

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR SECOND QUARTER ENDED 30 SEPTEMBER 2020**

(The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	30/09/20 RM'000	30/09/19 RM'000	30/09/20 RM'000	30/09/19 RM'000
Revenue	32,839	59,170	44,281	85,480
Operating expenses	(23,179)	(41,998)	(35,210)	(59,725)
Other operating income	1,063	6,022	2,315	6,902
Profit from operations	<u>10,723</u>	<u>23,194</u>	<u>11,386</u>	<u>32,657</u>
Finance costs	(5,602)	(6,543)	(11,437)	(12,442)
Profit/(loss) before taxation	<u>5,121</u>	<u>16,651</u>	<u>(51)</u>	<u>20,215</u>
Taxation	(1,834)	(3,947)	(2,140)	(5,356)
Profit/(loss) after tax for the period	<u><u>3,287</u></u>	<u><u>12,704</u></u>	<u><u>(2,191)</u></u>	<u><u>14,859</u></u>
Attributable to:-				
Owners of the Parent	3,367	12,713	(2,063)	14,877
Non-controlling interests	(80)	(9)	(128)	(18)
	<u><u>3,287</u></u>	<u><u>12,704</u></u>	<u><u>(2,191)</u></u>	<u><u>14,859</u></u>
EPS - Basic (sen)				
Before mandatory conversion of ICULS	0.32	1.23	(0.20)	1.43
After mandatory conversion of ICULS	0.23	0.85	(0.14)	1.00
- Diluted (sen)	0.23 #	0.85 #	(0.14) #	1.00 #

The assumed exercise of the Warrants at average market price is treated as an issue of ordinary shares for no consideration. The dilutive effect of the assumed exercise of Warrants for the current quarter and current year todate are not considered because the Warrants are 'out of money'.

(The Condensed Consolidated Statement of Profit or Loss should be read in conjunction with the audited financial statements for the year ended 31 March 2020 and the notes to the Interim Financial Report).

ASIAN PAC HOLDINGS BERHAD (129-T)

(INCORPORATED IN MALAYSIA)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR SECOND QUARTER ENDED 30 SEPTEMBER 2020

(The figures have not been audited)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	30/09/20 RM'000	30/09/19 RM'000	30/09/20 RM'000	30/09/19 RM'000
Profit/(loss) after tax for the period	3,287	12,704	(2,191)	14,859
Other comprehensive income :				
<i>Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods (net of tax):</i>				
Fair value gain on financial assets at fair value through other comprehensive income	728	-	1,700	(728)
Total comprehensive income/(loss) for the period	<u>4,015</u>	<u>12,704</u>	<u>(491)</u>	<u>14,131</u>
Total comprehensive income/(loss) attributable to :				
Owners of the parent	4,095	12,713	(363)	14,149
Non-controlling interests	(80)	(9)	(128)	(18)
	<u>4,015</u>	<u>12,704</u>	<u>(491)</u>	<u>14,131</u>

(The Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 March 2020 and the notes to the Interim Financial Report).

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2020

(The figures have not been audited)

	AS AT END OF FINANCIAL PERIOD 30/09/20 RM'000	AS AT PRECEDING FINANCIAL YEAR END 31/03/20 RM'000
ASSETS		
Non Current Assets		
Property, plant and equipment	6,522	7,530
Inventories - Land held for property development	384,763	376,583
Investment properties	1,318,364	1,318,364
Intangible assets	37,339	37,370
Non-current financial assets	3,642	1,942
Deferred tax assets	160	160
	<u>1,750,790</u>	<u>1,741,949</u>
Current Assets		
Inventories - Property development costs	137,411	133,039
Inventories - Completed properties and others	5,239	6,383
Trade & other receivables	38,456	53,171
Contract assets in respect of property development	51,149	43,972
Accrued income	789	2,005
Prepayment	711	441
Tax recoverable	1,326	1,594
Other investments	18,289	13,044
Cash and bank balances	38,617	45,396
	<u>291,987</u>	<u>299,045</u>
TOTAL ASSETS	<u><u>2,042,777</u></u>	<u><u>2,040,994</u></u>
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share capital	211,077	210,977
Reserves	1,894	194
ICULS	76,762	76,847
Retained profits	803,010	805,075
Total shareholder's equity	<u>1,092,743</u>	<u>1,093,093</u>
Non-controlling interest	3,421	3,549
Total Equity	<u>1,096,164</u>	<u>1,096,642</u>
Non Current Liabilities		
Deferred tax liabilities	242,960	241,820
Long term trade & other payables	155,248	155,246
Lease liabilities	551	795
Loans and borrowings	392,686	397,869
	<u>791,445</u>	<u>795,730</u>
Current Liabilities		
Loans and borrowings	76,269	63,315
Trade & other payables	64,112	69,830
Lease liabilities	514	697
Provisions	12,253	12,253
Prepayment from tenants	117	684
Tax payable	1,903	1,843
	<u>155,168</u>	<u>148,622</u>
Total liabilities	<u>946,613</u>	<u>944,352</u>
TOTAL EQUITY AND LIABILITIES	<u><u>2,042,777</u></u>	<u><u>2,040,994</u></u>
Net assets per share attributable to equity holders of the parent (Sen)	105.3	105.4

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the financial statements for the year ended 31 March 2020 and the Notes to the Interim Financial Report)

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR SECOND QUARTER ENDED 30 SEPTEMBER 2020**

	Attributable to Equity Holders of the Parent				Total	Non Controlling Interest	Total Equity
	Non-distributable		ICULS	Distributable Retained Profits			
	Share Capital	Other Reserves					
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
At 1 April 2020	210,977	194	76,847	805,075	1,093,093	3,549	1,096,642
Total comprehensive income/ (loss) for the period	-	1,700	-	(2,063)	(363)	(128)	(491)
Conversion of ICULS	100	-	(85)	(2)	13	-	13
At 30 September 2020	<u>211,077</u>	<u>1,894</u>	<u>76,762</u>	<u>803,010</u>	<u>1,092,743</u>	<u>3,421</u>	<u>1,096,164</u>
At 1 April 2019	210,977	2,380	76,847	756,774	1,046,978	2,835	1,049,813
Total comprehensive (loss)/ income for the period	-	(728)	-	14,877	14,149	(18)	14,131
Acquisition of a subsidiary	-	-	-	-	-	444	444
At 30 September 2019	<u>210,977</u>	<u>1,652</u>	<u>76,847</u>	<u>771,651</u>	<u>1,061,127</u>	<u>3,261</u>	<u>1,064,388</u>

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the financial statements for the year ended 31 March 2020 and the Notes to the Interim Financial Report)

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW
FOR SECOND QUARTER ENDED 30 SEPTEMBER 2020**

(The figures have not been audited)

	30/09/20 RM'000	30/09/19 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
(Loss)/profit before taxation	(51)	20,215
Adjustment for non-cash items :		
Non-cash items	1,529	1,777
Non-operating items	10,036	9,781
Operating profit before working capital changes	<u>11,514</u>	<u>31,773</u>
Changes in Working Capital :		
Increase in receivables	(4,116)	(29,597)
Movement in property development cost	(11,143)	(1,960)
Movement in stocks	1,144	6,891
Decrease in payables	(6,728)	(20,016)
Cash used in operations	<u>(9,329)</u>	<u>(12,909)</u>
Interest and dividend received	5	95
Taxation paid	(1,025)	1,869
Taxation refund	353	-
Net cash used in operating activities	<u>(9,996)</u>	<u>(10,945)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest and dividend received	305	1,422
Other investments/placements	(2,320)	10,993
Purchase property, plant & equipment (net of disposal)	(197)	(1,310)
Acquisition of a subsidiary	-	(4,000)
Addition to Inventories - Land Held for Development	(10,123)	-
Proceeds from loan assets	20,019	-
Proceeds from land compensation received	1,984	-
Investment in investment property (net of disposal)	-	(40)
Net cash generated from investing activities	<u>9,668</u>	<u>7,065</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of hire purchase payables (net)	(63)	(172)
Repayment of lease liabilities	(470)	(224)
Drawdown of Short & Long Term Loan	24,056	50,000
Repayment of bank borrowings and financing costs	(14,612)	(28,093)
Interest paid	(10,241)	(12,117)
ICULS Coupon paid	(2,710)	(2,710)
Net cash (used in)/generated from financing activities	<u>(4,040)</u>	<u>6,684</u>
NET CHANGES IN CASH & CASH EQUIVALENTS	(4,368)	2,804
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	23,469	47,535
CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD	<u><u>19,101</u></u>	<u><u>50,339</u></u>

(The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the financial statements for the year ended 31 March 2020 and Notes to the Interim Financial Report)

PART A : EXPLANATORY NOTES PURSUANT TO MFRS 134

A1 Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards ("MFRS") 134 : Interim Financial Reporting and Chapter 9, Part K of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 31 March 2020. 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 March 2020.

Adoption of new and amended standards

The accounting policies and methods of computation adopted in this interim financial statements are consistent with those adopted in the preparation of the audited financial statements for the year ended 31 March 2020, except for the adoption of the following amendments to Malaysian Financial Reporting Standards (MFRS) which are applicable for the Group's financial year beginning 1 April 2020:-

Amendments to MFRS 3	Business Combination and Definition of a Business
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
Amendments to MFRS 134	Interim Financial Reporting
Amendments to MFRS 137	Provision, Contingent Liabilities and Contingent Assets
Amendments to MFRS 138	Intangible Assets
Amendments to IC Interpretation 12	Service Concession Arrangements
Amendments to IC Interpretation 132	Intangible Assets - Web Site Costs

The adoption of the above amendments had no significant impact to the financial statements of the Group.

A2 Audit Qualification

The audit report of the preceding annual financial statements was not qualified.

A3 Seasonal or Cyclical Factors

The Group's activities are not affected by any seasonal or cyclical factors.

A4 Nature and Amount of Unusual Items

There were no items of an exceptional or unusual nature that have affected the assets, liabilities, equity, net income or cashflows of the Group during the current quarter.

A5 Changes in estimates

There are no significant changes in estimates in the current quarter.

A6 Debt and Equity Securities

There were no other issuances, cancellations, repurchases, resale and repayment of debt and equity securities in the current quarter:-

A7 Dividend

There were no dividend paid during the current quarter ended 30 September 2020.

A8 Material and subsequent Events

There were no other material and subsequent events other than the “COVID-19” pandemic which has significant impact to the Group’s business, in particular Mall and Car Park operations as mentioned in item B1 and B3.

A9 Effects of Changes in the Composition of the Group

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

A10 Contingent Liabilities

Contingent liabilities of the Group as at the date of this report, are in respect of guarantees given to government bodies and service providers amounting to RM6,414,137.

A11 Capital Commitment

There was no capital commitment as at the date of this announcement.

A12 Related Party Transactions

There were no significant related party transactions as at the date of this announcement.

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

B1 Review of Performance of the Operating Segments

	CUMULATIVE QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TO DATE	PRECEDING YEAR CORRESPONDING PERIOD
	30/09/20 RM'000	30/09/19 RM'000	30/09/20 RM'000	30/09/19 RM'000
<u>Revenue</u>				
Investment holding and others	1,434	1,645	2,392	2,807
Property development	17,424	42,030	20,387	49,773
Property investment	302	318	603	636
Mall operations	19,435	21,851	29,485	43,178
Carpark operations	2,288	2,734	3,635	5,489
	<u>40,883</u>	<u>68,578</u>	<u>56,502</u>	<u>101,883</u>
Adjustments and eliminations	(8,044)	(9,408)	(12,221)	(16,403)
Total revenue	<u>32,839</u>	<u>59,170</u>	<u>44,281</u>	<u>85,480</u>
<u>Results</u>				
Investment holding and others	(1,352)	(2,171)	(2,901)	(2,564)
Property development	859	10,795	(3,306)	8,148
Property investment	161	153	309	333
Mall Operations	7,604	7,753	8,822	13,798
Carpark operations	907	1,252	1,084	2,566
	<u>8,179</u>	<u>17,782</u>	<u>4,008</u>	<u>22,281</u>
Adjustments and eliminations	(3,058)	(1,131)	(4,059)	(2,066)
(Loss)/profit before tax	<u>5,121</u>	<u>16,651</u>	<u>(51)</u>	<u>20,215</u>

Current Quarter vs Previous Year Corresponding Quarter

For the current quarter under review, the Group recorded a lower revenue of RM32.8 million as compared to preceding year corresponding quarter of RM59.2 million. The Group's revenue was lower across all segments due to the COVID-19 pandemic as the government continued with the Conditional and Recovery phases of Movement Control Order ("MCO"). The construction work progress was significantly affected with the revenue recognised decreased by RM24.6 million representing a decrease of 59% as compared to preceding year corresponding quarter. The Mall Operations' revenue decreased by RM2.4 million mainly due to pre-matured termination of tenancy agreements by Tenants and significantly lower Turnover Rent from the tenants. The Car Park's traffic volume also dropped for all car park sites, resulted in the revenue decreased to RM2.3 million as compared to preceding year quarter of RM2.7 million, a decrease of RM446,000 or 16%.

The Group recorded a profit before tax of RM5.1 million in the current quarter as compared to a profit before tax of RM16.6 million in the preceding year corresponding quarter. The decrease in profit before tax of RM11.5 million was mainly attributable to decrease in revenue of RM26.3 million.

B2 Comment on Financial Results (Current quarter compared with the preceding quarter)

	Current Quarter 30/9/20 RM'000	Preceding Quarter 30/6/20 RM'000	Variance RM'000
Profit before tax	5,121	(5,172)	10,293

The Group's business had significantly improved in the current quarter as compared to the preceding quarter when the government replaces the MCO with the Conditional and Recovery phases of the MCO and thereby reduces the pre-tax loss of RM5.2 million in the preceding quarter to pre-tax profit of RM5.1 million in the current quarter.

B3 Prospects

The Group currently has three active divisions contributing the Group's results, namely Property Development, Mall Operations and the Car Park Operations. The Group expects its performance across all segments will be significantly affected as Malaysia moves into the third wave of the COVID-19 pandemic at the end of September 2020.

B4 Profit Forecast / Guarantee

There were no profit forecast or profit guarantee issued by the Group.

B5 Taxation

Taxation comprises:-

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER 30/09/20 RM'000	PRECEDING YEAR CORRESPONDING QUARTER 30/09/19 RM'000	CURRENT YEAR TODATE 30/09/20 RM'000	PRECEDING YEAR CORRESPONDING PERIOD 30/09/19 RM'000
Company Level				
- current taxation	-	(22)	-	(69)
- prior year	-	-	-	-
Subsidiary Companies				
- current taxation	(1,834)	(3,925)	(2,140)	(5,287)
- prior year	-	-	-	-
	<u>(1,834)</u>	<u>(3,947)</u>	<u>(2,140)</u>	<u>(5,356)</u>

The tax charge in the current quarter and current year-to-date arises from the operating and investment income of subsidiary companies.

The difference between the income tax expense at the statutory income tax rate and the income tax expense at the effective income tax rate of the Group is due to certain income not subject to tax, certain expenses not deductible for tax purposes, utilisation of previously unrecognised tax losses and deferred tax assets not recognised during the current quarter and current year-to-date.

B6 Status of Corporate Proposals

a) Rights Issue of ICULS with Warrants:

Pursuant to the Rights Issue of ICULS with Warrants, the Group wishes to announce the following:

- i) The utilisation of proceeds of RM99,256,000 from the Rights Issue of ICULS with Warrants as at the date of announcement is as follows:

Purpose	Allocation	Utilisation	Re-allocation	Balance unutilised	Intended timeframe for utilisation from completed date
	RM'000	RM'000	RM'000	RM'000	
Acquisition of new land	62,550	(62,550)	-	-	Within 24 months
Working capital	10,006	(10,367)	361	-	Within 9 months (Extended another 15 months)
Repayment of bank borrowings	25,000	(25,000)	-	-	Within 3 months
Payment of expenses in connection with corporate exercise	1,700	(1,339)	(361)	-	Within 3 months
	<u>99,256</u>	<u>(99,256)</u>	<u>-</u>	<u>-</u>	

- ii) The number and percentage of voting shares or voting rights and the conversion or subscription rights or options in Asian Pac held by Mr. Mah Sau Cheong and Ms. Chin Lai Kuen as at latest practicable date prior to the disclosure are as below:

Name	As at 23 November 2020			
	No. of Asian Pac Shares	%	No. of ICULS	No. of Warrants
Mah Sau Cheong	182,068,669	17.55	58,800,411	117,600,822
Chin Lai Kuen	5,260,000	0.51	0	0
Total	187,328,669	18.06	58,800,411	117,600,822

- iii) The maximum potential voting shares or voting rights of Mr. Mah Sau Cheong and Ms. Chin Lai Kuen in Asian Pac, if only Mr. Mah Sau Cheong and Ms. Chin Lai Kuen (but not other holders) exercise the conversion or subscription rights or options in full are as below:

Name	Maximum Potential	
	No. of Asian Pac Shares	%
Mah Sau Cheong	593,671,546	36.96%
Chin Lai Kuen	5,260,000	0.33%
Total	598,931,546	37.29%

- iv) As at 30 September 2020, the following are the outstanding ICULS and Warrants:

- ICULS	90,243,961
- No. of warrants	198,512,922

ASIAN PAC HOLDINGS BERHAD (129-T)
(INCORPORATED IN MALAYSIA)

B7 Group Borrowings as at 30 September 2020 are as follows:

	RM'000
a) Current	
Secured:-	
Term loans and Revolving Credits	71,043
Bank Overdaft	5,149
Obligation under finance lease	77
	<hr/>
	76,269
	<hr/>
b) Non-current	
Secured:-	
Term loans	338,191
Redeemable Preference Shares	49,402
Obligation under finance lease	52
	<hr/>
	387,645
Non-secured:-	
Liability portion of ICULS	5,041
	<hr/>
	392,686
	<hr/>
Total Borrowings	<hr/> 468,955 <hr/>

B8 Material Litigation

The Directors are not aware of any material litigation that would adversely affect the operations and financial affairs of the Group as at the date of this announcement.

B9 Proposed Dividend

The Directors do not recommend any dividend for the 2nd quarter ended 30 September 2020.

B10 Earnings Per Share

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	CURRENT YEAR QUARTER	PRECEDING YEAR CORRESPONDING QUARTER	CURRENT YEAR TODATE	PRECEDING YEAR CORRESPONDING PERIOD
	30/09/20 RM'000	30/09/19 RM'000	30/09/20 RM'000	30/09/19 RM'000
a) Basic earnings per share				
Net (loss)/profit attributable to owners of the parent	3,367	12,713	(2,063)	14,877
Weighted average no. of ordinary share in issue	1,037,417	1,037,127	1,037,417	1,037,127
Assumed full conversion of ICULS ('000)	451,220	451,720	451,220	451,720
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	1,488,637	1,488,847	1,488,637	1,488,847
Basic earnings per share (sen)				
- Before mandatory conversion of ICULS (sen)	0.32	1.23	(0.20)	1.43
- After mandatory conversion of ICULS (sen)	0.23	0.85	(0.14)	1.00
b) Diluted earning per share				
Net (loss)/profit attributable to ordinary equity holders of the parent	3,367	12,713	(2,063)	14,877
Weighted average no. of ordinary share in issue	1,037,417	1,037,127	1,037,417	1,037,127
<u>Effects of dilution:</u>				
Assumed full conversion of ICULS ('000)	451,220	451,720	451,220	451,720
Assumed exercise of Warrants	#	#	#	#
Adjusted weighted average number of ordinary shares in issue and issuable ('000)	1,488,637	1,488,847	1,488,637	1,488,847
Diluted earning per share (sen)	0.23	0.85	(0.14)	1.00

The assumed exercise of the Warrants at average market price is treated as an issue of ordinary shares for no consideration. The dilutive effect of the assumed exercise of Warrants for the current quarter and current year todate are not considered because the Warrants are 'out of money'.

B11 Profit Before Tax

The following amounts have been included in arriving at profit before tax:

	CURRENT YEAR QUARTER 30/09/20 RM'000	CURRENT YEAR TODATE 30/09/20 RM'000
Charging:		
Depreciation	609	1,204
Finance cost	5,602	11,437
Impairment of goodwill	32	32
Loss on land compensation	42	42
Property, Plant & Equipment written off	1	1
Allowance of doubtful debts	1	2
And crediting:		
Interest income	286	469
Gain on disposal of property, plant and equipment	1	1
Write back allowance for doubtful debts	63	86
Fair value gain on short term investment	233	512
Other income	481	1,251

The gain or loss on derivatives is not applicable to the Group as the Group's policy states that no trading in derivative financial instruments shall be undertaken.

Dated : 23 November 2020
Kuala Lumpur, Malaysia

By order of the Board
Chan Yoon Mun
Secretary