

Compugates Holdings Berhad
Company No. 200401030779 (669287 - H)
(Incorporated in Malaysia)

NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2022

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARDS (“FRS”) 134

1. Basis of Preparation

The interim financial report is unaudited and has been prepared in compliance with Malaysian Financial Reporting Standards (“MFRSs”), International Financing Reporting Standard (“IFRSs”) and the requirement of the Companies Act, 2016 in Malaysia.

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2021. 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 2021.

2. Changes in Accounting Policies

The accounting policies adopted in these interim financial report are consistent with the audited consolidated financial statements for the financial year ended 31 December 2021.

The Group and the Company adopted the amendments/improvements to MFRSs which are mandatory for the financial periods beginning on or after 1 January 2021.

The initial application of the amendments/improvement to standards did not have a material impact on the financial statements of the Group and of the Company.

Standards issued but not yet effective

The Group and the Company have not applied early the following MFRS that have been issued by the Malaysian Accounting Standards Board (“MASB”) but are not yet effective for the Group and the Company:

Amendment to MFRS effective 1 April 2021:

Amendments to MFRS 16*#	Covid-19 Related Rent Concession beyond 30 June 2021
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Amendments to MFRS effective 1 January 2022:

Amendments to MFRS 3	Reference to the Conceptual Framework
Amendments to MFRS 116	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to MFRS 137	Onerous Contracts – Cost of Fulfilling a Contract
Annual Improvements to MFRS Standards 2018-2020	

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Standards issued but not yet effective (cont'd)

MFRS and amendments to MFRS effective 1 January 2023:

Amendments to MFRS 4*	Insurance Contracts- Extension of the Temporary Exemption from Applying MFRS 9
MFRS 17* and amendments to MFRS 17*	Insurance Contracts and Amendments to MFRS 17 Insurance Contract
Amendments to MFRS 17*	Initial Application of MFRS 17 and MFRS 19 - Comparative Information
Amendments to MFRS 101	Presentation of Financial Statements: Classification of Liabilities as Current or Non-current
Amendments to MFRS 101	Presentation of Financial Statements: Disclosure of Accounting Policies
Amendments to MFRS 108	Accounting Policies, Changes in Accounting Estimates and Errors- Definition of Accounting Estimated

Amendments to MFRSs - effective date deferred indefinitely:

Amendments to MFRS 10 and 128*#	Consolidated Financial Statements and Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
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* Not applicable to the Company's operation

Not applicable to the Group's operations

The Group and the Company intend to adopt these new and amended standards, if applicable, when they become effective. The initial application of the above standards and amendments are not expected to have any material financial impact to the financial statements of the Group and the Company.

3. Status of Audit Opinions

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

4. Items of Unusual Nature and Amount

There were no unusual items affecting assets, liabilities, equity, net income or cash flow during the current quarter under review and financial year-to-date.

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5. Seasonal or Cyclical Factors

The demand for certain imaging and information technology products are seasonal in nature and the sales of these products are usually higher towards the end of the financial year due to festive seasons.

6. Nature and Amount of Changes in Estimates

There were no changes in the estimates of amounts reported in the prior interim period of the current financial year or changes in the estimates of amounts reported in the prior financial years that have a material effect in current quarter under review and financial year-to-date.

7. Debt and Equity Securities

There were no issuances, repurchases or repayments of debt and equity securities during the current quarter under review and financial year-to-date.

8. Dividends Paid

There were no dividends paid during the current quarter under review and financial year-to-date.

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9. Segmental Information (Analysis by business nature of the Group Results)

	Current Year Quarter Ended	Corresponding Quarter Ended	Current Year To Date	Corresponding Period Ended
	31 Mar 2022 RM'000	31 Mar 2021 RM'000	31 Mar 2022 RM'000	31 Mar 2021 RM'000
SEGMENT REVENUE				
Trading & Service	1,713	1,655	1,713	1,655
Agriculture & Energy	1	2	1	2
Property	-	-	-	-
	1,714	1,657	1,714	1,657
Inter-segment sales	-	-	-	-
TOTAL	1,714	1,657	1,714	1,657
	Current Year Quarter Ended	Corresponding Quarter Ended	Current Year To Date	Corresponding Period Ended
	31 Mar 2022 RM'000	31 Mar 2021 RM'000	31 Mar 2022 RM'000	31 Mar 2021 RM'000
SEGMENT RESULTS				
Trading & Service	(561)	(1,765)	(561)	(1,765)
Agriculture & Energy	(691)	(713)	(691)	(713)
Property	-	-	-	-
	(1,252)	(2,478)	(1,252)	(2,478)

The Group registered revenue of approximately RM1.7 million for the quarter ended 31 March 2022, which remained relatively consistent as compared to the preceding year corresponding quarter ended 31 March 2021 of approximately RM1.7 million.

10. Changes in Contingent Liabilities and Contingent Assets

There were no changes in the contingent liabilities and assets of the Group since the last audited date of the statement of financial position.

11. Significant Related Party Transactions

There were no recurrent related party transactions enter during the current quarter under review and financial year-to-date.

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12. Effect of Changes in the Composition of the Group

There were no changes in the composition of the Group during the current quarter under review.

13. Significant Subsequent Events

The Group has no significant subsequent events as of 31 March 2022.

14. Capital Commitment

The Group has no capital commitment as of 31 March 2022.

PART B – EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

15. Detailed Performance Analysis

	Individual Period (1st quarter)				Cumulative Period			
	Current Year Quarter	Preceding Year Correspond- ing Quarter	Changes		Current Year To Date	Preceding Year Correspond- ing Period	Changes	
	31 Mar 2022	31 Mar 2021	RM	%	31 Mar 2022	31 Mar 2021	RM	%
Revenue	1,714	1,657	57	3.4	1,714	1,657	57	3.4
Operating Losses	(1,265)	(2,426)	1,161	47.9	(1,265)	(2,426)	1,161	47.9
Loss Before Interest & Tax	(1,265)	(2,426)	1,161	47.9	(1,265)	(2,426)	1,161	47.9
Loss Before Tax	(1,265)	(2,491)	1,226	49.2	(1,265)	(2,491)	1,226	49.2
Loss After tax	(1,252)	(2,478)	1,226	49.5	(1,252)	(2,478)	1,226	49.5
Loss attributable to ordinary equity holder of the parent	(1,207)	(2,458)	1,251	50.9	(1,207)	(2,458)	1,251	50.9

The Group registered revenue of approximately RM1.7 million for the current quarter ended 31 March 2022, which remained relatively consistent as compared to the preceding year corresponding quarter ended 31 March 2021 of approximately RM1.7 million

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15. Detailed Performance Analysis (cont'd)

The Group recorded a loss before taxation (“LBT”) during the current quarter ended 31 March 2022 of approximately RM1.3 million, which was approximately RM1.2 million lower as compared to the preceding year corresponding quarter ended 31 March 2021 of approximately RM2.5 million. The lower LBT was mainly due to lower finance cost of approximately RM 1.2 million.

The Group recorded a loss after taxation (“LAT”) during the current quarter ended 31 March 2022 of approximately RM1.3 million, which was approximately RM1.2 million lower as compared to the preceding year corresponding quarter ended 31 March 2021 of approximately RM2.5 million. The underlying factors for lower LAT was mainly due to lower finance cost of approximately RM 1.2 million.

	Current Quarter	Immediate Preceding Quarter	Changes	
			31 Dec 2021	31 Dec 2021
Revenue	1,714	2,195	(481)	21.9
Operating Losses	(1,265)	(1,392)	127	9.1
Loss Before Interest & Tax	(1,265)	(1,392)	127	9.1
Loss Before Tax	(1,265)	(1,392)	127	9.1
Loss After tax	(1,252)	(1,380)	128	9.3
Loss attributable to ordinary equity holder of the parent	(1,207)	(1,337)	130	9.7

The Group registered revenue of approximately RM1.7 million for the quarter ended 31 March 2022, which was approximately RM0.5 million lower as compared to the immediate preceding quarter ended 31 December 2021 of approximately RM2.2 million. The decrease in revenue was mainly due to the global shortage in the semiconductor industry which resulted in the inadequacy of supply.

The Group recorded a LBT of approximately RM1.3 million for the quarter ended 31 March 2022, which was approximately RM0.1 million lower as compared to the immediate preceding quarter ended 31 December 2021 of approximately RM1.4 million. The lower LBT for current quarter was mainly due to lower spending in administrative expenses.

The Group recorded a LAT of approximately RM1.3 million for the quarter ended 31 March 2022, which was approximately lower by RM0.1 million as compared to the immediate preceding quarter ended 31 December 2021 of approximately RM1.4 million. The factors leading to lower LAT for the current quarter are identical to those factors mentioned above for the current quarter LBT.

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16. Current Year Prospect

The Board of Director ("Board") is of the view that, barring any unforeseen circumstances, the trading and distribution business is expected to remain very challenging given the competitive market environment. To bolster the effects, the Company is expanding its sale and marketing channels by merging into e-commerce platforms to sell multiple brand products online.

Currently, the Company is primarily focused on ensuring the smooth facilitation of phase 1 of the joint development of land which involves the development of 418 units of houses, 278 units of Rumah Selangorku and other relevant residential infrastructure.

Additionally, the Company's current agarwood plantation spans over 54 acres of land in Kuala Kangsar, Perak, and houses 23,000 agarwood trees. Upon the successful process of inoculation on the 20 agarwood trees, this may provide the Company with a window to further expand its agarwood capacity. The Board opines that such expansion may contribute positively to the future earnings of the Company and thus, improving the financial performance of the Company moving forward.

17. Profit Forecast or Profit Guarantee

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

18. Tax Expense

	Current Year Quarter Ended 31 Mar 2022 RM'000	Corresponding Quarter Ended 31 Mar 2021 RM'000	Current Year To Date 31 Mar 2022 RM'000	Corresponding Period Ended 31 Mar 2021 RM'000
Current tax expense:				
- for the quarter	-	-	-	-
Deferred taxation				
- Origination and reversal of temporary differences	<u>(13)</u>	<u>(13)</u>	<u>(13)</u>	<u>(13)</u>
	<u>(13)</u>	<u>(13)</u>	<u>(13)</u>	<u>(13)</u>

The Group's recognised tax expense despite loss before taxation mainly due to certain expenses being disallowed for taxation purposes, and losses of certain subsidiaries which cannot be set off against taxable profits made by other subsidiaries.

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19. Status of Corporate Proposals

On 10 March 2022, the Board of the Company announced the issue price for the Private Placement were fixed at RM0.009 per Placement Share.

The issue price of RM0.009 per Placement Share represents a discount of approximately 10.00% to the 5-day volume-weighted average price of the Company's ordinary shares ("CHB Shares") up to and including 9 March 2022, being the last traded day of CHB Shares immediately preceding the price-fixing date of RM0.010 per CHB Share.

On 23 March 2022, the Board of the Company announced that 763,940,372 Placement Shares were listed and quoted on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") with effect from 9.00 a.m. on 23 March 2022, which marks the completion of the Private Placement.

20. Utilisation of proceed

Proposed Private Placement of up to 20% of the existing total number of issued CHB Shares, involving up to 763,940,372 new CHB Shares approved on 4 January 2022.

On 23 March 2022, the Private Placement was deemed completed with the listing of 763,940,372 new CHB Shares raising total gross proceeds of RM6.88 million. The details and status of the utilisation of proceeds are as follows:

Detail of utilisation	Approved Limit	Proceed Raised	Actual Utilisation	Balance
	RM	RM	RM	RM
Working capital requirements	8,802,000.00	4,600,463.35	1,581,526.28	3,018,937.07
Purchase of Integrated Water Supply Scheme	2,200,000.00	2,200,000.00	-	2,200,000.00
Expenses for private placement exercise	75,000.00	75,000.00	59,147.50	15,852.50
Total	11,077,000.00	6,875,463.35	1,640,673.78	5,234,789.57

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21. Borrowings and Debt Securities

The Group's borrowings denominated in RM are as follows:

	As at 31 Mar 2022 RM'000	As at 31 Dec 2021 RM'000
Long and Short term borrowings – unsecured		
- Loans from director and Chief Executive Officer / bank	414	159
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22. Realised and Unrealised (Losses)/Profit Disclosure

	As at 31 Mar 2022 RM'000	As at 31 Dec 2021 RM'000
Total accumulated losses of Compugates Holdings Berhad and subsidiaries:		
Realised	(112,929)	(98,609)
Unrealised	94,345	94,345
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	(18,584)	(4,264)
Less: Consolidation adjustments	26,013	12,856
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Total retained earnings	7,430	8,592
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23. Material Litigation

Compugates Development and Mining Sdn Bhd ("CDMSB") had on 18 August 2015 entered into a joint venture agreement ("MUSB JVA") with Main Uptown Sdn Bhd ("MUSB"), as the developer, for the joint development of a parcel of leasehold land owned by CDMSB identified as H.S. (D) 13828, PT 26800, Mukim of Dengkil, District of Sepang, Selangor Darul Ehsan, measuring approximately 154,990 square metres ("MUSB JV Land") into a mixed development. On 13 December 2017, CDMSB received a letter from Lembaga Lebuhraya Malaysia informing that based on the land acquisition plan received from MEX II Sdn Bhd, the MUSB JV Land is affected by the construction of Lebuhraya MEX2. Subsequently, on 15 October 2018, CDMSB received a compensation offer of RM9,397,400.00 ("Compensation Sum") for the compulsory acquisition of 0.9892 hectares of the land which was part of the MUSB JV Land and a further sum of RM750,014.25 for incidental costs payable to CDMSB, which CDMSB accepted with objection. The Compensation Sum was paid to the Shah Alam High Court by the land administrator as there was a caveat lodged on the MUSB JV Land by MUSB pursuant to the MUSB JVA.

On 26 March 2019, CDMSB filed an originating summons against MUSB at the Shah Alam High Court for a declaration that CDMSB was entitled to the full Compensation Sum and for the entire Compensation Sum to be released to CDMSB. The matter had been fixed for case management on 16 May 2019. The Company's solicitors opined that

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23. Material Litigation (Con't)

CDMSB has a good chance on its entitlement to the Compensation Sum. In the meantime, CDMSB had on 8 May 2019 served a notice on MUSB to formally terminate the MUSB JVA as MUSB had failed to comply with the terms of the MUSB JVA but MUSB was insisting that though it failed to comply with the conditions precedent, the MUSB JVA was still on-going. The CDMSB's originating summons against MUSB in Shah Alam High Court had been converted to a writ by order of the Court and a writ of claims had been filed on 31 October 2019.

The Company's solicitors opined that CDMSB has a good prospect of success in this matter as MUSB had failed to fulfil the conditions precedent of the MUSB JVA within the stipulated time. The full trial for the matter had been completed and the Court has directed the parties to file their respective written submissions. The matter had been fixed for clarification / decision on 13 January 2022 and on the same day the Shah Alam High Court had ruled in favor of CDMSB and declared that CDMSB was entitled to the whole Compensation Sum of RM9,397,400.00 in respect of the land acquisition of 0.9892 hectares of land and that the MUSB JVA is terminated, not valid and binding. The sum of RM3,000,000.00 from the deposit paid by MUSB is forfeited as liquidated damages and the balance sum of RM2,000,000.00 paid under the MUSB JVA is to be refunded before or on 21 February 2022 and 5% interest per annum will be imposed from 22 February 2022 if fail to refund. The private caveat is to be removed/ cancelled immediately and the counter claim is dismissed with cost of RM30,000.00 to be paid by MUSB to CDMSB.

On 28 January 2022, MUSB had filed an appeal to the Court of Appeal against part of the decision made by High Court of Malaya at Shah Alam on 13 January 2022. On 31 January 2022, MUSB also filed a stay of execution of the decision made dated 13 January 2022 to the High Court of Malaya at Shah Alam until the disposal of their appeal against this decision.

The Court has fixed the case management on 18 July 2022 for the appeal case and the hearing on 9 June 2022 for the stay of execution.

In the High Court of Shah Alam Originating Summons (No. BA24-NCvC-777-05/2022) against MUSB and Pentadbir Tanah Daerah Sepang, a case management has been fixed on 21 June 2022.

24. Dividend

The Board does not recommend any dividend for the quarter ended 31 March 2022.

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25. Profit / (Loss) per Share

The profit / (loss) per share is calculated by dividing the Group's loss attributable to equity holders of the parent for the financial period over the number of ordinary shares in issue during the financial period as follows:-

	Current Year Quarter Ended 31 Mar 2022	Corresponding Quarter Ended 31 Mar 2021	Current Year To Date 31 Mar 2022	Corresponding Period Ended 31 Mar 2021
Profit / (loss) attributable to equity holders of parent (RM'000)	(1,207)	(2,458)	(1,207)	(2,458)
Number of ordinary shares in issue ('000) (FY2016:RM0.10) each	3,836,446	2,847,503	3,836,446	2,847,503
Basic profit / (loss) per share (sen)	(0.03)	(0.09)	(0.03)	(0.09)

The diluted profit / (loss) per share is equivalent to basic profit / (loss) per share as there were no potential ordinary shares outstanding which are dilutive in nature at the end of reporting period.

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26. Loss before taxation

Loss before taxation includes the following items:-

	Current Year Quarter Ended 31 Mar 2022 RM'000	Corresponding Quarter Ended 31 Mar 2021 RM'000	Current Year To Date 31 Mar 2022 RM'000	Corresponding Period Ended 31 Mar 2021 RM'000
Bad debts written off	1,362	-	1,362	-
Depreciation of property and equipment	73	74	293	74
(Gain)/Loss Disposal of PPE	-	-	-	-
Inventories written off	-	-	-	-
Impairment loss on:				
- trade receivables	-	-	-	-
- other receivables	-	-	-	-
Gain on disposal of available-for-sale investments	-	-	-	-
Unrealised gain on foreign exchange	*	*	*	*
Realised gain on foreign exchange	-	-	-	-
Write-back of impairment loss on trade receivables	(1,362)	-	(1,362)	-
Interest expense	5	1,488	5	1,488
Interest income	*	(3)	*	(3)

Save as disclosed above, the other items as required under Appendix 9B Part A (1B) of the Main Market Listing Requirements of Bursa Securities are not applicable.

Note:

* *Less than RM500*

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27. Authorisation

This interim financial report for the financial period ended 31 March 2022 has been seen and approved by the Board of the Company on 30 May 2022 for release to the Bursa Securities.

By Order of the Board
Chen Wee Sam
Hew Chee Hau
Company Secretaries

Date: 30 May 2022