

BERTAM ALLIANCE BERHAD

Registration No. 199401019851(305530-A)
(Incorporated in Malaysia)

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER AND YEAR TO DATE ENDED 30 JUNE 2024**

**CONDENSED CONSOLIDATED STATEMENTS OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE QUARTER AND YEAR TO DATE ENDED 30 JUNE 2024**

	Unaudited QUARTER ENDED		Unaudited YEAR TO DATE ENDED	
	30.06.2024 RM'000	30.06.2023 RM'000	30.06.2024 RM'000	30.06.2023 RM'000
Revenue	4,689	6,064	14,226	10,362
Cost of sales	(3,615)	(5,171)	(12,561)	(8,126)
Gross profit	1,074	893	1,665	2,236
Other items of income	9	3,603	1,287	3,615
Administrative expenses	(795)	(861)	(1,905)	(1,683)
Finance costs	(29)	(33)	(45)	(62)
Profit before taxation	259	3,602	1,002	4,106
Income tax expenses	-	-	-	-
Profit for the financial year/Total comprehensive profit	259	3,602	1,002	4,106
Profit attributable to:				
Owners of the Company	260	3,602	1,004	4,106
Non-controlling interests	(1)	-	(2)	-
	259	3,602	1,002	4,106
Profit per share attributable to owners of the Company (Sen per share):				
Basic and diluted	0.08	1.71	0.31	1.95

The condensed consolidated statement of profit and loss and other comprehensive income for the quarter and financial period ended 30 June 2024 should be read in conjunction with the audited financial statements for the financial year ended 31 December 2023 and the accompanying explanatory notes attached to these interim financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2023

	(Unaudited) AS AT 30.6.2024	(Audited) AS AT 31.12.2023
	RM'000	RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	420	466
Land held for property development	147,944	147,951
	148,364	148,417
Current assets		
Trade and other receivables	22,391	12,570
Cash and bank balances	297	197
	22,688	12,767
TOTAL ASSETS	171,052	161,184
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the Company		
Share capital	216,180	210,598
Accumulated losses	(77,250)	(78,254)
	138,931	132,344
Non-controlling interests	(500)	(498)
TOTAL EQUITY	138,430	131,846
Current liabilities		
Trade and other payables	28,921	25,608
Tax payables	229	229
Loans and borrowings	3,472	3,501
	32,622	29,338
Total liabilities	32,622	29,338
TOTAL EQUITY AND LIABILITIES	171,052	161,184
Net assets per share attributable to ordinary equity holders of the Company (RM)	0.43	0.53

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2023 and the accompanying explanatory notes attached to these interim financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE QUARTER AND YEAR TO DATE ENDED 30 JUNE 2024

	Attributable to the owners of the Company			Total Equity RM'000
	Non-distributable Share Capital RM'000	Distributable Accumulated Losses RM'000	Non-controlling Interests RM'000	
At 1 January 2024	210,598	(78,254)	(498)	131,846
Proceeds from issuance of private placement	5,582	-	-	5,582
Total comprehensive income	-	1,004	(2)	1,002
At 30 June 2024	216,180	(77,250)	(500)	138,430
At 1 January 2023	210,598	(78,824)	(495)	131,279
Total comprehensive income	-	4,106	-	4,106
At 30 June 2023	210,598	(74,718)	(495)	135,385

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2023 and the accompanying explanatory notes attached to these interim financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW FOR THE QUARTER AND YEAR TO DATE ENDED
30 JUNE 2024**

	YEAR TO DATE ENDED	
	30.06.2024 RM'000	30.06.2023 RM'000
Cash flows from operating activities		
Net profit before tax	1,002	4,106
Adjustments for:		
Depreciation	49	62
Interest expense	45	61
Reversal of impairment loss on trade and other receivables	(1,271)	-
Operating (loss)/profit before changes in working capital	(174)	4,229
Changes in working capital		
Change in receivables	(8,551)	(2,907)
Change in payables	3,313	(1,626)
Net cash used in operations	(5,412)	(304)
Interest paid	(45)	(61)
Net cash used in operating activities	(5,457)	(365)
Cash flows from investing activities		
Acquisition of property, plant and equipment	(3)	(85)
Change in land held for property development	7	(160)
Net cash generated from/(used in) investing activities	4	(245)
Cash flows from financing activity		
Proceeds from issuance of shares	5,582	-
Net cash generated from financing activity	5,582	-
Net increase/(decrease) in cash and cash equivalents	129	(610)
Cash and cash equivalents at beginning of the year	(3,304)	(1,979)
Cash and cash equivalents at end of year	(3,175)	(2,589)
Cash and cash equivalents comprise the following:		
Cash and bank balances	297	567
Bank overdraft	(3,472)	(3,156)
	(3,175)	(2,589)

The above condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the financial year ended 31 December 2023 and the accompanying explanatory notes attached to these interim financial statements.

PART A: EXPLANATORY NOTES PURSUANT TO MFRS 134, INTERIM FINANCIAL REPORTING

A1. Basic of preparation

The Group has prepared its financial statements using the Malaysian Financial Reporting Standards ("MFRS") for the financial period ended 30 June 2024.

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

The interim financial statements should be read in conjunction with the Group's annual audited financial statements for the year ended 31 December 2023. The explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2023.

A2. Change 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 as disclosed in the audited financial statement for the year ended 31 December 2023 save for the adoption of the following:

Effective for financial periods beginning on or after 1 January 2024:

Amendments to MFRS 16 Leases - Lease Liability in a Sale and Leaseback
Amendments to MFRS 101 Presentation of Financial Statements - Non-current Liabilities with Covenants
Amendments to MFRS 107 Statement of Cash Flows and MFRS 7 Financial Instruments: Disclosure - Supplier Finance Arrangements

The adoption of the new standards and amendments to standards did not have any significant impact on the financial statements of the Group.

Certain new accounting standards and interpretation (including the consequential amendments, if any) have been issued but not yet effective for the current reporting periods and have not been early adopted by the Group as follows:

<u>MFRSs and/or IC Interpretations (including the Consequential Amendments)</u>	<u>Effective Date</u>
Amendments to MFRS 121 The Effects of Changes in Foreign Exchange Rates - Lack of Exchangeability	1 January 2025
MFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

These amendments and standards are not expected to have a material impact on the financial statements of the Group in the current or future reporting periods.

A3. Auditors' Report on preceding annual financial statements

The Group's audited financial statements for the financial year ended 31 December 2023 reported material uncertainty related to going concern. However, the auditors' report was not qualified.

A4. Items of unusual nature and amount

There were no unusual items that affect the assets, liabilities, equity, net income or cash flows during the financial period under review.

PART A: EXPLANATORY NOTES PURSUANT TO MFRS 134, INTERIM FINANCIAL REPORTING (CONT'D)

A5. Material changes in estimates

There were no material changes in estimates of amounts that have had a material effect in the results during the financial period under review.

A6. Issuance, cancellations, repurchase, resale and repayments of debts and equity securities

Listed below the number of ordinary shares issued pursuant to the issuance of private placement for the year to date ended 30 June 2024:

	No. of ordinary shares
Opening balance as at 1 January 2024	248,106,000
Private placement on 15 January 2024	74,431,000
Closing balance as at 30 June 2024	<u>322,537,000</u>

A7. Dividends paid

There were no dividends paid during the financial period under review.

A8. Segmental information

The Group's activities include property development, construction and provision of corporate management services to the companies within the Group which are carried out in Malaysia, are as follows:

	Property Development RM'000	Construction RM'000	Corporate and others RM'000	Total RM'000
Year to date ended 30.06.2024				
Revenue				
- External sales	-	14,226	-	14,226
Segment results	(83)	1,845	(666)	1,097
Depreciation	-	(43)	(6)	(49)
Finance costs	-	-	(45)	(45)
(Loss)/profit before tax	(83)	1,802	(717)	1,002
Tax expenses	-	-	-	-
(Loss)/profit after tax	(83)	1,802	(717)	1,002

	Property Development RM'000	Construction RM'000	Corporate and others RM'000	Total RM'000
Quarter ended 30.06.2024				
Revenue				
- External sales	-	4,689	-	4,689
Segment results	(36)	587	(237)	315
Depreciation	-	(21)	(3)	(24)
Finance costs	-	-	(30)	(30)
(Loss)/profit before tax	(36)	566	(271)	259
Tax expenses	-	-	-	-
(Loss)/profit after tax	(36)	566	(271)	259

PART A: EXPLANATORY NOTES PURSUANT TO MFRS 134, INTERIM FINANCIAL REPORTING (CONT'D)

A9. Land held for property development

	Land RM'000	Development cost RM'000	Total RM'000
Costs			
At 1 January 2024	177,946	18,850	196,796
Addition/Adjustment	-	(7)	(7)
At 30 June 2024	177,946	18,843	196,789
Accumulated Impairment losses			
At 1 January 2024	(35,193)	(13,652)	(48,845)
Charged for the period	-	-	-
At 30 June 2024	(35,193)	(13,652)	(48,845)
Carrying value			
At 30 June 2024	76,095	5,191	81,286
At fair value less cost to sell	66,658	-	66,658
At 30 June 2024	142,753	5,191	147,944

There was no fair value adjustment to the land held for property development, since the last annual audited financial statements.

A10. Changes in composition of the Group

There were no material changes in composition of the Group during the financial period under review.

A11. Commitments

There were no material capital commitments for capital expenditure, contracted for or known to be contracted by the Group which might have a material impact on the financial position of the Group for the period under review of the Group during the financial period under review.

A12. Contingent liabilities

There were no contingent liabilities for the Group as at 30 June 2024.

A13. Related party transactions

There aggregate value of material transactions of the related parties of the Group were as follows:

	Quarter ended		Year to date	
	30.06.2024 RM'000	30.06.2023 RM'000	30.06.2024 RM'000	30.06.2023 RM'000
Group				
Entities under common controls				
- Contract revenue	2,851	4,787	4,746	7,539
- Contract cost	(37)	(932)	(900)	(1,623)
With a director/persons connected to a director				
- Repayment of advances	-	-	(500)	-

PART B: EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD

B1. Review of performance

2nd Quarter 2024 vs 2nd Quarter 2023

	Quarter ended 30.06.2024 RM'000	Quarter ended 30.06.2023 RM'000	Changes	
			RM'000	%
Revenue				
- Construction	4,689	6,064	(1,375)	-23
(Loss)/profit before tax				
- Property development	(36)	(26)	(10)	-38
- Construction	566	240	326	136
- Corporate and others	(271)	3,388	(3,659)	-108
	<u>259</u>	<u>3,602</u>	<u>(3,343)</u>	<u>-93</u>
(Loss)/profit after tax				
- Property development	(36)	(26)	(10)	-38
- Construction	566	240	326	136
- Corporate and others	(271)	3,388	(3,659)	-108
	<u>259</u>	<u>3,602</u>	<u>(3,343)</u>	<u>-93</u>

Group

The revenue recorded in current year's quarter was RM4.69 million as compared to RM6.06 million in the preceding year's corresponding quarter.

Property development segment

There were no revenue recorded from property development for current year's quarter and previous year's corresponding quarter.

Construction segment

The revenue recorded for construction segment was RM4.69 million in current year's quarter compared to RM6.06 million in the preceding year's corresponding quarter.

For the current year's quarter ended 30 June 2024, this segment recorded a profit of RM0.57 million as compared to a profit RM0.24 million in the previous year's corresponding quarter.

Corporate and others

There were no revenues recorded for corporate segment for current year's quarter and previous year's corresponding quarter.

For the current quarter ended 30 June 2024, this segment recorded a loss of RM0.27 million as compared to profit of RM3.39 million in the previous year's corresponding quarter mainly due to a one-off reversal of income tax liabilities relating to GST amounting to RM3.59 million.

PART B: EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)

B2. Comparison with immediate preceding quarter's results

2nd Quarter 2024 vs 1st Quarter 2024

	Quarter ended 30.06.2024 RM'000	Quarter ended 31.03.2024 RM'000	Changes RM'000 %	
Revenue				
- Construction	4,689	9,537	(4,878)	-51
(Loss)/profit before tax				
- Property development	(36)	(47)	11	23
- Construction	566	1,236	(670)	-54
- Corporate and others	(271)	(446)	175	-39
	259	743	(484)	-65
(Loss)/profit after tax				
- Property development	(36)	(47)	11	23
- Construction	566	1,236	(670)	-54
- Corporate and others	(271)	(446)	175	-39
	259	743	(484)	-65

Group

The revenue for the current quarter was RM4.69 million as compared to RM9.54 million in the immediate preceding quarter. This decrease is primarily attributed from the Hotel Block Project, which generated additional RM6.7 million of revenue in the immediate preceding quarter.

The current quarter profit before tax was RM0.26 million as compared to a profit before tax of RM0.74 million in the immediate preceding quarter.

Property development segment

There were no revenue recorded for this segment.

Construction segment

The revenue for the current quarter was RM4.69 million as compared to RM9.54 million in the immediate preceding quarter. This decrease is primarily attributed from the Hotel Block Project, which generated additional RM6.7 million in revenue in the immediate preceding quarter.

For the current quarter, this segment recorded a profit of RM0.57 million as compared to profit of RM1.2 million in the immediate preceding quarter. The decrease of profit is mainly attributed to a reversal of impairment loss of trade and other receivable of RM1.27 million made in preceding quarter and a foreseeable loss from an ongoing project amounting to RM0.25 million.

Corporate and others

For the current quarter, this segment recorded a loss of RM0.27 million as compared to loss of RM0.45 million in the immediate preceding quarter.

PART B: EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)

B3. Current period prospect and outlook

The Board is of the opinion that the property market outlook is expected to remain challenging in the year ahead in view of the increase in interest rate and weakening of purchasing power by inflation. The Group continue to monitor the property market outlook in view of revitalising its property development segment whilst seeking appropriate joint venture partner with relevant experience and expertise in property development in Sabah and sufficient financial resources.

During the period, Group has been actively tendering and securing construction contracts to improve the Group's revenue and profitability. The Group has 5 ongoing construction projects, with 1 project completed during the quarter (year to date: 2 projects). The outstanding order book of the Group is approximately RM94.01 million as at 30 June 2024. The Group is currently focusing on securing more construction contracts as the construction revenue is expected to be the main income of the Group over the next 2 years.

The Group received proceeds of the shares issuance of 74,431,000 Subscription Shares amounting to RM5.5 million arising from the Proposed Regularisation Plan on 15 January 2024. The proceeds have been utilised to address the Group's immediate cashflow requirements in respect of existing construction works as well as its day-to-day working capital requirements.

B4. Achievement of revenue/profit estimates, forecasts and/or internal targets

Not applicable as the Company did not provide any revenue or profit estimate, forecast or projection, and did not publish any internal targets, in any public domain.

B5. Explanatory note for variance of actual profit from profit forecast and profit guarantee

The Group did not issue any profit forecast or profit guarantee for the period under review.

B6. Utilisation of Proceeds from Issuance of Private Placement

The Company received proceeds of the proposed shares issuance of 74,431,000 Subscription Shares to certain Subscribers, at a subscription price of RM0.075 per Subscription Share amounting to RM5,582,325 arising from the Proposed Regularisation Plan, on 15 January 2024.

The status of utilisation of the said proceeds as at 30 June 2024, is as follows:

No	Purpose	Proposed Regularisation Plan* (RM'000)	Proposed Usage (RM'000)	Actual Utilisation (RM'000)	Balance unutilised (RM'000)	Intended time frame for utilisation
1.	Funding for construction contracts	10,000	3,059	3,059	-	Within 18 months
2.	Working capital to fund the day to day operations and expenses of the Group	4,407	1,348	749	599	Within 18 months
3.	Estimated expenses relating to the Proposed Regularisation Plan	1,175	1,175	981	194	Immediate
		15,582	5,582	4,789	793	

**The description of use of proceeds is based on minimum scenario as per the approved regularisation plan depicted in Circular to Shareholders in relation to Proposed Regularisation Plan and Notice of Extraordinary General Meeting dated 4 December 2023.*

PART B: EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)

B7. Finance costs

	Quarter Ended 30.06.2024 RM'000	Quarter Ended 30.06.2023 RM'000	Year to date Ended 30.06.2024 RM'000	Year to date Ended 30.06.2023 RM'000
Interest expense				
- Bank overdraft	(30)	(32)	(45)	(61)

B8. Trade and other receivables

The trade and other receivables of the Group were as follows:

	30.06.2024 RM'000	31.12.2023 RM'000
Trade receivables – third parties, net of impairments	11,694	5,499
Other receivables		
-Sundry receivables, net of impairments	1,532	268
-Prepayment	-	48
-Refundable deposits	620	76
	2,152	392
Contract assets	8,545	6,679
Total trade and other receivables	22,391	12,570

B9. Borrowing

The Group's borrowing (denominated in Ringgit Malaysia) is as follows:

	Current RM'000	Non-Current RM'000	Total RM'000
Secured			
Overdraft	3,472	-	3,472
As at 30 June 2024	3,472	-	3,472

B10. Significant event

On 4 April 2018, the Company is classified as an affected listed issuer pursuant to Paragraph 8.04(2) and Paragraph 2.1 (c) of Practice Note 17 ("PN17") of the Listing Requirements.

The PN17 criteria was triggered by the Winding-Up Order dated 30 November 2017 made against Bertam Development Sdn. Bhd. ("BDSB"), a wholly-owned subsidiary company of the Company, which accounts for more than 50% of the total assets employed of the Group on a consolidated basis ("Winding-up Order"). Additionally, the Group's financial result for the financial year ended 31 December 2020 has further triggered Paragraph 8.03A(2)(b) of the Listing Requirements, whereby the Group has an insignificant business or operations due to its revenue for the financial year ended 31 December 2020 being less than 5% of its share capital.

PART B: EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)

B10. Significant event (cont'd)

The abovementioned Winding-up Order was terminated in June 2019 following the full settlement of the liabilities being claimed. Subsequently, the Company had further triggered the criteria prescribed under Paragraph 2.1(d) of PN17, whereby the auditors have expressed an adverse or disclaimer opinion in our Company's latest audited financial statements for the FYE 31 December 2019.

In compliance with paragraph 4.1 of PN17, the Company is required to submit the regularisation plan to the relevant authorities for which the Company is required to announce the details of the regularisation plan ("Requisite Announcement") and sufficient information to demonstrate that the company is able to comply with all the requirements set out in Paragraph 5.0 of PN17 after implementation of the regularisation plan, which shall include a timetable for the complete implementation of the regularisation plan. The Requisite Announcement must be made by the Company's Principal Adviser.

On 4 October 2021, the Company has submitted an application for a further extension of time up to 3 April 2022 to comply with Paragraph 8.04(3) of the Listing Requirements ("6th EOT Application"). Bursa Securities has vide its letter dated 1 December 2021 decided to grant the Company an extension of time of 6 months up to 3 April 2022 to submit the regularisation plan to the regulatory, subject to the Requisite Announcement being made by 31 December 2021.

The Company submitted the regularisation plan to Bursa Securities on 30 March 2022.

On 17 February 2023, an announcement was made that the Company proposes to undertake the Proposed Share Capital Reduction which will form part of the Proposed Regularisation Plan. A revised application for the Proposed Regularisation Plan was submitted to Bursa Securities on 21 February 2023.

On 2 November 2023, Mercury Securities had, on behalf of our Board, announced that Bursa Securities has, vide its letter dated 1 November 2023, approved the Proposed Regularisation Plan.

The Proposed Regularisation Plan and approval announced by Bursa Securities are elaborated in B11 *Status of corporate proposal*.

B11. Status of corporate proposal

The following is the status of corporate proposals that have been announced by the Company but has not been completed as at 13 May 2024, being the latest practicable date, which is not earlier than 7 days from the date of issuance of this interim financial statement.

On behalf of the Board of Directors of Bertam, Mercury Securities Sdn Bhd had on 27 December 2021 announced that the Company:

- (i) had entered into conditional subscription agreements with Richard Ling Do Nyeau and Law Ngia Meng respectively (collectively referred to as "Subscribers") for the proposed issuance of 74,431,000 new ordinary shares in Bertam ("Bertam Shares") to the Subscribers ("Proposed Shares Issuance"); and
- (ii) proposes to undertake the Proposed Regularisation Plan which is comprised of the following to regularise its financial condition in accordance with Paragraph 8.04(3) of the Listing Requirements:
 - (a) the Proposed Shares Issuance: and
 - (b) proposed renounceable rights issue of up to 161,268,748 new Bertam Shares ("Rights Shares") on the basis of 1 Rights Share for every 2 existing Bertam Shares held, together with up to 161,268,748 free detachable warrants in Bertam ("Warrants") on the basis of 1 Warrant for every 1 Rights Share subscribed for on an entitlement date to be determined and announced later ("Proposed Rights Issue of Shares with Warrants").

The Company submitted the above proposal to Bursa on 30 March 2022.

PART B: EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)

B11. Status of corporate proposal (cont'd)

On 17 February 2023 on behalf of the Board of Directors of Bertam, Mercury Securities Sdn Bhd had announced that the Company proposes to undertake the Proposed Share Capital Reduction which entails the reduction of RM90.00 million of the Company's issued share capital pursuant to Section 116 of the Companies Act 2016. The Proposed Share Capital Reduction will form part of the Proposed Regularisation Plan. Subsequently on 22 February 2023, Mercury Securities had, on behalf of our Board announced that the revised application has been submitted to Bursa Securities on 21 February 2023.

On 2 November 2023, Mercury Securities had, on behalf of our Board, announced that Bursa Securities has, vide its letter dated 1 November 2023, approved the following:

- (i) Proposed shares issuance of 74,431,000 new ordinary shares in Bertam ("Bertam Shares") to the Subscribers ("Proposed Shares Issuance") to Richard Ling Do Nyeen and Law Ngia Meng (collectively referred to as "Subscribers") at the subscription price of RM0.075 per Subscription Share ("Proposed Shares Issuance");
- (ii) Proposed reduction of RM90.00 million of issued share capital of Bertam pursuant to Section 116 of the Companies Act 2016 ("Proposed Capital Reduction"); and
- (iii) Proposed renounceable rights issue of up to 161,268,748 new Bertam Shares ("Rights Shares") on the basis of 1 Rights Share for every 2 existing Bertam Shares held, together with up to 161,268,748 free detachable warrants in Bertam ("Warrants") on the basis of 1 Warrant for every 1 Rights Share subscribed for on an entitlement date to be determined and announced later ("Proposed Rights Issue with Warrants").

Bursa has also resolved to approve the listing and quotation, on the Main market of Bursa Securities, for:

- (i) 74,431,000 Subscription Shares pursuant to the proposed Shares issuance;
- (ii) up to 161,268,748 Rights Shares and up to 161,268,748 Warrants to be issued pursuant to the Proposed Rights Issue with Warrants; and
- (iii) up to 161,268,748 new Bertam Shares to be issued pursuant to the exercise of the Warrants.

A Circular to Shareholders in relation to the Proposed Regularisation Plan were circulated to the shareholders and at the Extraordinary General Meeting on 27 December 2023, the Company has obtained shareholders' approval for the Proposed Regularisation Plan.

On 15 January 2024, the shares issuance of 74,431,000 Subscription Shares pursuant to the proposed Shares issuance to Richard Ling Do Nyeen and Law Ngia Meng at the subscription price of RM0.075 per Subscription Share was completed.

On 24 July 2024, the sealed order of the High Court of Malaya confirming the Share Capital Reduction had been lodged with the Registrar of Companies and pursuant thereto, the Share Capital Reduction shall take effect and be deemed completed on 24 July 2024.

B12. Dividend payable

The board of Directors does not recommend any payment of dividend in respect of the financial period under review.

PART B: EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD (CONT'D)

B13. Earnings per share

The basic earnings per share have been calculated by dividing the Group's profit for the year to date attributable to owners of the Company by weighted average number of shares in issue.

	Quarter ended		Year to date	
	30.06.2024	30.06.2023	30.06.2024	30.06.2023
Profit attributable to owners of the Company (RM'000)	260	3,602	1,004	4,106
Weighted number of ordinary shares in issue ('000 shares)	322,537	248,106	322,537	248,106
Basic earnings per share (Sen)	0.08	1.71	0.31	1.95

The diluted earnings per share are the same as basic earnings per share as there are no dilutive potential ordinary shares outstanding.

B14. Notes to the Condensed Consolidated Statement of Profit and Loss and Other Comprehensive Income

The followings items have been included in arriving at profit before tax:

	Quarter ended		Year to date	
	30.06.2024 RM'000	30.06.2023 RM'000	30.06.2024 RM'000	30.06.2023 RM'000
Interest income	-	-	-	2
Rental income	7	7	14	16
Interest expenses	(30)	(32)	(45)	(61)
Depreciation	(24)	(22)	(49)	(62)
Reversal of impairment loss on trade and other receivables	-	-	1,271	-

B15. Authority for issue

The interim financial statements were reviewed by the Audit and Risk Management Committee of the Company and duly authorized for the issue by the Board of Directors in accordance with a resolution of the Directors dated 19 August 2024.