

**NOTES TO THE INTERIM FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30
SEPTEMBER 2020**

**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 MFRSs – Malaysian Financial Reporting Standards issued by the Malaysian Accounting Standards Board.

The interim financial statements should be read in conjunction with the audited financial statements for the financial year ended 31 December 2019. 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 2019.

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 2019, except for the adoption of the following MFRSs and Amendments to MFRSs, if applicable during the current financial year:

Effective for annual periods beginning on or after 1 January 2019.

- MFRS 9 Prepayment Features with Negative Compensation (Amendments to MFRS 9)
- MFRS 16 Leases
- MFRS 128 Long-term Interests in Associates and Joint Ventures (Amendments to MFRS 128)
- Annual Improvements to MFRS Standards 2015 – 2017 Cycle
- IC Interpretation 23 Uncertainty over Income Tax Treatments
- MFRS 119 Plan Amendment, Curtailment or settlement (Amendments to MFRS 119)

Standards issued but not yet effective

At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published by the Malaysian Accounting Standards Board ("MASB") but are not yet effective, and have not been early adopted by the Group and the Company.

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

Standards issued but not yet effective (cont'd)

Amendments to MFRSs and Amendments to References to the Conceptual Framework on MFRS Standards effective 1 January 2020:-

Amendments to MFRS 3	Business Combinations
Amendments to MFRS 101	Presentation of Financial Statements
Amendments to MFRS 108	Accounting Policies, Changes in Accounting Estimates and Errors

Amendments to References to the Conceptual Framework on MFRS Standards (MFRS 2*#, 3, 6*#, 14*# 101, 108, 134*#, 137, 138*# and IC Interpretation 12*#, 19*#, 20*, 22*#, 132*#)

MFRS effective 1 January 2021:

MFRS 17*#	Insurance Contracts
-----------	---------------------

Amendments to MFRSs (deferred effective date to be announced by the MASB):

MFRS 10* and MFRS 128*#	Consolidated Financial Statements and Investment in Associate and Joint Venture: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
----------------------------	--

* Not applicable to the Company's operation

Not applicable to the Group's operations

The initial application of the above standards, amendments/improvement to standards are not expected to have any significant financial impacts to the financial statements, except for:

MFRS 16 Leases

MFRS 16 replaces MFRS 117 Leases. MFRS 16 eliminates the distinction between finance and operating leases for lessees. As off-balance sheet will no longer be allowed except for some limited practical exemptions, all leases will be brought onto the statements of financial position by recognising a "right-of-use" asset and a lease liability. In other words, for a lessee that material operating leases, the assets and the liabilities reported on the statements of financial position are expected to increase substantially.

The initial application of the above standards, amendments/improvement to standards are not expected to have any significant financial impacts to the financial statements, except for (cont'd):-

MFRS 16 Leases

MFRS 16 also:

- Changes the definition of a lease;
- Sets requirements on how to account for the asset and liability, including complexities such as non-lease elements, variable lease payments and option periods;
- Changes the account for sale and leaseback arrangements;
- Largely retains MFRS 117's approach to lessor accounting; and
- Introduces new disclosure requirements.

Standards issued but not yet effective (cont'd)

The Group plans to adopt the new standard on the required effective date. The initial application of the above standard is not expected to have any material financial impact to the financial statements.

3. Status of Audit Opinions

The auditors' report on the financial statements for the financial year ended 31 December 2019 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.

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.

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

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
	30 Sep 2020 RM'000	30 Sep 2019 RM'000	30 Sep 2020 RM'000	30 Sep 2019 RM'000
SEGMENT REVENUE				
Trading & Service	1,157	268	3,076	4,134
Agriculture & Energy	42	-	49	6
Property	-	-	-	-
	1,199	268	3,125	4,140
Inter-segment sales	-	-	-	-
TOTAL	1,199	268	3,125	4,140
	Current Year Quarter Ended	Corresponding Quarter Ended	Current Year To Date	Corresponding Period Ended
	30 Sep 2020 RM'000	30 Sep 2019 RM'000	30 Sep 2020 RM'000	30 Sep 2019 RM'000
SEGMENT RESULTS				
Trading & Service	(686)	(756)	(1,857)	(2,738)
Agriculture & Energy	(663)	(503)	(2,044)	(1,774)
Property	-	-	-	-
	(1,349)	(1,259)	(3,901)	(4,512)

The Group registered revenue of approximately RM1.2 million for the quarter ended 30 September 2020, which was approximately RM0.9 million higher as compared to the preceding year corresponding quarter ended 30 September 2019 of approximately RM0.3 million. The higher revenue was mainly due to the increased from trading of IT hardware and consumable products.

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 ("RRPT") enter during the current quarter under review and financial year-to-date.

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

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

On 3 November 2020, the Board of Directors of Compugates announced that the Company has fixed the issue price of the Placement Shares at RM0.018 per Placement Share to be issued pursuant to the Private Placement.

The aforementioned issue price of RM0.018 per Placement Share represents a discount of RM0.002 or 10.0% from the 5-day weighted average market price of Compugates from 26 October 2020 to 2 November 2020 of RM0.020 per Share.

14. Capital Commitment

The Group has no capital commitment as of 30 September 2020.

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

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

15. Detailed Performance Analysis

	Individual Period (4th quarter)				Cumulative Period			
	Current Year Quarter	Preceding Year Correspond- ing Quarter	Changes		Current Year To Date	Preceding Year Correspond- ing Period	Changes	
	30 Sept 2020	30 Sept 2019	RM	%	30 Sept 2020	30 Sept 2019	RM	%
Revenue	1,199	268	931	347	3,125	4,140	(1,015)	24.5
Operating Losses	(1,323)	(1,254)	69	5.5	(3,777)	(4,475)	(698)	15.6
Loss Before Interest & Tax	(1,323)	(1,254)	69	5.5	(3,777)	(4,475)	(698)	15.6
Loss Before Tax	(1,361)	(1,303)	58	4.5	(3,940)	(4,644)	704	15.2
Loss After tax	(1,349)	(1,259)	90	7.1	(3,901)	(4,512)	611	13.5
Loss attributable to ordinary equity holder of the parent	(1,301)	(1,228)	73	5.9	(3,765)	(4,357)	592	13.6

The Group registered revenue of approximately RM1.2 million for the current quarter ended 30 September 2020, which was approximately RM0.9 million higher as compared to the preceding year corresponding quarter ended 30 September 2019 of approximately RM0.3 million. Due to the outbreak of the Covid-19, the Government of Malaysia has taken significant precautions to prevent the virus transmission by enforcing MCO, CMCO and EMCO which entails closure of school, education institutions and created a work from home culture. Thus, the demand for IT hardware and Consumable products had increased during the period.

The Group recorded a loss before taxation (“LBT”) during the current quarter ended 30 September 2020 of approximately RM1.4 million which was approximately RM0.1 million higher as compared to the preceding year corresponding quarter ended 30 September 2019 of approximately RM1.3 million. The higher LBT was mainly due to absence of payout received from Insolvency Malaysia of approximately RM 0.2 million.

The Group recorded a loss after taxation (“LAT”) during the current quarter ended 30 September 2020 of approximately RM1.3 million which was approximately RM0.1 million lower as compared to the preceding year corresponding quarter ended 30 September 2019 of approximately RM1.2 million. The underlying factors for lower LAT are similar to the explanation mentioned above for LBT.

The Group registered revenue of approximately RM3.1 million for the current year to date ended 30 September 2020, which was approximately RM1.0 million lower as compared to the preceding year to date ended 30 September 2019 of approximately RM4.1 million.

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

15. Detailed Performance Analysis (cont'd)

This was mainly due to the general weak market sentiment in conjunction with the effect of the pandemic of Covid-19.

The Group recorded a loss before taxation (“LBT”) during the current year to date ended 30 September 2020 of approximately RM3.9 million which was approximately RM0.7 million lower as compared to the preceding year to date ended 30 September 2019 of approximately RM4.6 million. The lower LBT was mainly attributed by cost saving in administrative expenses of approximately RM0.5 million and reversal of provision of stock obsolescence of approximately RM0.2 million.

The Group recorded a loss after taxation (“LAT”) during the current year to date ended 30 September 2020 of approximately RM3.9 million which was approximately RM0.6 million lower as compared to the preceding year to date ended 30 September 2019 of approximately RM4.5 million. The underlying factors for lower year to date LAT are similar to the explanation mentioned above for LBT year to date with an additional RM0.1 million decreased in deferred tax.

	Current Quarter	Immediate Preceding Quarter	Changes	
			RM	%
	30 Sept 2020	30 June 2020		
Revenue	1,199	1,357	(158)	-11.6
Operating Losses	(1,323)	(1,082)	83	7.7
Loss Before Interest & Tax	(1,323)	(1,082)	83	7.7
Loss Before Tax	(1,361)	(1,117)	244	21.8
Loss After tax	(1,349)	(1,104)	245	22.2
Loss attributable to ordinary equity holder of the parent	(1,301)	(1,060)	241	22.7

The Group registered revenue of approximately RM1.2 million for the quarter ended 30 September 2020, which was approximately RM0.2 million lower as compared to the immediate preceding quarter ended 30 June 2020 of approximately RM1.4 million. The lower revenue was mainly due to the shortage of stocks for IT Hardware (Printers) and Consumable (Printer ink cartridge, toners and drums).

The Group recorded a loss before taxation (LBT) of approximately RM1.3 million for the quarter ended 30 September 2020, which was approximately RM0.2 million higher as compared to the immediate preceding quarter ended 30 June 2020 of approximately RM1.1 million. The lower loss was mainly due to the absence of a reversal for the provision of stock obsolescence of approximately RM0.2 million during quarter ended 30 September 2020 with other expenses remaining relatively consistent.

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

15. Detailed Performance Analysis (cont'd)

The Group recorded LAT of approximately RM1.3 million for the quarter ended 30 September 2020, which was approximately higher by RM0.2 million as compared to the immediate preceding quarter ended 30 June 2020 of approximately RM1.1 million. The factors leading to lower LAT for the current quarter are identical to those factors mentioned above.

16. Current Year Prospect

The 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. In order to bolster the effects, the Company is expanding the market reach to consumers via the e-commerce platform by selling multiple brand products online.

Meanwhile, the Company will continuously develop the markets for other business activities that have been identified namely the Gaharu, joint development of land and solar projects.

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 30 Sep 2020 RM'000	Corresponding Quarter Ended 30 Sep 2019 RM'000	Current Year To Date 30 Sep 2020 RM'000	Corresponding Period Ended 30 Sep 2019 RM'000
Current tax expense:				
- for the quarter	-	-	-	-
Deferred taxation				
- Origination and reversal of temporary differences	(13)	(44)	(38)	(131)
	<u>(13)</u>	<u>(44)</u>	<u>(38)</u>	<u>(131)</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.

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

19. Status of Corporate Proposals

On 10 September 2020, the Board of Directors of Compugates announced that Bursa Securities had vide its letter dated 10 September 2020, approved the listing of and quotation for up to 514,852,700 Placement Shares to be issued pursuant to the Proposed Private Placement on the Main Market of Bursa Securities and subject to the following conditions:

- i. Compugates and M&A Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Private Placement;
- ii. M&A Securities is required to furnish Bursa Securities with details of the placees as per Paragraph 6.15 of the Listing Requirements for our review, prior to the issuance/allotment of the Placement Shares;
- iii. Compugates and M&A Securities to inform Bursa Securities upon the completion of the Proposed Private Placement; and
- iv. M&A Securities is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Private Placement is completed

On 22 September 2020, the Board of Directors of Compugates announced that the Company has fixed the issue price of the Placement Shares at RM0.0245 per Placement Share to be issued pursuant to the Private Placement.

The aforementioned issue price of RM0.0245 per Placement Share represents a discount of approximately RM0.0026 or 9.59% from the 5-day weighted average market price of Compugates from 14 September 2020 to 21 September 2020 of approximately RM0.0271 per Share.

20. Utilisation of proceed

- i. Special Private Placement of up to 25% of the issued shares in Compugates Holdings Berhad ('CHB SHARES'), involving up to 586,929,400 new CHB shares approved on 11 June 2018.

As at 16 July 2020, the Company had issued 226,545,900 Compugates Shares in multiples tranches at an average issue price of RM 0.017 each and raised total proceeds of RM3.90 million which was utilised as follows:

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

20. Utilisation of proceed (cont'd)

Purpose	Proposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Balance (RM'000)	Intended timeframe for utilisation from the listing Date
Repayment to Advances	2,199	2,159	40	Within 2 months
Repayment to Creditors	2,528	1,113	1,415	Within 2 months
Business working capital				
- Inoculation	920	-	920	Within 18 months
- A&P	173	-	173	Within 18 months
Operation Expenses				
- Staff Related expenses	1,625	305	1,320	Within 9 months
- Sundry Expenses	553	93	460	Within 9 months
Reserved Fund	5,081	-	5,081	Within 24 months
M&A	420	230	190	Within 1 month
	13,499	3,900	9,599	

- ii. Private Placement proposed of up to 20% of the issued shares in Compugates Holdings Berhad ('CHB SHARES'), involving up to 514,852,700 new CHB shares approved on 10 September 2020.

A summary of the actual utilisation as follows:-

Purpose	Purposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Balance
Repayment to Creditors and Purchases	4,032	395	3,637
Business working capital			
- Staff & Directors Related Expenses	5,722	1,203	4,519
- Sundry Expenses	2,145	224	1,921
Estimate PP expenses (M&A, Lawyer, Co Sec)	200	57	143
	12,099	1,879	10,220

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

21. Borrowings and Debt Securities

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

	As at 30 Sep 2020 RM'000	As at 31 Dec 2019 RM'000
Long and Short term borrowings – secured		
- Loans from director and CEO / bank	4,130	4,534

22. Realised and Unrealised (Losses)/Profit Disclosure

	As at 30 Sep 2020 RM'000	As at 31 Dec 2019 RM'000
Total accumulated losses of Compugates Holdings Berhad and subsidiaries:		
Realised	(82,745)	(79,478)
Unrealised	94,345	94,346
	11,601	14,868
Less: Consolidation adjustments	7,117	7,481
Total retained earnings	18,718	22,349

23. Material Litigation

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 is a caveat lodged on the MUSB JV Land by MUSB pursuant to the MUSB JVA. The case management for the objection is on 19 December 2019.

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

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

23. Material Litigation (cont'd)

In the meantime, CDMSB has on 8 May 2019 served a notice on MUSB to formally terminate the MUSB JVA as MUSB has failed to comply with the terms of the MUSB JVA as MUSB is insisting that though it failed to comply with the conditions precedent, the MUSB JVA is still on-going.

The CDMSB's originating summons against Main Uptown Sdn Bhd in Shah Alam High Court has been converted to a writ by order of the court and a writ of claims has been filed on 31 October 2019.

The trial dates fixed on November 2020 has been vacated in view of the imposition of CMCO. A further case management is scheduled on 16 December 2020.

In any event, the forfeiture of the RM3.0 million deposits due to the non-compliance of the JVA is not reflected in the financial statements until the disposal of the case above.

24. Dividend

The Board of Directors does not recommend any dividend for the quarter ended 30 September 2020.

25. Other Matters

There were no other matters entered during the current quarter under review and financial year-to-date.

26. 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 30 Sep 2020	Corresponding Quarter Ended 30 Sep 2019	Current Year To Date 30 Sep 2020	Corresponding Period Ended 30 Sep 2019
Profit / (loss) attributable to equity holders of parent (RM'000)	(1,301)	(1,228)	(3,765)	(4,357)
Number of ordinary shares in issue ('000) (FY2016:RM0.10) each	2,517,350	2,475,496	2,517,350	2,475,496
Basic profit / (loss) per share (sen)	(0.05)	(0.05)	(0.15)	(0.18)

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

26. Profit / (Loss) per Share (cont'd)

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.

27. Loss before taxation

Loss before taxation includes the following items:-

	Quarter Ended 30 Sep 2020 RM'000	Quarter Ended 30 Sep 2019 RM'000	To Date 30 Sep 2020 RM'000	Period Ended 30 Sep 2019 RM'000
Bad debts written off	-	-	-	3
Depreciation of property and equipment	74	74	222	223
(Gain)/Loss Disposal of PPE	-	-	(14)	-
Inventories written off	-	-	-	-
Impairment loss on:				
- trade receivables	-	(7)	(9)	61
- 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
Interest expense	37	49	162	169
Interest income	*	*	*	*

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*

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

28. Authorisation

This interim financial report for the financial period ended 30 June 2020 has been seen and approved by the Board of Directors of Compugates Holdings Berhad on 27 November 2020 for release to the Bursa Securities.

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

Date: 27th November 2020