



FITTERS DIVERSIFIED BERHAD

Registration No: 198601000595 (149735-M)

(Incorporated in Malaysia)

**Financial Report For The Period Ended
30 June 2022**

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

ANNOUNCEMENT OF UNAUDITED QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022

The Board of Directors are pleased to announce the unaudited consolidated results of the Company for the financial quarter ended 30 June 2022.

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL QUARTER ENDED 30 JUNE 2022 - unaudited**

	FIRST QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	3 MONTHS ENDED	
	30-June-2022 RM'000	30-June-2021 RM'000	30-June-2022 RM'000	30-June-2021 RM'000
Revenue	123,263	77,515	123,263	N/A
Cost of sales	(116,485)	(73,381)	(116,485)	N/A
Gross profit	6,778	4,134	6,778	N/A
Interest income	278	310	278	N/A
Other income	307	319	307	N/A
Selling and marketing expenses	(492)	(246)	(492)	N/A
Impairment loss on receivables	18	(5,000)	18	N/A
Administrative expenses	(4,414)	(4,825)	(4,414)	N/A
Depreciation and amortisation	(1,996)	(2,654)	(1,996)	N/A
Forex gain	5	36	5	N/A
Finance costs	(456)	(687)	(456)	N/A
Operating profit/(loss) before exceptional items	28	(8,613)	28	N/A
Exceptional items :				
Gain on disposal of investment in associate company	-	16,113	-	N/A
Profit before tax	28	7,500	28	N/A
Income tax expense	(348)	(632)	(348)	N/A
(Loss)/Profit for the financial period	(320)	6,868	(320)	N/A
Other comprehensive income	21	2	21	N/A
Total comprehensive (loss)/profit for the financial period	(299)	6,870	(299)	N/A
Profit/(Loss) attributable to :				
Owners of the Company	185	7,604	185	N/A
Non-controlling interests	(505)	(736)	(505)	N/A
	(320)	6,868	(320)	N/A
Earnings per share attributable to owners of the Company :				
Basic (sen)	0.03	1.63	0.03	N/A

Notes:

On 24 January 2022, Fitters Diversified Berhad ("FDB" or the "Company") announced the change of financial year end from 31 December 2021 to 31 March 2022. The current reporting financial period will be for a period of 3 months made up from 1 April 2022 to 30 June 2022. As such, there are no comparative figures for the cumulative preceding year corresponding periods.

(The Condensed Consolidated Statements Of Comprehensive Income should be read in conjunction with the Audited Financial Report for the financial period ended 31 March 2022 and the accompanying explanatory notes attached to the interim financial statements)

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2022**

	(Unaudited) AS AT END OF CURRENT QUARTER 30-June-2022 RM'000	(Audited) AS AT PRECEDING FINANCIAL YEAR END 31-Mar-2022 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	200,917	203,051
Investment properties	2,443	2,458
Right-of-use assets	12,410	12,520
Intangible assets	5,334	5,353
Investment securities	105	105
Deferred tax assets	258	264
Trade and other receivables	-	-
Total non-current assets	221,467	223,751
Current assets		
Inventories	125,660	118,261
Current tax assets	3,446	2,503
Trade and other receivables	92,126	89,382
Contract assets	9,675	12,217
Investment securities	12,066	1
Deposits, cash and bank balances	54,692	62,421
Total current assets	297,665	284,785
TOTAL ASSETS	519,132	508,536

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**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2022**

	(Unaudited) AS AT END OF CURRENT QUARTER 30-June-2022 RM'000	(Audited) AS AT PRECEDING FINANCIAL YEAR END 31-Mar-2022 RM'000
EQUITY AND LIABILITIES		
Current liabilities		
Loans and borrowings	71,608	70,200
Current tax liabilities	170	178
Trade and other payables	45,937	36,123
Other current liabilities	17,184	15,722
	134,899	122,223
Net current assets	162,766	162,562
Non-current liabilities		
Loans and borrowings	6,495	8,229
Deferred tax liabilities	5,858	5,905
	12,353	14,134
TOTAL LIABILITIES	147,252	136,357
NET ASSETS	371,880	372,179
Equity attributable to owners of the Company		
Share Capital	262,157	262,157
Treasury Shares	(3,912)	(3,912)
Revaluation Reserve	33,830	33,839
Capital Reserve	1,360	1,360
Exchange Reserve	572	551
Retained Earnings	72,047	71,853
	366,054	365,848
Non-controlling interests	5,826	6,331
Total equity	371,880	372,179
TOTAL EQUITY AND LIABILITES	519,132	508,536
Net Assets per Share (RM) **	0.6021	0.6017

** Net assets per share is calculated based on Total Assets (including intangibles) minus Total Liabilities and Non-controlling interest divided by the total number of ordinary shares less treasury shares.

(The Condensed Consolidated Statement Of Financial Position should be read in conjunction with the Audited Financial Report for the financial period ended 31 March 2022)

FITTEES DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL QUARTER ENDED 30 JUNE 2022 - unaudited

	[----- Attributable to owners of the Company -----]								
	[----- Non-distributable -----]				[----- Distributable -----]				
	Share Capital RM'000	Capital Reserve RM'000	Revaluation Reserve RM'000	Exchange Reserve RM'000	Treasury Shares RM'000	Retained Earnings RM'000	Total RM'000	Non- Controlling Interests RM'000	Total Equity RM'000
<u>3 months ended 30 June 2022</u>									
Balance as at 1 April 2022	262,157	1,360	33,839	551	(3,912)	71,853	365,848	6,331	372,179
Realisation of revaluation reserve	-	-	(9)	-	-	9	-	-	-
Total comprehensive income/(loss)	-	-	-	21	-	185	206	(505)	(299)
Balance as at 30 June 2022	<u>262,157</u>	<u>1,360</u>	<u>33,830</u>	<u>572</u>	<u>(3,912)</u>	<u>72,047</u>	<u>366,054</u>	<u>5,826</u>	<u>371,880</u>
<u>15 months ended 31 March 2022</u>									
Balance as at 1 January 2021	240,662	1,360	34,108	528	(3,912)	84,515	357,261	10,266	367,527
Shares issued pursuant									
to private placement	21,975	-	-	-	-	-	21,975	-	21,975
Shares issuance expenses	(480)	-	-	-	-	-	(480)	-	(480)
Realisation of revaluation reserve	-	-	(269)	-	-	269	-	-	-
Total comprehensive income/ (loss)	-	-	-	23	-	(12,931)	(12,908)	(3,935)	(16,843)
Balance as at 31 March 2022	<u>262,157</u>	<u>1,360</u>	<u>33,839</u>	<u>551</u>	<u>(3,912)</u>	<u>71,853</u>	<u>365,848</u>	<u>6,331</u>	<u>372,179</u>

(The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Audited Financial Report for the financial period ended 31 March 2022)

FITTERS DIVERSIFIED BERHAD
Registration No. 198601000595 (149735-M)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW
FOR THE FINANCIAL QUARTER ENDED 30 JUNE 2022 - unaudited

	(Unaudited) 3 months ended 30-June-2022 RM'000	(Audited) 15 months ended 31-Mar-2022 RM'000
Profit/(loss) before tax		
- Continuing operations	28	(15,489)
	28	(15,489)
Adjustment for non-cash items:		
Operating items	2,602	27,654
Investing items	192	(14,159)
Operating profit/(loss) before changes in working capital	2,822	(1,994)
Changes in Working Capital:		
Inventories	(8,301)	4,429
Receivables	(2,726)	9,762
Payables	9,815	834
Property development	902	(1,961)
Construction contracts	4,003	4,925
Cash generated from operating activities	6,515	15,995
Net tax paid	(1,339)	(2,726)
Interest paid	(456)	(3,069)
Net cash generated from operating activities	4,720	10,200
Cash Flow from investing activities		
Interest received	278	1,153
Purchase of investment property	(12,065)	(575)
Proceeds from disposal of associated companies	-	16,142
Proceeds from disposal of property, plant & equipment	-	477
Purchase of property, plant & equipment	(228)	(1,006)
Net cash (used in)/generated from investing activities	(12,015)	16,191
Cash Flow from financing activities		
Purchase of treasury shares	-	-
Disposal of treasury shares	-	-
Proceed from issuance of shares via private placement	-	21,975
Hire Purchase & Lease repayment	(200)	(1,352)
Share issuance expenses	-	(480)
Net drawdown/(repayment) of bank borrowings	608	(8,108)
Net cash generated from financing activities	408	12,035
Net change in cash & cash equivalents	(6,887)	38,426
Cash & cash equivalents at beginning of year	59,188	20,739
Effect of foreign exchange rate changes on cash and cash equivalents	21	23
Cash & cash equivalents at end of period	52,322	59,188

(The Condensed Consolidated Cash Flow Statements should be read in conjunction with the Audited Financial Report for the financial ended 31 March 2022)

FITTERS DIVERSIFIED BERHAD

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**EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE FINANCIAL QUARTER ENDED 30 JUNE 2022 - unaudited****1. Basis of Preparation**

The interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards ("MFRS") 134: Interim Financial Reporting and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the financial period ended 31 March 2022.

As announced on 24 January 2022, the Company has changed its financial year end from 31 December 2021 to 31 March 2022. The current financial period covers 3 months period from 1 April 2022 to 30 June 2022. There will be no comparison figures for the cumulative quarters and the current quarter results will be compared to the results of the preceding year corresponding quarter accordingly.

2. Changes in Accounting Policies

The significant accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the annual financial statements of the Group for the year ended 31 March 2022 except for the adoption of the following relevant new MFRSs, amendments to MFRSs and IC interpretations.

Amendments effective for annual periods beginning on or after 1 January 2022:-

- : Amendments to MRFS 3 : Reference to the Conceptual Framework, (Business Combinations)
- : Amendments to MRFS 9 : Financial Instruments
- : MRFS 116 : Property, Plant and Equipment - Proceeds before intended use
- : Amendments to MRFS 137 : Onerous Contracts - cost of fulfilling a contract

Amendments effective for annual periods beginning on or after 1 January 2023:-

- : Amendments to MRFS 101 : Presentation of Financial Statements - disclosure of accounting estimate
- : Amendments to MRFS 108 : Accounting Policies, Changes in Accounting Estimate and Errors
- : Amendments to MRFS 112 : Income Tax - Deferred tax related to assets and liabilities arising from a single transaction

The adoption of the new MFRSs, amendments to MFRSs and IC Interpretations does not have any material impact on the financial position and results of the Group.

3. Auditors' Report on Preceding Annual Financial Statements

The report of the Auditors for the preceding financial period ended 31 March 2022 was not subject to any qualification.

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**EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE FINANCIAL QUARTER ENDED 30 JUNE 2022 - unaudited**
4. Segmental Information

Analysis of the Group's results by business segments:

	First Quarter		Cumulative Quarter	
	30/06/2022	30/06/2021	30/06/2022	30/06/2021
	RM'000	RM'000	RM'000	RM'000
Segment Revenue				
Fire Services	19,629	16,664	19,629	N/A
Property Development & Construction	7,099	1,797	7,099	N/A
Renewable & Waste-To-Energy	95,757	59,139	95,757	N/A
HYPRO® PVC-O Pipes Manufacturing & Distribution	2,333	781	2,333	N/A
Investment holding and others	-	-	-	N/A
Total revenue including inter-segment sales	124,818	78,381	124,818	N/A
Elimination of inter-segment sales	(1,555)	(866)	(1,555)	N/A
Total	123,263	77,515	123,263	N/A
Segment Result				
Fire Services	1,046	(152)	1,046	N/A
Property Development & Construction	(373)	(5,470)	(373)	N/A
Renewable & Waste-To-Energy	1,216	901	1,216	N/A
HYPRO® PVC-O Pipes Manufacturing & Distribution	(1,775)	(2,585)	(1,775)	N/A
Investment holding and others	(46)	14,664	(46)	N/A
Total result including inter-segment profit	68	7,358	68	N/A
Elimination of inter-segment profit	(40)	142	(40)	N/A
Total	28	7,500	28	N/A

5. Exceptional or Unusual Items

During the financial quarter, there was no item of exceptional or unusual nature that affects the assets, liabilities, equity, net income or cash flows of the Group.

6. Changes in Estimates

There were no changes in estimates that have a material effect in the current quarter.

7. Comment about Seasonal or Cyclical Factors

The business operations of the Group for the quarter are not materially affected by any seasonal or cyclical factor.

8. Dividend Paid

The Board of Directors does not recommend the payment of any dividend in respect of the financial period ended 30 June 2022.

9. Carrying Amount of Revalued Assets

The valuation of properties, plant and equipment have been brought forward without amendment from the financial statements for the year ended 31 March 2022.

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**EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE FINANCIAL QUARTER ENDED 30 JUNE 2022 - unaudited**

10. Debt and Equity Securities

There were no issuance and repayment of debt and equity securities, shares buy-back, shares cancellation, shares held as treasury shares and resale of treasury shares during the financial period to-date except as disclosed below:-

Treasury Shares

There was no share buy-back and resale of treasury shares during the financial period.

As at 30 June 2022, the Company held a total of 12,817,648 units of Treasury Shares at a value of RM3,911,977.

11. Subsequent Event

There was no material event subsequent to the financial quarter ended 30 June 2022 other than the following:-

On 22 April 2022, the Company entered into a Letter of Intent with the intention to enter into negotiation in relation to :

- i) Proposed acquisition by Molecor Tecnologia S.L. ("MTSL") of 79,500,000 ordinary shares, representing 72.27% of the total issued ordinary shares in Molecor (SEA) Sdn Bhd ("MSSB") from FITTERS.
- ii) Proposed acquisition by United Sapphire Sdn. Bhd ("USSB") of the land and the buildings erected thereon at Lot No. 5/129 and 6/129, Jalan Gebeng 2/13, Kawasan Perindustrian Gebeng, Kuantan, Pahang Darul Makmur.

On 29th July 2022, FITTERS had entered into a Sale and Purchase Agreement with MTSL for the disposal of 79,500,000 ordinary shares of MSSB at a consideration of RM9,000,000.

Subsequently on 24 August 2022, FITTERS had entered into a Sale and Purchase Agreement with USSB for the disposal of land and buildings at Gebeng at a consideration of RM21,000,000.

12. Changes in Composition of the Group

There was no change in the composition of the Group during the financial period under review other than the following:-

Incorporation of subsidiary company

- (a) On 6 April 2022, the Company has incorporated a 100% owned subsidiary know as FITTERS GIM Sdn. Bhd. ("FGSB") With an issued share capital of RM50,000 divided into 50,000 shares of RM1.00 each. The intended business activity of FGSB is investment holding.

The company has not commenced operation since the date of incorporation.

13. Capital Commitments

The amount of commitments for the purchase of property, plant and equipment not provided for in the interim financial statements as at 30 June 2022 is as follows:

	RM'000
Approved and contracted for : Property, plant and equipment	2,574
	2,574

14. Contingent Liabilities

Corporate guarantees were given by the Company in respect of the following:

	RM'000
Banks and financial institutions credit facilities granted to subsidiary companies	270,125
Corporations for trade credit facilities granted to subsidiary companies	139,100
	409,225

There are no further contingent liabilities save for that disclosed above.

**ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS
OF BURSA MALAYSIA SECURITIES BERHAD**
1. Performance Review

For the first quarter ended 30 June 2022, the Group recorded an increase in revenue by 59% to RM123.3 million from RM77.5 million and a profit before tax of RM28,000 as compared to RM7.5 million recorded in the previous corresponding quarter ended 30 June 2022.

Due to the change of the Group's financial year end from 31 December 2021 to 31 March 2022, there are no comparative figures for the cumulative proceeding year corresponding periods.

The detailed analysis and explanation for the variances for each business segment are as follows:

(i) Business segment: Fire Services (RM'000)

	First Quarter			Cumulative Quarter		
	30/06/2022	30/06/2021	Changes	30/06/2022	30/06/2021	Changes (%)
Revenue	19,629	16,664	17.8%	19,629	N/A	-
Profit/(loss) before tax	1,046	(152)	-	1,046	N/A	-

During the quarter ended 30 June 2022, the Fire Services Division posted an increase of revenue by 17.8% to RM19.6 million from RM16.7 million and a profit before tax of RM1.04 million as compared to a loss before tax of RM0.2 million recorded in the corresponding quarter.

With the easing of movement control and reopening of economy sector, the progress work of projects under the Engineering division has improved as compared to the previous corresponding period.

(ii) Business segment: Property Development & Construction (RM'000)

	First Quarter			Cumulative Quarter		
	30/06/2022	30/06/2021	Changes	30/06/2022	30/06/2021	Changes (%)
Revenue	7,099	1,797	295.0%	7,099	N/A	-
(Loss) before tax	(373)	(5,470)	-	(373)	N/A	-

During the quarter ended 30 June 2022, the Property Development & Construction Division posted an increase in revenue by 295% to RM7.1 million from RM1.8 million and loss before tax of RM0.4 million as compared to a loss before tax of RM5.5 million recorded in the corresponding quarter.

The progress of the construction work of Phase 2 of Taman Putra, The Belleza, is progressing well although still a delayed from the original work plan.

(iii) Business segment: Renewable & Waste-To-Energy (RM'000)

	First Quarter			Cumulative Quarter		
	30/06/2022	30/06/2021	Changes	30/06/2022	30/06/2021	Changes (%)
Revenue	95,757	59,139	61.9%	95,757	N/A	-
Profit before tax	1,216	901	35.0%	1,216	N/A	-

The Renewable & Waste-to-Energy Division recorded an increase in revenue by 61.9% to RM95.8 million from RM59.1 million and a profit before tax of RM1.2 million as compared to RM0.9 million recorded in the corresponding quarter, an increase of 35%.

The Division obtained better oil extraction rate during the financial period as compared to previous corresponding quarter coupled with the increase of CPO price as compare to previous corresponding period.

**ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS
 OF BURSA MALAYSIA SECURITIES BERHAD**

1. Performance Review (continued)

(iv) Business segment: HYPRO[®] PVC-O Pipes Manufacturing & Distribution (RM'000)

	First Quarter			Cumulative Quarter		
	30/06/2022	30/06/2021	Changes	30/06/2022	30/06/2021	Changes (%)
Revenue	2,333	781	198.7%	2,333	N/A	-
Loss before tax	(1,775)	(2,585)	-	(1,775)	N/A	-

HYPRO[®] PVC-O Pipes Manufacturing & Distribution Division recorded a revenue of RM2.3 million as compare to RM0.8 million, an increase of 198.7%, and registered a loss before tax of RM1.8 million as compared to RM2.6 million in the previous corresponding quarter.

Most of Molecor's contracts consist of Government-driven projects, which are facing challenges amidst the Covid-19 pandemic and current political situation. As compared to previous period, the division has obtained order but other contracts awards were either delayed or halted resulting to loss for the division.

2. Comment on Material Changes in Profit Before Taxation Against Immediate Preceding Quarter

The material changes in profit before taxation for the current quarter as compared to the immediate preceding quarter are as follow :

	Current Quarter	Immediate Preceding Quarter	Changes	
	30/06/2022	31/03/2022	Amount	%
Profit/(loss) before taxation	28	(5,114)	5,142	100.5%

The material changes are mainly due to the following :

- i.) Fire Services division recorded a profit of RM1.05 RM0.4 million as compared to a loss of RM0.4 million due to pick up in the projects' work progress during the quarter. In the previous quarter, the loss was mainly due to a provision for impairment of debts of RM1.1 million
- i.) Renewable & Waste-To-Energy Division recorded a profit of RM1.2 million as compared to a loss of RM1.2 million in the previous quarter as a result from higher oil palm processed and better OER. In the previous quarter, the loss was mainly due to an impairment of debts amounting to RM0.8 million.
- ii.) HYPRO[®] PVC-O Pipes Manufacturing & Distribution Division recorded a loss of RM1.8 million as compared to a loss of RM2.8 million in the previous quarter due to increase in revenue and recommenced of production work.

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ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

3. Commentary of Prospects

Despite the challenging market environment experienced in FY2021 posed by the Covid-19 pandemic, the Group managed to keep the situation under control with the necessary mitigation actions taken particularly on cost rationalisation and business protection measures implemented earlier.

The fire services sector, being dependent on building and construction activities is impacted by the MCO imposed by the Government of Malaysia, which caused delay in work progress and certification of work done. Following thereto, the division is striving to catch-up on its order book work progress to generate revenue and profitability.

Following a revenue and earning decline in financial period ended 31 March 2022, property development & construction segment could look for a better productivity in Q2 of 2022 as the implementation of aluminium system formwork has begun full swing and expectation of government further easing on the industry man power and working hours restrictions. The construction works at phase 2 Taman Putra is back on track and will continue to increase resources to achieve better progress. As a results of the recent materials price hike and shortage of workers in the construction industry, construction segment may undergo extensive cost rationalisation exercise to maintain its projections.

Renewable & Waste-To-Energy segment businesses remain robust despite the challenging economic and labour shortage in FY2021. Although the CPO prices have dropped from its peak, the palm oil mill still operates favourably towards the Group as the mill focused on its milling efficiency. We are expecting foreign workers to relief the labour shortage in the coming months. The biogas plant which synergise with the palm oil mill continues to provide steady revenue to the Group.

The medical waste market (for non-concessionaires) continues to be strictly regulated by the authorities and highly competitive in pricing. There has been increase in the medical waste coming from regular Covid-19 self-tests and hence increase in the demand of our service. Moreover, we are improving our logistic to collect more medical waste. It is vital to ensure compliance of SOP for the safe handling and disposal of medical waste to prevent cross-contamination exposure to the public and operation staff. The management shall follow through and work with the relevant authorities towards enabling increased revenue generation to sustain operations.

With the reopening of economic sectors and transition to the endemic phase, the Group remains cautious but is optimistic about its prospects for the year.

4. Profit Forecast or Profit Guarantee

The disclosure requirements for explanatory notes for the variance of actual profit after tax and minority interest and forecast profit after tax and minority interest and for the shortfall in profit guarantee are not applicable.

5. Income Tax Expense

	First Quarter		Cumulative Quarter	
	30/06/2022	30/06/2021	30/06/2022	30/06/2021
	RM'000	RM'000	RM'000	RM'000
Income tax				
- Current year	388	184	388	N/A
- Prior year	-	-	-	N/A
	388	184	388	N/A
Deferred tax	(40)	448	(40)	N/A
Total income tax expense	348	632	348	N/A

The effective tax rate for the Group was higher than the statutory rate due to the losses of certain subsidiaries which cannot be set off against taxable profits made by other subsidiaries and certain expenses which are not deductible for tax purposes.

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ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

6. Corporate Proposals

(a) Status of Corporate Proposals Announced But Not Completed

Save as disclosed below, there was no corporate proposal announced but not completed as at 30 June 2022:

(i) Proposed Private Placement and Share Issuance Scheme

On 17 December 2021, the Company announced the proposal to undertake the following:-

- (i) proposed private placement of up to 144,149,100 new FITTERS Shares, representing approximately 30% of the total number of issued Shares to independent third-party investor(s) to be identified later and at an issue price to be determined later; and
- (ii) proposed establishment of a share issuance scheme (SIS) of up to 15% of the total number of issued Shares of FITTERS (excluding treasury shares, if any) to the eligible directors and employees of FITTERS and its subsidiaries.

Bursa Securities had, vide its letter dated 3 January 2022, approved the listing of the Placement Shares and such number of additional shares to be issued pursuant to the Proposed SIS.

The Proposal were approved by shareholders at the EGM held on 28 January 2022.

On 28 January 2022, the Company announced that the effective date for the implementation of the SIS is 28 January 2022, being the date on which the Company is in full compliance with all relevant requirements including Paragraph 6.43(1) of the Listing Requirements.

The SIS shall be in force for a period of 5 years and may be extended for up to another 5 years immediately from the expiry of the first 5 years, but will not in aggregate exceed 10 years from the Effective Date.

On 21 March 2022 and 28 March 2022, 94,000,000 and 46,303,800 Placement Shares, being the first and second tranche of Placement Shares for the Private Placement have been listed on the Main Market of Bursa Securities respectively at RM0.159 per share and RM0.1518 per share.

On 28 March 2022, the Company announced that the Private Placement has been completed.

The utilisation of gross proceeds of RM21.97 million raised from the Private Placement on 28 March 2022, as at the end of reporting quarter is as follows:-

Utilisation of proceeds	Intended timeframe for utilisation	Proceeds raised (RM'000)	Actual utilisation (RM'000)	Deviation (RM'000)	Balance available for utilisation (RM'000)
(i) Repayment of borrowings	Within 12 months	19,852	19,972	120	-
(ii) Working capital for the Group's palm oil mill	Within 12 months	1,523	1,523	-	-
(iii) Estimated expenses	Immediate	600	480	(120)	-
Total		21,975	21,975	-	-

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ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

6. Corporate Proposals (continued)

(ii) Proposed Rights Issue with Warrants

On 13 May 2022, the Company announced the proposal to undertake a renounceable rights issue of up to 1,862,420,877 new ordinary shares in FITTERS together with up to 1,241,601,918 free detachable warrants in FITTERS on the basis of 3 Rights Shares together with 2 free Warrants for every 1 existing Share held by the entitled shareholders of FITTERS on an entitlement date to be determined.

Bursa Securities had, vide its letter dated 31 May 2022, approved the listing and quotation of Rights Shares and Warrants to be issued pursuant to the Proposed Rights Issue with Warrants; and listing and quotation of up to 1,241,601,918 new FITTERS Shares to be issued pursuant to the exercise of the Warrants.

The resolution for the Proposal was duly passed by the shareholders at the EGM held on 01 July 2022.

7. Group Borrowings

The total Group borrowings are as follows:

	As at 30/06/2022 RM'000	As at 31/03/2022 RM'000
Short term borrowings		
Secured		
Term Loans	21,102	19,865
Finance lease liabilities	436	543
Bank overdrafts	2,085	2,510
Bankers acceptance	15,028	15,189
Revolving credits	28,845	29,345
Unsecured		
Bank overdrafts	285	723
Bankers acceptance	3,827	2,025
	<u>71,608</u>	<u>70,200</u>
Long term borrowings		
Secured		
Term Loans	6,135	7,905
Finance lease liabilities	360	324
	<u>6,495</u>	<u>8,229</u>

8. Material Litigation

The Group does not have any material litigation for the financial year under review except as disclosed below :

Writ and statement of claim served on Future NRG Sdn. Bhd. ("FNSB") from A.H.T. Syngas Technology N.V. ("AHT")

(i) Under Shah Alam High Court Civil No.: BA-22NCC-104-08/2021

FNSB, a wholly-owned subsidiary of FITTERS, had on 21 October 2021 received a sealed Writ and Statement of Claim both dated 30 August 2021 from AHT through its solicitors claiming an amount of Euro 1.78 million based on a non-binding Heads of Agreement.

FITTERS is refuting AHT's allegations of claims as these claims are not substantiated and there was no Purchase Agreement signed.

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8. Material Litigation (continued)

(i) Under Shah Alam High Court Civil No.: BA-22NCC-104-08/2021 (continued)

FNSB has entered its defence and counterclaim on 15 Dec 2021.

On 18 May 2022, AHT has informed the Court that they have filed their Affidavit in reply to FNSB's application for Security for Cost; FNSB will file the Affidavit in Reply on or before 24 May 2022.

During the case management on 24 June 2022, FNSB have informed the Court that both parties have agreed to enter into Consent Order for FNSB's application for security for cost. The hearing had been fixed on 4 July 2022, during which, the following has transpired :

- (a) The Plaintiff's solicitor has informed the Court that they have received the sum of RM100,000, being security for costs from the Plaintiff and requested for a next case management date for parties to update the Court on the opening of a trust account for purposes of holding the said sum; and

FNSB has informed the Court during the case management dated 19 August 2022 that FNSB has obtained the necessary approval from CIMB Bank Berhad to open a stakeholder account for the purpose of security for cost. FNSB is currently awaiting clarification from the Bank as well as the documents required by the Bank for the opening of account in order to proceed further.

FNSB has requested for a case management to be fixed 2 weeks from 19 August 2022 for parties to update the Court on the status of the opening of account and the Court has allowed the same.

(ii) Under Shah Alam High Court Civil No.: BA-22NCC-57-04/2022

On 29 April 2022, FNSB received a sealed Writ and Statement of Claim both dated 29 April 2022 from AHT through its solicitors claiming an amount of Euro 342,857.14, the balance sum under a Purchase and Sales Agreement with AHT Services GmbH ("AHT Services") in relation to the sale of 200KW Biomass Gasification Plant to FNSB at the consideration of Euro1,142,857.14. The transaction was not completed as AHT Services failed to test and commission the gasification plant.

As AHT Services is under liquidation, AHT has been assigned to claim against FNSB.

FITTERS is refuting AHT's allegations as AHT's claims are not substantiated and is premised upon AHT Services' own failure to fulfil its obligations under the Purchase and Sales Agreement.

Contrastingly, FITTERS shall be counterclaiming for the total sum of Euro800,000 previously paid by FNSB to AHT Services pursuant to the Purchase and Sales Agreement for material breach, the terms of which were not fulfilled by AHT Services.

FITTERS has appointed Messrs Ong, Ric & Partners to act for FNSB to refute AHT's claims.

During the Case Management on 26 July 2022 :

- (a) FNSB has filed the Defence and Counterclaim.
- (b) The solicitors for AHT had requested for an extension of time to file their reply and defence to counterclaim till 26 August 2022.
- (c) The Court allowed the extension and AHT is required to file the same on or before 26 August 2022.
- (d) The next case management date has been fixed on 29 August 2022.

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9. Dividend Payable

The Board of Directors does not recommend the payment of any dividend in respect of the financial period ended 30 June 2022.

10. Earnings Per Share

(a) Basic Earnings Per Share

Basic earnings per share are calculated by dividing profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the year excluding treasury shares held by the Company.

	First Quarter		Cumulative Quarter	
	30/06/2022	30/06/2021	30/06/2022	30/06/2021
	RM'000	RM'000	RM'000	RM'000
Profit attributable to ordinary equity holders of the Company	185	7,604	185	N/A
Adjusted weighted average number of ordinary shares in issue 607,983,311 (2022: 467,679,511) ('000)	607,983	467,680	607,983	N/A
Basic Earnings per share (sen)	0.03	1.63	0.03	N/A

(b) Diluted Earnings Per Share

There are no dilutive potential ordinary shares. As such, the diluted earnings per share of the Group is equivalent to basic earnings per share.

11. Authorisation for Issue

The financial statements for the period ended 30 June 2022 were authorised for issue in accordance with a resolution of the Board of Directors on 29 August 2022.

FITTERS DIVERSIFIED BERHAD

DATO' SOK ONE A/L ESEN
CHAIRMAN
Kuala Lumpur
29 August 2022