



FITTERS DIVERSIFIED BERHAD

Registration No: 198601000595 (149735-M)

(Incorporated in Malaysia)

**Financial Report For The Period Ended
31 DECEMBER 2022**

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

ANNOUNCEMENT OF UNAUDITED QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2022

The Board of Directors are pleased to announce the unaudited consolidated results of the Company for the financial quarter ended 31 December 2022.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL QUARTER ENDED 31 DECEMBER 2022 - unaudited

	THIRD QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	31-Dec-2022 RM'000	31-Dec-2021 RM'000	31-Dec-2022 RM'000	31-Dec-2021 RM'000
Revenue	98,256	103,932	326,065	N/A
Cost of sales	(89,444)	(95,159)	(299,236)	N/A
Gross profit	8,812	8,773	26,829	N/A
Interest income	257	209	766	N/A
Other income	903	454	1,498	N/A
Net loss on disposal of quoted investment	-	-	(2,096)	N/A
Selling and marketing expenses	(306)	(273)	(978)	N/A
Impairment loss on receivables	(10,063)	(8,871)	(10,069)	N/A
Administrative expenses	(5,268)	(4,385)	(40,399)	N/A
Depreciation and amortisation	(1,797)	(2,128)	(6,830)	N/A
Forex (loss)/gain	(5)	171	17	N/A
Finance costs	(511)	(470)	(1,329)	N/A
Operating loss before exceptional items	(7,978)	(6,520)	(32,591)	N/A
Exceptional items :				
Loss on disposal of investment in subsidiary company	(3,211)	-	(3,211)	N/A
Loss before tax	(11,189)	(6,520)	(35,802)	N/A
Income tax expense	(1,336)	(705)	(2,274)	N/A
Profit/(loss) after tax	(12,525)	(7,225)	(38,076)	-
Loss for the financial period for discontinued operation, net of tax	-	(2,377)	(3,812)	-
Loss for the financial period	(12,525)	(9,602)	(41,888)	N/A
Other comprehensive income	16	3	59	N/A
Total comprehensive loss for the financial period	(12,509)	(9,599)	(41,829)	N/A
Loss attributable to :				
Owners of the Company	(12,514)	(8,927)	(40,798)	N/A
Non-controlling interests	(11)	(675)	(1,090)	N/A
	(12,525)	(9,602)	(41,888)	N/A
Loss per share attributable to owners of the Company :				
Basic (sen)	(2.06)	(1.91)	(6.71)	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 9 months made up from 1 April 2022 to 31 December 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 31 DECEMBER 2022**

	(Unaudited) AS AT END OF CURRENT QUARTER 31-Dec-2022 RM'000	(Audited) AS AT PRECEDING FINANCIAL YEAR END 31-Mar-2022 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	171,411	203,051
Investment properties	2,416	2,458
Right-of-use assets	12,192	12,520
Intangible assets	4,360	5,353
Investment securities	104	105
Deferred tax assets	222	264
Total non-current assets	190,705	223,751
Current assets		
Inventories	90,112	118,261
Current tax assets	2,888	2,503
Trade and other receivables	90,872	89,382
Contract assets	14,042	12,217
Investment securities	1	1
Deposits, cash and bank balances	61,147	62,421
Total current assets	259,062	284,785
TOTAL ASSETS	449,767	508,536

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

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

	(Unaudited) AS AT END OF CURRENT QUARTER 31-Dec-2022 RM'000	(Audited) AS AT PRECEDING FINANCIAL YEAR END 31-Mar-2022 RM'000
EQUITY AND LIABILITIES		
Current liabilities		
Loans and borrowings	56,182	70,200
Current tax liabilities	61	178
Trade and other payables	43,442	36,123
Other current liabilities	16,171	15,722
	115,856	122,223
Net current assets	143,206	162,562
Non-current liabilities		
Loans and borrowings	1,674	8,229
Deferred tax liabilities	6,572	5,905
	8,246	14,134
TOTAL LIABILITIES	124,102	136,357
NET ASSETS	325,665	372,179
Equity attributable to owners of the Company		
Share Capital	262,157	262,157
Treasury Shares	(3,912)	(3,912)
Revaluation Reserve	33,829	33,839
Capital Reserve	1,360	1,360
Exchange Reserve	610	551
Retained Earnings	31,065	71,853
	325,109	365,848
Non-controlling interests	556	6,331
Total equity	325,665	372,179
TOTAL EQUITY AND LIABILITES	449,767	508,536
Net Assets per Share (RM) **	0.5347	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 31 DECEMBER 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>9 months ended 31 December 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	-	-	(10)	-	-	10	-	-	-
Total comprehensive income/(loss)	-	-	-	59	-	(40,798)	(40,739)	(1,090)	(41,829)
Adjustment for disposal of subsidiary	-	-	-	-	-	-	-	(4,685)	(4,685)
Balance as at 31 December 2022	<u>262,157</u>	<u>1,360</u>	<u>33,829</u>	<u>610</u>	<u>(3,912)</u>	<u>31,065</u>	<u>325,109</u>	<u>556</u>	<u>325,665</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 31 DECEMBER 2022 - unaudited

	(Unaudited) 9 months ended 31-Dec-2022 RM'000	(Audited) 15 months ended 31-Mar-2022 RM'000
Loss before tax		
- Continuing operations	(35,802)	(1,448)
- Discontinued operation	(3,812)	(14,041)
	(39,614)	(15,489)
Adjustment for non-cash items:		
Operating items	44,861	27,654
Investing items	5,912	(14,159)
Operating profit/(loss) before changes in working capital	11,159	(1,994)
Changes in Working Capital:		
Inventories	(7,489)	4,429
Receivables	616	9,762
Payables	12,305	834
Property development	598	(1,961)
Construction contracts	(1,377)	4,925
Cash generated from operating activities	15,812	15,995
Net tax paid	(2,067)	(2,726)
Interest paid	(1,329)	(3,069)
Net cash generated from operating activities	12,416	10,200
Cash Flow from investing activities		
Interest received	766	1,153
Purchase of other investment	(22,859)	-
Proceeds from disposal of property, plant & equipment	44	477
Proceed from disposal of other investment	20,764	-
Proceed from disposal of subsidiary, net of cash	8,619	-
Purchase of property, plant & equipment	(2,803)	(1,006)
Net cash generated from investing activities	4,531	16,191
Cash Flow from financing activities		
Proceed from issuance of shares via private placement	-	21,975
Hire Purchase & Lease repayment	(492)	(1,352)
Share issuance expenses	-	(480)
Net repayment of bank borrowings	(16,731)	(8,108)
Net cash (used) in/generated from financing activities	(17,223)	12,035
Net change in cash & cash equivalents	(276)	38,426
Cash & cash equivalents at beginning of year	59,188	20,739
Effect of foreign exchange rate changes on cash and cash equivalents	59	23
Cash & cash equivalents at end of period	58,971	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

Registration No. 198601000595 (149735-M)

EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE FINANCIAL QUARTER ENDED 31 DECEMBER 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 9 months period from 1 April 2022 to 31 December 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.

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE FINANCIAL QUARTER ENDED 31 DECEMBER 2022 - unaudited**
4. Segmental Information

Analysis of the Group's results by business segments:

	Third quarter		Cumulative Quarter	
	31/12/2022	31/12/2021	31/12/2022	31/12/2021
	RM'000	RM'000	RM'000	RM'000
Segment Revenue				
Fire Services	23,197	29,395	68,655	N/A
Property Development & Construction	13,119	4,031	30,410	N/A
Renewable & Waste-To-Energy	63,685	71,921	232,282	N/A
Investment holding and others	-	-	-	N/A
Total revenue including inter-segment sales	100,001	105,347	331,347	N/A
Elimination of inter-segment sales	(1,745)	(1,415)	(5,282)	N/A
Total	98,256	103,932	326,065	N/A
Segment Result				
Fire Services	1,077	1,709	3,209	N/A
Property Development & Construction	635	(9,741)	(29,492)	N/A
Renewable & Waste-To-Energy	(79)	(417)	3,669	N/A
Investment holding and others	(50,789)	3,323	(50,866)	N/A
Total result including inter-segment profit	(49,156)	(5,126)	(73,480)	N/A
Elimination of inter-segment profit	37,967	(1,394)	37,678	N/A
Total	(11,189)	(6,520)	(35,802)	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 31 December 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.

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE FINANCIAL QUARTER ENDED 31 DECEMBER 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 31 December 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 31 December 2022.

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.

Disposal of subsidiary company

On 29th July 2022, FITTERS had entered into a Sale and Purchase Agreement with Molecor Tecnologia S.L. for the disposal of 79,500,000 ordinary shares, representing 72.27% of the total issued ordinary shares in of Molecor (SEA) Sdn Bhd ("MSSB") at a consideration of RM9,000,000.

The disposal of the MSSB's shares has been completed on 12 October 2022.

Effect of disposal on the financial position of the Group are as follow:

	RM'000
Non-current assets	29,203
Current assets	8,956
Current liabilities	<u>(21,263)</u>
Net assets and liabilities	16,896
Non-controlling interest	<u>(4,685)</u>
	12,211
Loss on sale of subsidiary	<u>(3,211)</u>
Consideration received, satisfied in cash	9,000
Cash and cash equivalents disposed off	<u>(381)</u>
	<u><u>8,619</u></u>

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

**EXPLANATORY NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE FINANCIAL QUARTER ENDED 31 DECEMBER 2022 - unaudited****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 31 December 2022 is as follows:

	RM'000
Approved and contracted for : Property, plant and equipment	2,971

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	213,792
Corporations for trade credit facilities granted to subsidiary companies	139,100
	<u>352,892</u>

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 third quarter ended 31 December 2022, the Group recorded a decline in revenue by 5.5% to RM98.3 million from RM104.0 million and a loss before tax of RM11.2 million as compared to a loss of RM8.9 million recorded in the previous corresponding quarter ended 31 December 2021.

For the 9 months under review, the Group recorded a revenue of RM326.1 million with a loss before tax of RM35.8 million.

The loss recorded for the current quarter was mainly due to loss on disposal of a subsidiary, Molecor (SEA) Sdn Bhd, amounted to RM3.2 million and debts written off arising thereon amounting to RM10.1 million. For the cumulative period, the loss included inventories written down for property under development in Rawang.

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)

	Third quarter			Cumulative Quarter		
	31/12/2022	31/12/2021	Changes	31/12/2022	31/12/2021	Changes (%)
Revenue	23,197	29,395	-21.1%	68,655	N/A	-
Profit/(loss) before tax	1,077	1,709	-37.0%	3,209	N/A	-

During the quarter ended 30 Sep 2022, the Fire Services Division posted a decline of revenue by 21.1% to RM23.2 million from RM29.4 million and decline of 37% in profit before tax of RM1.1 million as compared to RM1.7 million recorded in the corresponding quarter.

For the cumulative financial period, revenue recorded at RM68.7 million with a profit before tax of RM3.2 million.

The decline in the current quarter was mainly due to slow down of project work progress impacted by the labour shortage and drop in margin due to high competition and increase in material price.

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

	Third quarter			Cumulative Quarter		
	31/12/2022	31/12/2021	Changes	31/12/2022	31/12/2021	Changes (%)
Revenue	13,119	4,031	225.5%	30,410	N/A	-
Profit/(Loss) before tax	635	(9,741)	-	(29,492)	N/A	-

During the quarter ended 30 Dec 2022, the Property Development & Construction Division posted an increase in revenue by 225.5% to RM13.1 million from RM4.0 million and profit before tax of RM0.6 million as compared to a loss before tax of RM9.7 million recorded in the corresponding quarter.

For the cumulative financial period, revenue recorded at RM30.4 million with a loss before tax of RM29.5 million.

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.

The loss recorded for the cumulative quarter was mainly due to inventories written down for property under development amounting to RM27.8 million for the development of a piece of land in Rawang which was rescinded and loss on disposal of quoted investment amounting to RM2.1 million.

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

1. Performance Review (continued)

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

	Third quarter			Cumulative Quarter		
	31/12/2022	31/12/2021	Changes	31/12/2022	31/12/2021	Changes (%)
Revenue	63,685	71,921	-11.5%	232,282	N/A	-
(Loss)/Profit before tax	(79)	(417)	-81.1%	3,669	N/A	-

The Renewable & Waste-to-Energy Division recorded a decline in revenue by 11.5% to RM63.7 million from RM71.9 million and a loss before tax of RM0.08 million as compared to a loss before tax of RM0.4 million recorded in the corresponding quarter.

For the cumulative financial period, the division recorded RM232.3 million in revenue, and a profit before tax of RM3.7 million.

The decline in revenue was mainly due to decline in crude palm oil price as compared to previous year. The oil extraction rate also decline due to low oil palm crops season.

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	
	31/12/2022	30/09/2022	Amount	%
Profit/(loss) before taxation	(11,189)	(26,416)	15,227	57.6%

The material changes are mainly due to the following :

- i.) Property, Development & Construction division recorded a profit of RM0.6 million as compared to a loss of RM29.8 million in the previous quarter. The previous quarter loss was mainly due to inventories written down for property under development amounting to RM27.8 million for the development of a piece of land in Rawang which was rescinded and loss on disposal of quoted investment amounted to RM2.1 million.
- ii.) Renewable & Waste-To-Energy Division recorded a loss of RM79,000 as compared to a profit of RM2.5 million in the previous quarter as a result of higher oil palm processed and better OER in the previous quarter.
- iii.) The Group recorded a loss on disposal of a subsidiary amounting to RM3.2 million and debts written-off from the disposal amounting to RM10.1 million during the current quarter.

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

**ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS
OF BURSA MALAYSIA SECURITIES BERHAD**
3. Commentary of Prospects

Despite the challenging market environment 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 had been impacted by the MCO imposed by the Government of Malaysia and labour shortage, 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.

Property Development & Construction segment has achieved 55% overall work of Phase 2 Taman Putra in quarter 4, 2022. The projection to complete the whole project by Q3 2023 is achievable although the construction industries still facing shortage of skill workers, construction materials and raw materials price fluctuation. The sales of phase 2, Taman Putra terrace house project has also recorded 80% take up rate by end of 2022 and this good news further release the financial burden of this segment and boosted confident level of achievable profit by Q3 2023.

Renewable & Waste-To-Energy segment businesses remain robust despite the challenging economic and labour shortage. The CPO price is projected to remain around RM3,000 to RM4,000 per metric tonne supported by increase in the cost of labour and raw material. In the meantime, there has been development in the government sector to allow foreign workers to relief the labour shortage in the plantation sector. This will enable the mill to process more FFB and improve the efficiency of the palm oil mill.

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, 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

	Third quarter		Cumulative Quarter	
	31/12/2022	31/12/2021	31/12/2022	31/12/2021
	RM'000	RM'000	RM'000	RM'000
Income tax				
- Current year	502	459	1,278	N/A
- Prior year	288	134	288	N/A
	790	593	1,566	N/A
Deferred tax	546	112	708	N/A
Total income tax expense	1,336	705	2,274	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.

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

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 September 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	-	-

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

**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.

On 14 November 2022, the Company had submitted an application to seek Bursa Securities' approval for an extension of time of 6 months from 1 December 2022 up to 30 May 2023 for the Company to implement and complete the Rights Issue with Warrants. The approval was granted by Bursa Securities vide its letter dated 23 November 2022.

7. Group Borrowings

The total Group borrowings are as follows:

	As at 31/12/2022 RM'000	As at 31/03/2022 RM'000
Short term borrowings		
Secured		
Term Loans	16,237	19,865
Finance lease liabilities	329	543
Bank overdrafts	1,478	2,510
Bankers acceptance	11,891	15,189
Revolving credits	24,295	29,345
Unsecured		
Bank overdrafts	698	723
Bankers acceptance	1,254	2,025
	<u>56,182</u>	<u>70,200</u>
Long term borrowings		
Secured		
Term Loans	1,136	7,905
Finance lease liabilities	538	324
	<u>1,674</u>	<u>8,229</u>

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

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

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.

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 informed the Court that both parties are currently still awaiting clarification from the Bank for the opening of account and requested for a case management to be fixed 2 weeks from 5 September 2022 for parties to update the Court on the status of the matter and the Court has allowed the same.

On 4 October 2022, the Court has instructed the parties to file the Bundle of Pleadings, Common Bundle of Documents, Agreed Facts, Issues to be Tried, Case Summary and List of Witnesses within two months from 4 October 2022 and has fixed for Case Management two months from today for further directions.

Further to the case management on 5 January 2023 and 2 February 2023, FNSB has requested an extension of time of two weeks for both parties to finalise the Common Bundle of Documents and the Court has allowed.

(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.

FITTERS DIVERSIFIED BERHAD

Registration No. 198601000595 (149735-M)

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

8. Material Litigation (continued)

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

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.

On 29 August 2022, FNSB updated the Court that Plaintiff's Reply and Defence to Counterclaim was received on 26 August 2022. FNSB is to file and serve its Reply on or before 9 September 2022.

The Plaintiff has filed Notice of Application dated 26 September 2022 supported with Affidavit affirmed by Gero Ferges dated 23 September 2022 to strike out paragraphs 12-19 of our Statement of Defence and Counterclaim.

The Court has fixed the Hearing date on 12 January 2023 for the Plaintiff's Summary Judgment Application as well as the Plaintiff's application to strike out of FNSB's counterclaim, however, the hearing has been postponed to 4 April 2023 as the Plaintiff's Counsel has fallen ill.

9. Dividend Payable

The Board of Directors does not recommend the payment of any dividend in respect of the financial period ended 31 December 2022.

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

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

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.

	Third quarter		Cumulative Quarter	
	31/12/2022	31/12/2021	31/12/2022	31/12/2021
	RM'000	RM'000	RM'000	RM'000
Profit attributable to ordinary equity holders of the Company	(12,514)	(8,927)	(40,798)	N/A
Adjusted weighted average number of ordinary shares in issue 607,983,311 (FY2022: 467,679,511) ('000)	607,983	467,680	607,983	N/A
Basic Earnings per share (sen)	(2.06)	(1.91)	(6.71)	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.

FITTERS DIVERSIFIED BERHAD

DATO' SOK ONE A/L ESEN
CHAIRMAN
Kuala Lumpur
20 February 2023