

HO WAH GENTING BERHAD

Company No: 272923-H (Incorporated In Malaysia)

NOTES TO FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 30 JUNE 2020

PART A

1. Basis of Preparation

The interim financial report is unaudited and has been prepared and presented in accordance with the requirements of Malaysian Financial Reporting Standard ("MFRS") 134: Interim Financial Reporting, issued by the Malaysian Accounting Standards Board ("MASB") and paragraph 9.22 of Bursa Malaysia Securities Berhad ("BMSB") Listing Requirements. The interim financial report does not include all of the information required for full annual financial statements and should be read in conjunction with the Group's audited financial statements for the year ended 31 December 2019.

Significant Accounting Policies 2.

The significant accounting policies and presentation adopted for the interim financial report are consistent with those adopted in the audited financial statements for the year ended 31 December 2019 except for the adoption of the following standards which are applicable to its financial statements effective from 1 January 2020:

Amendments to MFRS 2 **Share-based Payment**

Amendments to MFRS 3 Business Combinations - Definition of a Business Amendments to MFRS 6 Exploration for and Evaluation of Mineral Resources

Amendments to MFRS 7 Financial Instruments: Disclosures, MFRS 9 Financial Instruments and

MFRS 139 Financial Instruments: Recognition and Measurement –

Interest Rate Benchmark Reform Regulatory Deferral Accounts

Amendments to MFRS 14

Leases – COVID-19 – Related Rent Concessions Amendments to MFRS 16

Amendments to MFRS 101 Presentation of Financial Statements - Definition of Material Amendments to MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors -

Definition of Material

Interim Financial Reporting Amendments to MFRS 134

Amendments to MRFS 137 Provisions, Contingent Liabilities and Contingent Assets

Amendments to MFRS 138 Intangible Assets

Amendments to IC Interpretation 12: Service Concession Arrangements

Amendments to IC Interpretation 19: Extinguishing Financial Liabilities with Equity Instruments Amendments to IC Interpretation 20: Stripping Costs in the Production Phase of a Surface Mine Amendments to IC Interpretation 22: Foreign Currency Transactions and Advance Consideration

Amendments to IC Interpretation 132: Intangible Assets - Web Site Costs

The adoption of the above pronouncements did not have any material impact on the financial statements of the Group.



[Notes to Quarterly Financial Report – continued]

PART A (continued)

2 Significant Accounting Policies (continued)

At the date of authorisation of the Condensed Report, the following Standards were issued but not effective and have not been adopted by the Group:

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MFRS 17
Amendments to
MFRS 3
Amendments to
MFRS 101
Amendments to
MFRS 116
Amendments to
MFRS 137
Annual Improvem
- Amendment to
Reporting Star
- Amendments
- Amendments
Amendments to
MFRS 10 and
MFRS 128
Amendments to MFRS 3 Amendments to MFRS 101 Amendments to MFRS 116 Amendments to MFRS 137 Annual Improvem - Amendment to Reporting Start - Amendments to Amendments to Amendments to MFRS 10 and

The Group will adopt the above pronouncements when they become effective in the respective financial periods. These pronouncements are not expected to have any material impact to the financial statements of the Group.

3. Qualification of Financial Statements

There has not been any qualification made by the auditors on the audited financial statements of the Group for the year ended 31 December 2019.

4. Seasonality or Cyclicality of Operations

Based on past historical trend, sales of the Moulded Power Supply Cord Sets Division (the main revenue contributor to the Group) would gradually increase in the second quarter and normally peak in the third quarter arising from increase in customers' demand in anticipation of the festive seasons towards year end and then demand would slowly decline in the fourth quarter until the first quarter of the following year.

[Notes to Quarterly Financial Report – continued]

PART A (continued)

5. Unusual Nature and Amount of Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no items of unusual nature affecting the assets, liabilities, equity, net income, or cash flows of the Group during the current quarter under review.

6. Material Change in Estimates

There were no changes in estimates that had a material impact to the results of the current quarter under review.

7. Issuance and Repayment of Debt and Equity Securities

(a) Private Placement of Shares

On 6 April 2020, the Company had increased its issued and paid up share capital by way of private placement of 45,973,800 new ordinary shares representing approximately 10% of the issued shares of the Company. On 8 April 2020, the Company announced the completion of the private placement with the listing of and the quotation of 45,973,800 new ordinary shares at an issue price of RM0.0920 per share. A total of RM4,229,590 was raised for working capital purpose.

(b) Exercise of Employee Share Options Scheme ("ESOS")

$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$							Transfer of
$ \begin{array}{c ccccccccccccccccccccccccccccccccccc$		Listing		No. of			ESOS
Date Date Exercised Units Issued Units Price RM Proceeds RM Capital RM 08/05/2020 13/05/2020 1,250,000 1,250,000 0.1220 152,500 130,750 14/05/2020 18/05/2020 1,500,000 1,500,000 0.1220 183,000 156,900 12/06/2020 15/06/2020 2,812,500 2,812,500 0.2200 618,750 588,375 15/06/2020 17/06/2020 1,032,500 1,032,500 0.1220 125,965 108,000 30/06.2020 02/07/2020 2,541,500 2,541,500 0.1220 310,063 265,841 Period ended 30/06/2020 9,136,500 9,136,500 1,390,278 1,249,866 15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/		and	No. of	Ordinary			Reserve to
Units Units RM RM RM 08/05/2020 13/05/2020 1,250,000 1,250,000 0.1220 152,500 130,750 14/05/2020 18/05/2020 1,500,000 1,500,000 0.1220 183,000 156,900 12/06/2020 15/06/2020 2,812,500 2,812,500 0.2200 618,750 588,375 15/06/2020 17/06/2020 1,032,500 1,032,500 0.1220 125,965 108,000 30/06.2020 02/07/2020 2,541,500 2,541,500 0.1220 310,063 265,841 Period ended 30/06/2020 9,136,500 9,136,500 9,136,500 1,390,278 1,249,866 15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,62	Allotment	Quotation	ESOS	Shares	Exercise	Total	Share
08/05/2020 13/05/2020 1,250,000 1,250,000 0.1220 152,500 130,750 14/05/2020 18/05/2020 1,500,000 1,500,000 0.1220 183,000 156,900 12/06/2020 15/06/2020 2,812,500 2,812,500 0.2200 618,750 588,375 15/06/2020 17/06/2020 1,032,500 1,032,500 0.1220 125,965 108,000 30/06.2020 02/07/2020 2,541,500 2,541,500 0.1220 310,063 265,841 Period ended 30/06/2020 9,136,500 9,136,500 1,390,278 1,249,866 15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	Date	Date	Exercised	Issued	Price	Proceeds	Capital
14/05/2020 18/05/2020 1,500,000 1,500,000 0.1220 183,000 156,900 12/06/2020 15/06/2020 2,812,500 2,812,500 0.2200 618,750 588,375 15/06/2020 17/06/2020 1,032,500 1,032,500 0.1220 125,965 108,000 30/06.2020 02/07/2020 2,541,500 2,541,500 0.1220 310,063 265,841 Period ended 30/06/2020 9,136,500 9,136,500 1,390,278 1,249,866 15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274			Units	Units	$\mathbf{R}\mathbf{M}$	\mathbf{RM}	RM
12/06/2020 15/06/2020 2,812,500 2,812,500 0.2200 618,750 588,375 15/06/2020 17/06/2020 1,032,500 1,032,500 0.1220 125,965 108,000 30/06.2020 02/07/2020 2,541,500 2,541,500 0.1220 310,063 265,841 Period ended 30/06/2020 9,136,500 9,136,500 1,390,278 1,249,866 15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	08/05/2020	13/05/2020	1,250,000	1,250,000	0.1220	152,500	130,750
15/06/2020 17/06/2020 1,032,500 1,032,500 0.1220 125,965 108,000 30/06.2020 02/07/2020 2,541,500 2,541,500 0.1220 310,063 265,841 Period ended 30/06/2020 9,136,500 9,136,500 1,390,278 1,249,866 15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	14/05/2020	18/05/2020	1,500,000	1,500,000	0.1220	183,000	156,900
30/06.2020 02/07/2020 2,541,500 2,541,500 0.1220 310,063 265,841 Period ended 30/06/2020 9,136,500 9,136,500 1,390,278 1,249,866 15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	12/06/2020	15/06/2020	2,812,500	2,812,500	0.2200	618,750	588,375
Period ended 30/06/2020 9,136,500 9,136,500 1,390,278 1,249,866 15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	15/06/2020	17/06/2020	1,032,500	1,032,500	0.1220	125,965	108,000
15/07/2020 17/07/2020 803,200 803,200 0.1220 97,990 84,015 17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	30/06.2020	02/07/2020	2,541,500	2,541,500	0.1220	310,063	265,841
17/07/2020 20/07/2020 163,750 163,750 0.2200 36,025 34,257 29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	Period ended	30/06/2020	9,136,500	9,136,500	_	1,390,278	1,249,866
29/07/2020 03/08/2020 1,180,400 1,180,400 0.1220 144,009 123,470 30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	15/07/2020	17/07/2020	803,200	803,200	0.1220	97,990	84,015
30/07/2020 04/08/2020 3,146,625 3,146,625 0.2200 692,258 658,274	17/07/2020	20/07/2020	163,750	163,750	0.2200	36,025	34,257
<u> </u>	29/07/2020	03/08/2020	1,180,400	1,180,400	0.1220	144,009	123,470
LPD* 14,430,475 14,430,475 2,360,560 2,149,882	30/07/2020	04/08/2020	3,146,625	3,146,625	0.2200	692,258	658,274
	LPD*		14,430,475	14,430,475	_	2,360,560	2,149,882

^{*} Latest practical date being 18 August 2020

[Notes to Quarterly Financial Report – continued]

PART A (continued)

7. Issuance and Repayment of Debt and Equity Securities (continued)

(b) Exercise of Warrants 2016/2021 ("Warrant D")

			No. of			Transfer of
			new			Warrant
	Listing and	No. of	Ordinary			Reserve to
Allotment	Quotation	Warrants	Shares	Exercise	Total	Share
Date	Date	Exercised	Issued	Price	Proceeds	Capital
		Units	Units	$\mathbf{R}\mathbf{M}$	RM	RM
12/08/2020	14/08/2020	4,000	4,000	0.3200	1,280	480

Latest practical date being 18 August 2020

8. Dividends Paid

No dividend was paid in the current quarter under review.

9. The Status of Corporate Proposals (continued)

(a) Diversifications

On 25 March 2020, the Board of Directors of Ho Wah Genting Berhad ("HWGB" or the "Company") through its advisor M&A Securities Sdn. Bhd. ("M&A Securities") had announced that the Company proposes to undertake a Proposed Diversification of the existing businesses of HWGB and its subsidiaries ("HWGB Group" or "the Group") to include healthcare related business ("Proposed Diversification")

On 30 June 2020, the Company announced that the Proposed Diversification has been duly approved by the shareholders at an Extraordinary General Meeting held on the same date.



[Notes to Quarterly Financial Report – continued]

PART A (continued)

9. The Status of Corporate Proposals (continued)

(b) Proposed Placement of Irredeemable Convertible Preference Shares ("ICPS"), Proposed Debt Settlements and Proposed Amendments

On 10 June 2020, the Company through its advisor, M&A Securities announced that it wishes to undertake the followings:

- (i) Proposed placement of up to 63,393,900 ICPS in the Company at an issue price of RM0.4969 per ICPS to Ho Wah Genting Holding Sdn Bhd ("HWGH") and other investors. ("Proposed Placement of ICPS");
- (ii) Proposed settlement of debt amounting to RM20.0 million owing to creditors of the Company namely HWGH and Prime King Investment Ltd via the issuance of 40,249,550 new ordinary shares in HWGB ("HWGB Shares or Shares") ("Settlement Shares") at the issue price of RM0.4969 per Settlement Share ("Proposed Debt Settlement") and
- (iii) Proposed amendments to the constitution of HWGB to facilitate the Proposed Placement of ICPS ("Proposed Amendments")

10. Segmental Reporting

During the quarter under review, the Company diversified and ventured into a new segment, the Healthcare Division which consist of HWGB Biotech Sdn Bhd (formerly known as HWG Consortium Sdn Bhd), D'Viria Nano Tech Sdn Bhd (formerly known as Rex Oriental Sdn Bhd) and Astramern Sdn Bhd (formerly known as Astramune Sdn Bhd). All the above mentioned companies are wholly owned by HWGB.

Also, during the quarter under review, the Company reclassified its wholly owned subsidiary, Ho Wah Genting Trading Sdn Bhd which is under the Wires and Cables Division to Investment Division after the said subsidiary has temporarily ceased operations in 2019.

Analysis of the Group's segmental revenue, results, assets and liabilities for business segments for the financial period ended 30 June 2020 are as follows:



[Notes to Quarterly Financial Report – continued]

PART A (continued)

10. Segmental Reporting (continued)

	Investments RM'000	Moulded Power Supply Cords Sets RM'000	Healthcare RM'000	Travelling Services RM'000	Total RM'000	Elimination RM'000	Group RM'000
Current year's 6 months period ended 30 June 2020							
Segmental revenue by strategic/functional division units							
External revenue	44	100,918	6	474	101,442	-	101,442
Inter-segment revenue	12	-	-	2	14	(14)	-
	56	100,918	6	476	101,456	(14)	101,442
Segmental revenue by regions							
Malaysia	56	-	6	476	538	(14)	524
The rest of Asia	-	17,603	-	-	17,603	-	17,603
North America	_	83,315	-	-	83,315	-	83,315
	56	100,918	6	476	101,456	(14)	101,442
Results							
Operating profit/(loss)	(3,061)	4,500	(327)	(125)	987	(41)	946
Profit/(Loss) before interest and tax	(3,061)	4,500	(327)	(125)	987	(41)	946
Profit/(Loss) before tax	(3,169)	3,917	(327)	(125)	296	(41)	255
Profit/(Loss) after tax	(3,169)	2,960	(327)	(125)	(661)	(41)	(702)
Non-controlling interest	1	-	-	1	2	-	2
Profit/(Loss) attributable to owners of the Company	(3,168)	2,960	(327)	(124)	(659)	(41)	(700)
Assets and liabilities as at 30 June 2020							
Segment Assets - Consolidated total assets	121,409	96,032	4,746	1,394	223,581	(92,496)	131,085
Segment liabilities - Consolidated total liabilities	36,992	73,209	5,437	336	115,974	(24,001)	91,973
Segmental non-current assets by regions as at 30 June 2020							
Malaysia	80,642	-	13	42	80,697	(70,097)	10,600
The rest of Asia	-	22,838	-	-	22,838	1,321	24,159
North America	80,642	22,838	13	42	103,535	(68,775)	34,759
	00,042	44,038	13	42	103,333	(00,773)	34,739



Ho Wah Genting Berhad (Company No: 272923-H) [Notes to Quarterly Financial Report – continued]

PART A (continued)

10. Segmental Reporting (continued)

	Investments	Moulded Power Supply Cord Sets	Travelling Services	Total	Elimination	Group
D P 10 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Preceding year's 6 months period ended 30 June 2019						
Segmental revenue by strategic/functional division units	110	06.005	2 265	00.270		00.270
External revenue	110	96,895	2,365	99,370	(27)	99,370
Inter-segment revenue	12	- 06.005	25	37	(37)	
	122	96,895	2,390	99,407	(37)	99,370
Segmental revenue by regions	122		2 200	2.512	(27)	2.475
Malaysia	122	-	2,390	2,512	(37)	2,475
The rest of Asia	=	17,787	-	17,787	-	17,787
North America	122	79,108	2 200	79,108	- (27)	79,108
	122	96,895	2,390	99,407	(37)	99,370
Results	(2,000)	7 .022	()	4.4.5	(4.4)	1 100
Profit/(Loss) from operations	(3,800)	5,022	(55)	1,167	(44)	1,123
Profit/(Loss) before interest and tax	(3,800)	5,022	(55)	1,167	(44)	1,123
Profit/(Loss) before tax	(4,190)	4,412	(50)	172	(44)	128
Profit/(Loss) after tax	(4,190)	3,100	(50)	(1,140)	(44)	(1,184)
Non-controlling interest	- (4.100)	2 100		(1.140)	- (44)	•
Profit/(Loss) attributable to owners of the Company	(4,190)	3,100	(50)	(1,140)	(44)	(1,184)
Assets and liabilities as at 31 December 2019						
Segmental assets - Consolidated total assets	119,464	81,485	1,789	202,738	(107,493)	95,245
Segmental liabilities - Consolidated total liabilities	37,988	62,526	606	101,120	(39,164)	61,956
Segmental non-current assets by regions as at 31 December 2019						
Malaysia	80,526	_	47	80,573	(69,976)	10,597
The rest of Asia	50,320	22,062	4 /	22,062	1,368	23,430
North America	- -	22,002	_	22,002	1,500	23,730
	80,526	22,062	47	102,635	(68,608)	34,027
		,		,	(/ / - /	

^{*} Represents RM258



Ho Wah Genting Berhad (Company No: 272923-H) [Notes to Quarterly Financial Report – continued]

PART A (continued)

10. Segmental Reporting (continued)

	As previously stated		Reclassification A	Adjustments	As restated	
		Wires and		Wires and		Wires and
	Investments RM'000	Cables RM'000	Investments RM'000	Cables RM'000	Investments RM'000	Cables RM'000
Preceding year's 6 months period ended 30 June 2019						
Segmental revenue by strategic/functional division units						
External revenue	110	-	-	_	110	_
Inter-segment revenue	12	-	-	-	12	-
•	122		-	-	122	
Segmental revenue by regions						
Malaysia	122	-	-	-	122	_
The rest of Asia	-	-	-	_	-	_
North America	-	-	-	-	-	-
	122		-	-	122	
Results						
Profit/(Loss) from operations	(3,780)	(20)	(20)	20	(3,800)	-
Profit/(Loss) before interest and tax	(3,780)	(20)	(20)	20	(3,800)	-
Profit/(Loss) before tax	(4,075)	(115)	(115)	115	(4,190)	-
Profit/(Loss) after tax	(4,075)	(115)	(115)	115	(4,190)	-
Non-controlling interest	-	-	-	-	-	-
Profit/(Loss) attributable to owners of the Company	(4,075)	(115)	(115)	115	(4,190)	
Assets and liabilities as at 31 December 2019						
Segmental assets - Consolidated total assets	97,874	21,590	21,590	(21,590)	119,464	-
Segmental liabilities - Consolidated total liabilities	27,144	10,844	10,844	(10,844)	37,988	-
Segmental non-current assets by regions as at 31 December 2019						
Malaysia	80,507	19	19	(19)	80,526	_
The rest of Asia	-	-	-	(1))	-	_
North America	_	_	_	_	_	_
	80,507	19	19	(19)	80,526	-
					·	



[Notes to Quarterly Financial Report – continued]

PART A (continued)

11. Valuations of Property, Plant and Equipment

The valuations of property, plant and equipment of the Group have been brought forward without amendment from the previous year audited financial statements.

12. Material Events Subsequent to the End of the Interim Period

There were no material events subsequent to the end of the interim period.

13. Changes in the Composition of the Group

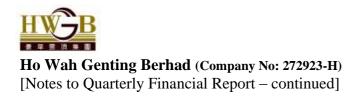
- (a) On 17 February 2020, the Company incorporated a subsidiary, 3H Healthtech AI Sdn Bhd with an issued and paid up capital of RM100. The Company holds 60% equity interest and LIU Marketing Sdn Bhd holds the balance 40%.
- (b) On 13 March 2020, the Company incorporated a wholly owned subsidiary, Astramern Sdn Bhd (formerly known as Astramune Sdn Bhd) with an issued and paid up capital of RM100.

14. Contingent Liabilities and Contingent Assets

The Company and the Group have no material contingent liabilities and contingent assets at the end of the current quarter under review.

15. Capital Commitments

There were no material capital commitments for the Company and the Group at the end of the current quarter under review.



PART B ADDITIONAL INFORMATION REQUIRED BY BMSB'S LISTING REQUIREMENTS

1. Group's Financial Performance Review And Segmental Analysis

Summary of Statement of Comprehensive Income of the Group

	Individ (Secor									
	Current Year Quarter 30/06/2020	Year Corresponding Quarter Quarter		Corresponding Quarter Change 30/06/2019		Currei nges Year todat 30/06/2020		Preceding Year Corresponding Period 30/06/2019	Cha	nges
	RM'000	RM'000	RM'000	%	RM'000	RM'000	RM'000	%		
Revenue	53,267	62,027	(8,810)	-14.2	101,442	99,370	2,072	2.1		
Profit/(Loss) from operations	(1,329)	1,409	(2,738)	-194.3	946	1,123	(177)	-15.8		
Profit/(Loss) before interest and taxation	(1,329)	1,409	(2,738)	-194.3	946	1,123	(177)	-15.8		
Profit/(Loss) before taxation	(1,699)	884	(2,583)	-292.2	255	128	127	99.2		
Loss after taxation	(1,870)	(174)	(1,696)	-974.7	(702)	(1,184)	482	40.7		
Loss attributable to owners of the Company	(1,869)	(174)	(1,695)	-974.1	(700)	(1,184)	484	40.9		



[Notes to Quarterly Financial Report – continued]

PART B – Additional Information Required By BMSB's Listing Requirements (continued)

1. Group's Financial Performance Review And Segmental Analysis (continued)

A. Overall Review of Group's Financial Performance

The higher revenue of RM101.44 million (2019: RM99.37 million) recorded for the financial period ended 30 June 2020 was mainly due to higher sales of USD23.73 million as compared to USD23.49 million from the Moulded Power Supply Cord Sets Division in Indonesia due to higher demand from existing customers. The weakening of RM against the USD also increased the Group's revenue which is denominated in RM. The average exchange rate used for the financial period ended 30 June 2020 was RM4.2521/USD (2019: RM4.1335/USD).

The higher profit before taxation of RM0.26 million for the financial period ended 30 June 2020 as compared to RM0.13 million for the financial period ended 30 June 2019 were due the followings:

- (i) Lower loss before taxation of RM3.17 million (2019: RM4.19 million) from the Investment Division.
- (ii) Lower profit before taxation of RM3.92 million (2019: RM4.41 million) from the Moulded Power Supply Cord Sets Division.
- (iii) Higher loss before taxation of RM0.13 million (2019: RM0.05 million) from the Travelling Services Division; and
- (iv) The loss before taxation of RM0.33 million (2019: RMnil) incurred by the newly ventured Healthcare Division.

B. Summary of Statement of Financial Positions of the Group

	Unaudited 30/06/2020	Audited 31/12/2019	Chang	es
	RM'000	RM'000	RM'000	%
Non-current assets	34,759	34,027	732	2.2
Current assets	96,326	61,218	35,108	57.3
Current liabilities	(78,974)	(49,510)	29,464	59.5
Non-current liabilities	(12,999)	(12,446)	553	4.4
Equity attributable to owner of the Company	(39,108)	(33,283)	5,825	17.5
Non-controlling interest	(4)	(6)	(2)	-33.3
Total equity	(39,112)	(33,289)	5,823	17.5
Figures in bracket denotes credit balances				

The increase of RM0.73 million or 2.2% in non-current assets were due to the followings:

- (i) Purchase of plant and equipment of RM1.52 million;
- (iii) RM1.02 million increase in carrying amount on consolidation of a foreign subsidiary due to weakening of RM against USD; and
- (iii) Depreciation charged on property, plant and equipment and right of use assets of RM1.81 million.



[Notes to Quarterly Financial Report – continued]

PART B – Additional Information Required By BMSB's Listing Requirements (continued)

2. Group's Financial Performance Review And Segmental Analysis (continued)

B. Summary of Statement of Financial Positions of the Group (continued)

The increase of RM35.11 million or 57.3% in current assets were mainly due to the followings:

- (i) Increase in inventories of RM16.52 million to cater for the third quarter sales of year 2020 for the Moulded Power Supply Cord Sets Division and the purchase of inventories for the Healthcare Division of RM0.53 million;
- (ii) Increase in trade receivables of RM3.29 million from the higher sales in the current quarter;
- (iii) Increase in other receivables of RM7.09 million due to advanced payments made for the purchase of raw materials and healthcare merchandise; and
- (iv) Increase in cash and bank balances of RM7.68 million mainly the proceeds from the issuance of new ordinary shares from private placement and exercise of ESOS.

The increase of RM29.46 million or 59.5% in current liabilities were mainly due to the followings:

- (i) Increase in trade payables of RM4.68 million for the purchase of inventories by the Moulded Power Supply Cord Sets Division;
- (ii) Increase in other payables of RM6.41 million from advances received;
- (ii) Net increase in short term borrowings of RM8.18 million to purchase raw materials; and
- (iv) Advances from HWGH of RM10.0 million for working capital purpose.

The increase in non-current liabilities of RM0.55 million or 4.4% were mainly due to the followings:

- (i) Increase in retirement benefits obligation of RM0.46 million for a foreign subsidiary.
- (ii) Net increase in lease liabilities of RM0.33 million from the purchase of a new leased plant and equipment.

However, the increase was reduced by the repayment of long term borrowings of RM0.24 million.

The increase in "equity attributable to owner of the Company" of RM5.83 million or 17.5% were due to the followings:

- (i) RM4.23 million from the issuance of 45,973,800 new ordinary shares of the Company pursuant to Private Placement of new ordinary shares at an issue price of RM0.0920 per placement share;
- (ii) RM1.39 million from the issuance of 9,136,500 new ordinary shares of the Company pursuant to exercise of ESOS as stated in Note 7 (b) above; and
- (iii) The total comprehensive income for the period attributable to the owners of the Company of RM0.21 million.

The decrease in non-controlling interest ("NCI") from RM6,000 to RM4,000 was due to the NCI share of losses in subsidiaries not wholly owned by the Company.



[Notes to Quarterly Financial Report – continued]

PART B – Additional Information Required By BMSB's Listing Requirements (continued)

1. Group's Financial Performance Review And Segmental Analysis (continued)

B. Summary of Statement of Financial Positions of the Group (continued)

The increase in "total equity" of RM5.82 million or 17.5% were due to similar reasons stated in the increased in equity attributable to owner of the Company and the decrease in non-controlling interest above.

C. Summary of Statement of Cash Flows of the Group

	Unaudited	Unaudited		
	30/06/2020	30/06/2019	Cha	nges
	RM'000	RM'000	RM'000	%
Net cash used in operating activities	(4,372)	(217)	(4,155)	>1,000.0
Net cash used in investing activities	(1,115)	(3,720)	2,605	70.0
Net cash from financing activities	12,846	3,045	9,801	321.9
Exchange differences	323	2	321	>1,000.0
Net increase in cash and cash equivalent	16,241	4,111	12,130	295.1

The "net cash used in operating activities" for the financial period ended 30 June 2020 was RM4.37 million as compared to RM0.22 million for the financial period ended 30 June 2019.

The "net cash used in operating activities" were due to the followings:

- (i) Net cash from "operating profit before working capital changes" of RM1.74 million after deducting the net interest paid RM0.69 million;
- (ii) Increase in inventories of RM15.07 million to cater for the third quarter of year 2020 sales for the Moulded Power Supply Cord Sets Division and RM0.53 million inventories for the Healthcare Division;
- (iii) Increase in trade and other receivables of RM9.62 million from the higher sales in the current quarter and advance payment to purchase merchandise; and
- (iv) Payment of income tax of RM0.63 million.

However, the "net cash used in operating activities" was reduced by the increase in trade and other payables of RM19.77 million for the purchase of inventories and advances received.

The "net cash used in investing activities" of RM1.52 million was for the purchase of plant and equipment.

The "net cash from financing activities" of RM12.85 million for the financial period ended 30 June 2020 were mainly from the net drawdown of trade financing facilities of RM7.52 million, proceeds from issuance of new ordinary shares of RM5.62 million to finance the working capital and deducting the repayment of term loans of RM0.22 million and lease liabilities of RM0.07 million.



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

1. Group's Financial Performance Review And Segmental Analysis (continued)

D. Segmental Analysis

I. Moulded Power Supply Cord Sets Division

	Cumulative Quarters						
Summary of revenue by regions	30/06/2020	30/06/2019	Change	es			
	USD'000	USD'000	USD'000	%			
Sales to external parties							
North America	19,594	19,177	417	2.2			
The rest of Asia	4,140	4,312	(172)	-4.0			
	23,734	23,489	245	1.0			

Note: "The rest of Asia" refers to Indonesia, Singapore, Thailand, Vietnam and Taiwan.

The sales to North America increased by USD0.42 million or 2.2% compared to the financial period ended 30 June 2019. The increase was mainly due to higher demand from the existing buyers.

The sales to "the rest of Asia" was USD4.14 million, a decrease of USD0.17 million or 4.0% compared to the preceding year's corresponding period. This was due to lower purchase orders from existing customers.

Summary of results		Cumulative Quarter						
	30/06/2020	020 30/06/2019 Chan		ges				
	USD'000	USD'000	USD'000	%				
Revenue	23,734	23,489	245	1.0				
Operating profit	1,058	1,217	(159)	-13.1				
Profit before interest and taxation	1,058	1,217	(159)	-13.1				
Profit before taxation	921	1,069	(148)	-13.8				
Profit after taxation	696	751	(55)	-7.3				
Profit attributable to owner of the Company	696	751	(55)	-7.3				

The lower profit before taxation of USD0.92 million (2019: USD1.07 million) for the financial period ended 30 June 2020 were due to higher operating costs.

II. Healthcare Division

Revenue for this newly set-up division stood at RM6,000 for the current quarter under review.

The Healthcare Division incurred a loss before taxation of RM0.33 million (2019: RMnil). The losses incurred were mainly due to low revenue and initial operating expenses incurred to set up the division onto full operation scale.



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

1. Group's Financial Performance Review And Segmental Analysis (continued)

D. Segmental Analysis (continued)

III. Travel Services Division

Summary of revenue by products		Cumulative Quarter					
	30/06/2020	30/06/2019	anges				
	RM'000	RM'000	RM'000	%			
Sales to external parties							
Tour packages	332	1,199	(867)	-72.3			
Cruise tour	6	171	(165)	-96.5			
Hotel booking	43	115	(72)	-62.6			
Air tickets	85	850	(765)	-90.0			
Other tour related services	8	30	(22)	-73.3			
	474	2,365	(1,891)	-80.0			
Sales within HWGB Group							
Air tickets	2	25	(23)	-92.0			
	476	2,390	(1,914)	-80.0			

The Travel Services Division recorded a lower revenue of RM0.48 million (2019: RM2.39 million) for the financial period ended 30 June 2020 due to cancellation of bookings caused by the outbreak of the COVID-19 contagious disease.

The Travel Services Division recorded a loss before taxation of RM0.13 million (2019: RM0.05 million). The higher loss before taxation in the current financial period was due to lower revenue recorded.

IV. Investment Division

Investment Division consists of the Company, investment holding subsidiaries and inactive subsidiaries.

At Company level, the Company recorded a lower loss before taxation of RM3.92 million (2019: RM4.06 million). The lower loss before taxation in the current financial period was due to lower finance costs of RM0.09 million (2019: RM0.34 million) incurred.

In the opinion of the Directors, other than those disclosed above, the results for the financial period ended 30 June 2020 have not been affected by any transactions or events of a material or unusual nature which have arisen from 30 June 2020 to the date of issue of this quarterly report.



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

2. Comparison of Current Year's Quarter Against Preceding Year's Corresponding Quarter's Result (Individual 2nd Quarter 2020 vs Individual 2nd Quarter 2019)

The Group recorded a lower revenue of RM53.27 million (2Q 2019: RM62.03 million). The higher revenue of USD14.70 million (2Q 2020: USD12.32 million) recorded in the preceding year's corresponding period were due to the rescheduling of certain shipment from 1Q to 2Q of 2019 for the Moulded Power Supply Cord Sets Division.

The Group incurred a loss before taxation of RM1.70 million as compared to a profit before taxation of RM0.88 million in 2Q 2019. The loss before taxation incurred were due to the followings:

- (i) Lower profit before taxation of RM1.01 million (2Q 2019: RM2.86 million) earned from lower revenue of the Moulded Power Supply Cords Sets Division; and
- (ii) Initial expenses of RM0.33 million (2Q 2019: RMnil) incurred to set up the Healthcare Division.

3. Comparison of Current Quarter Against Preceding Quarter's Results (Individual 2nd Quarter 2020 vs Individual 1st Quarter 2020)

The Group's revenue for the current quarter increased by RM5.09 million or 10.6% compared to its immediate preceding quarter. The higher revenue in the current quarter was due to higher demand from existing customers.

The Group incurred a loss before taxation of RM1.70 million in the current quarter as compared to a profit before taxation of RM1.95 million in the immediate preceding quarter. The loss before taxation recorded in the current quarter were due to the followings:

- (i) Lower net foreign currency exchange gain of RM0.90 million (1Q 2020: RM2.19 million);
- (ii) Lower profit before taxation of RM1.01 million (1Q 2020: RM2.91 million) earned from the Moulded Power Supply Cord Sets Division; and
- (iii) Initial expenses of RM0.33 million (1Q 2020: RMnil) incurred to set up the Healthcare Division.



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

4. Commentary on Prospects

The Board is of the opinion that business operations in Moulded Power Supply Cord Sets Division remain challenging in view of the intense competition in the US market, rising inflationary cost in Indonesia, especially the compulsory annual increment of wages and salaries, high volatility of copper price and high working capital requirement.

To counter these unfavourable conditions, the Moulded Power Supply Cord Sets Division will continue to focus on lean manufacturing process for better operational productivity, improve efficiencies, and better product quality in order to be more competitive and attract more customers.

The outbreak of COVID-19 contagious disease has caused global concern in increasing economic hardship for consumers and businesses, create uncertainties in the market and dampen the global economic outlook.

The outbreak of COVID-19 contagious disease had also put the Group's 49% associate Dufry HWG Shopping Sdn Bhd, which operate a sole travel retail outlet in Sky Avenue Mall, Genting Highlands and also the Group's Travel Services Division in a challenging year as most of the travelers and tourists are reluctant to travel or being barred from travelling during this period.

The Group is expecting a challenging operating and financial performance for the financial year ending 31 December 2020.

The Group had on 30 June 2020 obtained shareholders approval to diversify into healthcare related business. The Board is hopeful that this new venture will provide additional revenue and income in near future.

Meanwhile, the Board will continue to explore viable, synergistic and profitable business ventures to improve the Group's performance.

5. Profit Forecast or Profit Guarantee

The Group did not issue any profit forecast or profit guarantee for the financial period ended 30 June 2020.



[Notes to Quarterly Financial Report – continued]

PART B – Additional Information Required By BMSB's Listing Requirements (continued)

6. Profit/(Loss) from operations

Profit/(Loss) from operations is derived at:

· · · · · ·	Individual Quarter		Cumulative Quarter	
	30/06/2020 RM'000	30/06/2019 RM'000	30/06/2020 RM'000	30/06/2019 RM'000
After charging:				
Retirement benefit obligations	143	125	280	248
Bad debts written off	-	-	-	34
Depreciation - Property, plant and equipment	889	865	1,748	1,704
Depreciation – Right of use assets	35	6	59	6
Expenses related to short term leases	6	6	12	12
Loss on foreign exchange				
- Realised	2	(61)	2	174
- Unrealised	163	(122)	222	170
And crediting:				
Allowance for expected credit loss no longer				
required – Trade receivables	1	1	3	3
Gain on disposal of plant and equipment	-	_	-	9
Rental income from premises	113	146	229	291
Gain on foreign exchange				
- Realised	(81)	-	306	-
- Unrealised	(1040)	225	819	12

7. Finance income

	Individual Quarter		Cumulative Quarter		
	30/06/2020 30/06/2019		30/06/2020	30/06/2019	
	RM'000	RM'000	RM'000	RM'000	
Interest income from fixed deposit	-	7	-	12	
Interest income from bank accounts	19	2	27	7	
Interest income from loan to an associate	<u> </u>	-	-	34	
	19	9	27	53	

8. Finance costs

Individual Quarter			Cumulative Quarter		
30/06/2020 30/06/2019		30/06/2020	30/06/2019		
RM'000	RM'000	RM'000	RM'000		
10	6	15	13		
-	2	2	2		
-	124	-	247		
36	157	116	361		
343	245	585	425		
389	534	718	1,048		
	30/06/2020 RM'000 10 - - 36 343	30/06/2020 30/06/2019 RM'000 RM'000 10 6 - 2 - 124 36 157 343 245	30/06/2020 30/06/2019 30/06/2020 RM'000 RM'000 RM'000 10 6 15 - 2 2 - 124 - 36 157 116 343 245 585		



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

9. Income tax expense

Taxation for current quarter and financial year to date under review comprises the following:

		Individua 30/06/2020 RM'000	d Quarter 30/06/2019 RM'000	Cumulativ 30/06/2020 RM'000	ve Quarter 30/06/2019 RM'000
a.	Expected income tax payable				
i.	Current income tax expense				
	- Malaysia	-	-	-	-
	- Overseas	(171)	(1,058)	(957)	(1,312)
		(171)	(1,058)	(957)	(1,312)
ii.	Over/(Under) provision in prior year - Malaysia	-	-	_	-
	- Overseas	_	_	_	_
		-	-	-	-
b.	Deferred tax				
	Current year				
	- Malaysia	-	-	-	-
	- Overseas		-	=	-
			-	-	
	Over/(Under) provision in prior year				
	- Malaysia	-	-	-	-
	- Overseas		-	-	
			_		
	Total	(171)	(1,058)	(957)	(1,312)

10. Purchase or Disposal of Quoted Securities/Other Financial Assets

There was no purchase or disposal of quoted securities and/or other financial assets during the financial period ended 30 June 2020.

11. Investment in an associate

There was no purchase or disposal of equity stakes in an associate during the current quarter.

The investment in associate as at 30 June 2020 is as follows:

	Unaudited	Unaudited
	30/06/2020	30/06/2019
	RM'000	RM'000
Unquoted shares at cost	980	980
Share of post acquisition loss	(980)	(980)
	<u> </u>	

The Group's share of post acquisition loss was capped at RM0.98 million, being the equivalent cost of investment in the associate.



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

11. Investment in an associate (continued)

The summarised financial information of the Company's associate is as follows:

(a) Summarised statement of comprehensive income

	Unaudited	Unaudited
	30/06/2020	30/06/2019
	RM'000	RM'000
Revenue	3,069	11,343
Loss before tax	(3,045)	(1,593)
Net loss/Total comprehensive loss	(3,045)	(1,593)

(b) Summarised statement of financial position

	Unaudited 30/06/2020 RM'000	Audited 31/12/2019 RM'000
Assets		
Non-current assets	6,787	14,885
Current assets	7,519	9,937
Total assets	14,306	24,822
Liabilities		
Non-current liabilities	8,327	6,722
Current liabilities	13,893	22,969
Total liabilities	22,220	29,691
Net liabilities	(7,914)	(4,869)

12. Group Borrowings and Debt Securities

	As at second quarter ended 30 June 2020					
	Long term Denomination		Short term Denomination		Total borrowing Denomination	
	USD'000	RM'000	USD'000	RM'000	USD'000	RM'000
Secured borrowings						
Term Loan 1	-	3,443	-	189	-	3,632
Term Loan 2	-	1,355	-	149	-	1,504
Trade financing*	-	-	4,896	20,966	4,896	20,966
	-	4,798	4,896	21,304	4,896	26,102
Lease liabilities						
Hire purchase liabilities	-	706	-	103	-	809
Other lease liabilities	-	27	-	13	-	40
	-	733	-	116	-	849
		5,531	4,896	21,420	4,896	26,951

^{*} USD1.0000 is equivalent to RM4.2825



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

12. Group Borrowings and Debt Securities (continued)

	As at fourth quarter ended 31 December 2019						
	Long t	erm	Short	Short term		Total borrowing	
	Denomi	nation	Denomi	ination	Denomination		
	USD'000	RM'000	USD'000	RM'000	USD'000	RM'000	
Secured borrowings							
Term Loan 1	-	3,600	-	189	-	3,789	
Term Loan 2	-	1,436	-	132	_	1,568	
Trade financing*	-	-	3,128	12,804	3,128	12,804	
	-	5,036	3,128	13,125	3,128	18,161	
Lease liabilities							
Hire purchase liabilities	-	378	-	92	-	470	
Other lease liabilities	-	25	-	21	_	46	
		403		113		516	
		5,439	3,128	13,238	3,128	18,677	

^{*} USD1.0000 is equivalent to RM4.0930

13. Off Balance Sheet Financial Instruments

The Group did not have any financial instruments with off balance sheet risk as at 18 August 2020, being the latest practicable date.

14. Financial Risk Management

The Group's financial risk management objectives and policies are consistent with those disclosed in the financial statements for the year ended 31 December 2019.

15. Material Litigation

There is no material litigation for the Group as at 18 August 2020, being the latest practicable date.

16. General offer received

The Board of Directors ("the Board") of the Company had announced that the Company has on 27 April 2020 received a notice of conditional voluntary take-over offer ("Notice") ("Offer") from Ho Wah Genting Holding Sdn Bhd ("HWGH" or "the Offeror") as well as Dato' Lim Ooi Hong, Lim Wee Kiat and Datuk Teo Tiew, being the Ultimate Offerors for the Offer, through M&A Securities, notifying the Board, the intention of the Offeror to make an offer to acquire the followings:



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

16. General offer received

- (i) all the remaining ordinary shares in HWGB ("HWGB Share") not already owned by the Offeror and Ultimate Offerors and such number of new HWGB Shares that may be issued and allotted prior to the closing date of the Offer arising from the exercise of the outstanding Warrant-D 2016/2021 issued by HWGB ("Warrants") and/or exercise of existing outstanding employees share option in HWGB ("ESOS Option") and new ESOS Options which may be further granted pursuant to the employees share option scheme of HWGB, collectively ("Offer Shares"); and
- (ii) all the remaining Warrants in HWGB not already owned by the Offeror and Ultimate Offerors ("Offer Warrants")

for a cash offer price of RM0.125 per Offer Share and RM0.01 per Offer Warrant respectively ("Offer"). The Offer Shares and the Offer Warrants are collectively referred to as "Offer Securities".

On 29 April 2020, in accordance with Paragraph 3.06 of Take-Overs, Mergers and Compulsory Acquisitions Rules ("Rules"), the Board announced the appointment of MainStreet Advisers Sdn Bhd ("Mainstreet Advisers") as Independent Adviser to advise the non-interested directors and shareholders of the Company, on the fairness and reasonableness of the Offer.

Datuk Teo Tiew (Group Executive Chairman), Dato' Lim Ooi Hong (Managing Director/Chief Executive Officer) and Lim Wee Kiat (Executive Director) who are deemed interested in the Offer have abstained and will continue to abstain from all deliberations and decisions of the Board in relation to the Offer.

The Board (save for Datuk Teo Tiew, Dato' Lim Ooi Hong and Lim Wee Kiat) also wishes to announce that it does not intend to seek another person to make an alternative take-over offer.

On 4 May 2020, in accordance with Paragraph 9.10(5)(b) of the Rules as well as the flexibilities with take-over requirements under Capital Markets and Services Act 2007 ("CMSA") as issued by the Securities Commission Malaysia on 23 April 2020, the Board had announced that a summary notification informing the holders of the Offer Securities on the receipt of Notice has been despatched to the holders of the Offer Securities on the same day.

On 5 May 2020, the Board had announced that the Company has on the same date received a notice (First Notice of Revised Offer) from the Offeror as well as the Ultimate Offerors, through M&A Securities, informing that the Offeror has revised the cash offer price for the Offer Shares from RM0.125 to RM0.140 per Offer Share whilst the cash offer price for Offer Warrants remained at RM0.01 per Offer Warrant.



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

16. General offer received (continued)

On 8 May 2020, the Board of HWGB received a notice (Second Notice of Revised Offer) from M&A Securities notifying on behalf of the Offeror, that the shareholding of the Offeror, Ultimate Offerors and persons acting in concert with them, namely Dato' Lim Hui Boon and Ho Wah Genting Group Sdn Bhd in HWGB had exceeded 33% of the total share capital of HWGB as at 8 May 2020 as a result of the recent acquisition of 97,195,400 HWGB Shares by the Offeror ("First Acquisition").

Pursuant thereto, the present conditional voluntary take-over offer had become a conditional mandatory take-over offer in accordance with Note 14 of Paragraph 4.01 of the Rules on Take-overs, Mergers and Compulsory Acquisitions.

On 12 May 2020, in accordance with Paragraph 9.10(5)(b) of the Rules as well as the flexibilities with take-over requirements under Capital Markets and Services Act 2007 ("CMSA") as issued by the Securities Commission Malaysia on 23 April 2020, the Board had announced that a summary notification informing the holders of the Offer Securities on the receipt of First Notice of Revised Offer and publication of the First Notice of Revised Offer on Bursa's Securities' website were despatched to the holders of the Offer Securities on the same day.

On 13 May 2020, the Board announced that the Company had on the same day received a notice (Third Notice of Revised Offer) from the Offeror as well as the Ultimate Offerors, through M&A Securities, informing that the Offeror has further revised the cash offer price for the Offer Shares from RM0.140 to RM0.205 per Offer Share whilst the cash offer price for Offer Warrants remained at RM0.01 per Offer Warrant.

On 14 May 2020, the Board announced that the Offeror had acquired a total of 4,891,300 HWGB Shares equivalent to approximately 0.96% of the total voting shares in the HWGB as at 14 May 2020 ("Second Acquisition").

The Second Acquisition resulted in the Offeror, Ultimate Offerors and Persons Acting In Concert collectively holding more than 50% of the total voting shares in HWGB.

Accordingly, the conditional mandatory take-over offer has become an unconditional mandatory take-over offer on the same date.

On 18 May 2020, the Company announced that the Offer Document dated 18 May 2020 ("Posting Date") together with the Form of Acceptance and Transfer were despatched to the holders of the Offer Securities on the same day.

On 28 May 2020, the Company issued the "Independent Advice Circular ("IAC")" prepared by Mainstreet Advisers to the holders in relation to the Unconditional Mandatory Take-over offer by HWGH or the Offerors through M&A Securities to acquire the followings:

(a) All the remaining ordinary shares in HWGB not already owned by the Offeror and the Ultimate Offerors comprising:



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

16. General offer received (continued)

- (i) All the remaining existing ordinary shares in HWGB ("Shares(s)" or "HWGB Shares(s)") not already owned by the Offeror and Ultimate Offerors;
- (ii) Such number of new HWGB shares that may be issued and allotted prior to the closing date arising from the exercise of those outstanding Warrant-D 2016/2021 ("Warrant(s) or HWGB Warrant(s)"), which entitles holders of the Warrant to exercise each Warrant into one (1) HWGB share at the exercise price of RM0.32; and
- (iii) Such number of new HWGB Shares that may be issued and allotted prior to the closing date arising from the exercise of existing outstanding Employees' Share Option in HWGB ("ESOS Option") and new ESOS Options that may be further granted pursuant to the Employees' Share Option Scheme of HWGB (collectively "Offer Shares").
- (b) All the remaining unexercised Warrants which are not already owned by the Offeror and the Ultimate Offerors ("Offer Warrants")

For a cash offer price of RM0.2050 per Offer Share and RM0.0100 per Offer Warrant respectively ("Offer")

On 09 June 2020, the Board of HWGB announced that the Company had on the same date, received a notice dated 09 June 2020 from M&A Securities on behalf of the Offeror, informing that the Offer has closed at 5.00 p.m. on 08 June 2020 ("Closing Date").

In accordance with Paragraph 13.01 of the Rules, the disclosure on the level of acceptances of the Offer in respect of HWGB Shares as at 5.00 p.m. on the Closing Date was as follows:

(a) Offer Shares

	No. of HWGB Shares	(i) % of HWGB Shares
HWGB Shares held by the Offeror, Ultimate Offerors and Persons Acting In Concert as at the Closing Date	255,408,400	50.23
Offer Shares for which acceptances of the Offer (which are complete and valid in all respects) have been received by the Offeror after the Posting Date and up to 5.00 pm (Malaysian time) on the Closing Date. (ii)	8,830	Less than 0.01
Offer Shares acquired or agreed to be acquired by the Offeror and Ultimate Offerors (other than by way of acceptances of the Offer) after the Posting Date and up to 5.00 p.m. on the Closing Date.	-	-
Total HWGB Shares held by the Offeror, Ultimate Offerors and Person Acting In Concert as at the Closing Date.	255,417,230	50.23



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

16. General offer received (continued)

(a) Offer Shares

Notes:

- (i) Computed based on 508,462,540 outstanding Shares of HWGB as at the Closing Date.
- (ii) Excluding the acceptances by Persons Acting In Concert.

(b) Offer Warrants

	No. of HWGB Warrants	(i) % of HWGB Warrants
Warrants held by the Offeror, Ultimate Offerors and Persons Acting In Concert as at the Posting Date	2,808,875	4.59
Offer Warrants for which acceptances of the Offer (which are complete and valid in all respects) have been received by the Offeror after the Posting Date and up to 5.00 p.m. on the Closing Date. (ii)	-	-
Offer Warrants acquired or agreed to be acquired by the Offeror and Ultimate Offerors (other than by way of acceptances of the Offer) after the Posting Date and up to 5.00 p.m. on the Closing Date.	-	-
Total HWGB Warrants held by the Offeror, Ultimate Offerors and Person Acting In Concert as at the Closing Date.	2,808,875	4.59

Notes:

- (iii) Computed based on 61,233,883 outstanding Warrants of HWGB as at the Closing Date.
- (iv) Excluding the acceptances by Persons Acting In Concert.

17. Status of utilisation of proceeds raised from the Private Placement of ordinary shares

The proposed and actual utilisation of RM4,229,590 proceeds raised from the Private Placement of 45,973,800 new ordinary shares at an issue price of RM0.0920 each, which was completed on 08 April 2020 are as follows:

Proposed utilisation of proceeds	Proposed utilisation RM'000	Actual utilisation as at 18/08/2020 RM'000	Balance RM'000	Estimated timeframe for utilisation from listing of Placement Shares
Working capital	4,230	(4,230)	-	Within 12 months



[Notes to Quarterly Financial Report – continued]

PART B - Additional Information Required By BMSB's Listing Requirements (continued)

18. Loss per share

Basic

_ ***	Individual Quarter		Cumulative Quarter	
	30/06/2020	30/06/2019	30/06/2020	30/06/2019
Loss attributable to shareholders of the Company (RM'000)	(1,869)	(174)	(700)	(1,184)
Weighted average number of ordinary shares ('000) – basic	482,627	343,442	482,627	343,442
Basic (sen)	(0.40)	(0.05)	(0.15)	(0.34)

Diluted

As at 30 June 2020 and 30 June 2019, the diluted loss per share was not presented in the financial statements as there is an anti-dilutive effect on the loss per share.

By Order of the Board Coral Hong Kim Heong (MAICSA 7019696) Company Secretary

Date: 27 August 2020