



SPRING ART HOLDINGS BERHAD

REGISTRATION NO: 201801016143 (1278159-A)

**UNAUDITED INTERIM FINANCIAL STATEMENTS
FOR THIRD QUARTER ENDED 30 SEPTEMBER 2022**

SPRING ART HOLDINGS BERHAD
REGISTRATION NO: 201801016143 (1278159-A)
UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2022 (a)

	Unaudited As At 30.09.2022 RM'000	Audited As At 31.12.2021 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	42,489	28,499
Right-of-use assets	10,024	12,460
Total non-current assets	52,513	40,959
Current Assets		
Inventories	12,634	19,421
Trade receivables	5,150	6,262
Other receivables	8,705	9,910
Derivatives financial instruments	-	34
Tax Recoverable	799	185
Fixed deposits with licensed bank	9,675	13,500
Cash and bank balances	13,318	9,019
Total current assets	50,281	58,331
TOTAL ASSETS	102,794	99,290
EQUITY AND LIABILITIES		
EQUITY		
Share capital	54,755	54,755
Revaluation reserve	9,712	9,886
Merger deficit	(31,300)	(31,300)
Retained profits	46,932	44,288
Total equity	80,099	77,629
LIABILITIES		
Non-current liabilities		
Borrowings	13,915	4,418
Lease liabilities	-	1,694
Deferred tax liabilities	3,878	4,168
Total non-current liabilities	17,793	10,280
Current Liabilities		
Trade payables	2,056	7,233
Other payables	1,543	2,915
Derivatives financial instruments	179	-
Borrowings	1,124	599
Lease liabilities	-	634
Total current liabilities	4,902	11,381
Total liabilities	22,695	21,661
TOTAL EQUITY AND LIABILITIES	102,794	99,290
Net assets per share (RM) (b)	0.19	0.19

Notes:

- (a) The basis of preparation of the Unaudited Condensed Consolidated Statement of Financial Position are disclosed in Note A1 and should be read in conjunction with the Group's annual audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to this interim financial report.
- (b) Net assets per ordinary share is calculated based on the Company's number of ordinary shares at the end of the reporting period which is 415,689,400 shares.



SPRING ART HOLDINGS BERHAD
REGISTRATION NO: 201801016143 (1278159-A)
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2022 (a)

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Unaudited Current Year Quarter 30.09.2022 RM'000	Unaudited Preceding Year Corresponding Quarter 30.09.2021 RM'000	Unaudited Current Year -To-Date 30.09.2022 RM'000	Unaudited Preceding Year Corresponding Period 30.09.2021 RM'000
Revenue	9,725	1,767	33,583	31,033
Operating expenses	(9,696)	(3,926)	(31,837)	(31,506)
Other income	486	339	1,217	1,009
Finance costs	(124)	(68)	(332)	(213)
Profit / (Loss) before tax ("PBT" / "LBT")	391	(1,888)	2,631	323
Tax expense	14	864	(161)	481
Profit / (Loss) after tax ("PAT" / "LAT")	405	(1,024)	2,470	804
Other comprehensive income / (loss) net of tax: -				
Items that will not reclassified subsequently to profit or loss				
Realisation of revaluation reserve upon depreciation of revalued assets	58	58	174	174
Transfer of revaluation reserve to retained earnings	(58)	(58)	(174)	(174)
	-	-	-	-
Total comprehensive income / (loss) for the financial period	405	(1,024)	2,470	804
Profit / (Loss) for the financial period attributable to :				
Owners of the Company	405	(1,024)	2,470	804
	405	(1,024)	2,470	804
Total comprehensive income / (loss) for the financial period attributable to :				
Owners of the Parent	405	(1,024)	2,470	804
	405	(1,024)	2,470	804
Basic earnings / (loss) per share (in sen)	0.10	(0.25)	0.59	0.19
Diluted earnings / (loss) per share (in sen)	0.10	(0.25)	0.59	0.19

Notes:

- (a) The basis of preparation of the Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income are disclosed in Note A1 and should be read in conjunction with the Group's annual audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to this interim financial report.

SPRING ART HOLDINGS BERHAD
REGISTRATION NO: 201801016143 (1278159-A)
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2022 (a)

	Non-distributable			Distributable	
	Share Capital RM'000	Revaluation Reserve RM'000	Merger Reserve RM'000	Retained Profit RM'000	Total Equity RM'000
Balance as at 1 January 2021	54,754	10,118	(31,300)	39,953	73,525
Total comprehensive income for the financial period	-	-	-	5,766	5,766
Issue of ordinary shares	1	-	-	-	1
Realisation of revaluation reserve upon depreciation of revalued assets	-	(232)	-	232	-
Transactions with owners:-					
Dividend paid	-	-	-	(1,663)	(1,663)
Balance as at 31 December 2021 (Audited)	54,755	9,886	(31,300)	44,288	77,629
Total comprehensive income for the financial period	-	-	-	2,470	2,470
Realisation of revaluation reserve upon depreciation of revalued assets	-	(174)	-	174	-
Balance as at 30 September 2022 (Unaudited)	54,755	9,712	(31,300)	46,932	80,099

Notes:

- (a) The basis of preparation of the Unaudited Condensed Consolidated Statement of Changes in Equity are disclosed in Note A1 and should be read in conjunction with the Group's annual audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to this interim financial report.

SPRING ART HOLDINGS BERHAD
REGISTRATION NO: 201801016143 (1278159-A)
UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2022 (a)

	CUMULATIVE QUARTER	
	Unaudited Current Year -To-Date 30.09.2022 RM'000	Unaudited Preceding Year Corresponding Period 30.09.2021 RM'000
Cash flows from operating activities		
Profit before tax	2,631	323
Adjustments for :		
Depreciation of property, plant and equipment	1,611	1,571
Depreciation of right-of-use assets	697	694
Fair value loss on derivative financial instruments	213	256
Gain on disposal of property, plant & equipments	(33)	(5)
Finance costs	332	213
Interest income	(346)	(256)
Unrealised foreign exchange gain	(455)	(246)
Operating cash flows before changes in working capital	4,650	2,550
Decrease / (Increase) in inventories	6,787	(1,392)
Decrease in trade and other receivables	2,495	2,812
Decrease in trade and other payables	(6,585)	(3,605)
Cash generated from operations	7,347	365
Income tax paid	(1,065)	(1,541)
Interest paid	(332)	(213)
Net cash generated from / (used in) operating activities	5,950	(1,389)
Cash flows from investing activities		
Purchase of property, plant and equipment	(15,601)	(7,945)
Proceeds from disposal of property, plant and equipment	33	5
Reversal of right-of-use assets	(589)	-
Interest received	346	256
Net cash used in investing activities	(15,811)	(7,684)
Cash flows from financing activities		
Issuance of shares	-	1
Dividend paid	-	(1,663)
Drawdown of term loans	10,796	-
Payment of principal portion of lease liabilities	-	(470)
Repayment of term loans	(774)	(517)
Net cash generated from / (used in) financing activities	10,022	(2,649)
Net Increase / (decrease) in cash and cash equivalents	161	(11,722)
Effect of exchange rate changes on cash and cash equivalents	313	220
Cash and cash equivalents at beginning of financial period	22,519	31,914
Cash and cash equivalents at end of financial period	22,993	20,412
Cash and cash equivalents included in the cash flow statements comprise the followings:		
Cash and bank balances	13,318	9,031
Fixed deposits with a licensed bank	9,675	-
Money market fund	-	11,381
	22,993	20,412

Notes:

- (a) The basis of preparation of the Unaudited Condensed Consolidated Statement of Cash Flows are disclosed in Note A1 and should be read in conjunction with the Group's annual audited financial statements for the year ended 31 December 2021 and the accompanying explanatory notes attached to this interim financial report.

SPRING ART HOLDINGS BERHAD**REGISTRATION NO: 201801016143 (1278159-A)****NOTES TO THE INTERIM FINANCIAL STATEMENTS
FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2022****PART A – EXPLANATORY NOTES IN COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING
STANDARDS (“MFRS”) 134, INTERIM FINANCIAL REPORTING****A1. BASIS OF PREPARATION**

The interim financial report of SPRING ART HOLDINGS BERHAD (“**SPRING**” or “**the Company**”) and its subsidiaries (“**the Group**”) are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards (“**MFRS**”) No. 134: Interim Financial Reporting and Rule 9.22 of Listing Requirements.

This interim financial report should be read in conjunction with the Group’s annual audited financial statements for the year ended 31 December 2021 and the accompanying notes attached to this interim financial report.

A2. SIGNIFICANT 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 Group’s annual audited financial statements for the year ended 31 December 2021.

Adoption of new or revised MFRSs

The Group and the Company have applied the following standards, amendments to published standards and IC Interpretation approved by Malaysian Accounting Standards Board (“MASB”) for the first time for the financial year beginning on 1 January 2022:

- Amendments to MFRSs contained in the document entitled – *Annual improvements to MFRS Standards 2018 – 2020*
- Amendments to MFRS 3 – *Business Combinations*
- Amendments to MFRS 116 – *Property, Plant and Equipment Proceeds before Intended Use*
- Amendments to MFRS 137 – *Provision, Contingent Liabilities and Contingent Assets for Onerous Contracts – Cost of Fulfilling a Contract*

The adoption of the above MFRSs, amendments to published standards and IC Interpretation did not have any material impact on the current and prior year financial statements of the Group and of the Company.

Standards issued but not yet effective

The following are MFRSs, Amendments to MFRSs and IC Interpretations with effective dates on or after 1 January 2023 issued by MASB and they have not been early adopted by the Group. The Group intends to adopt these new standards, amendments to the published standards and interpretations, if applicable, when they become effective.

(a) MFRS and amendments effective for financial period beginning on or after 1 January 2023

- MFRS 17 – *Insurance Contracts*
- Amendments to MFRS 17 – *Insurance Contracts*
- Amendment to MFRS 101 – *Classification of Liabilities as Current or Non-current*

(b) Amendments effective for a date yet to be confirmed

- Amendments to MFRS 10 and MFRS 128 – *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The initial application of the MFRSs and amendments to the published standards and interpretations is not expected to have any material impact on the financial statements of the Group and of the Company.

A3. AUDITORS' REPORT

The audited financial statements for the financial year ended 31 December 2021 was not subject to any qualification.

A4. SEASONAL OR CYCLICAL FACTORS

Our operations are not significantly affected by seasonal or cyclical patterns as our furniture products are exported to several regions globally, where the differing sales and promotion period of furniture sales in different regions allow us to benefit from consistent sales throughout the year.

A5. EXTRAORDINARY AND EXCEPTIONAL ITEMS

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

A6. MATERIAL CHANGES IN ESTIMATES OF AMOUNTS REPORTED

There were no material changes in estimates of amounts reported in prior interim periods or prior financial year that have a material effect during the current financial quarter under review.

A7. CHANGES IN DEBT AND EQUITY SECURITIES

There were no issuances, cancellation, repurchase, resale or repayment of debt and/or equity securities, share buy-backs, share cancellations, share held as treasury shares and resale of treasury shares during the current financial quarter under review.

Type of Securities	As at 01.07.2022	Allotment	Conversion	As at 30.09.2022
Ordinary shares	415,689,400	-	-	415,689,400
Warrants A	166,272,400	-	-	166,272,400

A8. DIVIDENDS PAID

There were no dividends paid for the current financial quarter under review.

A9. SEGMENTAL INFORMATION

For management purposes, majority of the operations of the Group is involved in the manufacturing of office and household furniture. There were no separate business units for the purpose of making decisions about resource allocation and performance assessment by the Managing Director.

The Group operates only in Malaysia hence there is no disclosure of geographical segments on the non-current assets. Sales to external customers disclosed in geographical segments are based on the geographical location of its customers.

The following table provides an analysis of the Group's revenue by geographical segment:

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	30.09.2022	30.09.2021	30.09.2022	30.09.2021
	RM'000	RM'000	RM'000	RM'000
Middle East	7,069	1,540	23,739	22,071
Asia Pacific	2,656	227	6,974	4,023
North America and Latin America	-	-	2,095	4,008
Europe	-	-	440	851
Africa	-	-	-	80
Oceania	-	-	335	-
Total	9,725	1,767	33,583	31,033

A10. VALUATION OF PROPERTY, PLANT AND EQUIPMENT

There was no valuation of property, plant and equipment during the current financial quarter under review.

A11. MATERIAL EVENTS SUBSEQUENT TO THE END OF THE CURRENT FINANCIAL QUARTER

There were no other material events subsequent to the end of the current financial quarter that have not been reflected in this interim financial report.

A12. CHANGES IN THE COMPOSITION OF THE GROUP

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

A13. CHANGES IN CONTINGENT LIABILITIES/ASSETS

As at the date of this report, the Group has contingent liabilities as follows:

	RM'000
Corporate guarantees for credit facilities granted to subsidiaries (unsecured)	15,039

A14. CAPITAL COMMITMENTS

The material capital commitments of the Group as at 30 September 2022 are as follows:

	As at 30.09.2022 RM'000	As at 30.09.2021 RM'000
Authorised and Contracted for:		
Application for access road	260	260
Purchase of property, plant and equipment	15,986	16,677
	16,246	16,937

A15. RELATED PARTY TRANSACTIONS

There were no related party transactions in the current financial quarter under review.

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

B1. PERFORMANCE REVIEW

- Results for current quarter and financial year-to-date

	INDIVIDUAL QUARTER			CUMULATIVE QUARTER		
	Current Year Quarter 30.09.2022 RM'000	Preceding Year Corresponding Quarter 30.09.2021 RM'000	+/- %	Current Year- To-Date 30.09.2022 RM'000	Preceding Year Corresponding Period 30.09.2021 RM'000	+/- %
Revenue	9,725	1,767	450.4	33,583	31,033	8.2
PBT / (LBT)	391	(1,888)	120.7	2,631	323	714.6

The Group recorded revenue of RM9.73 million for the current financial quarter ended 30 September 2022 ("Q3 2022"), an increase of 450.4% as compare to the preceding year corresponding quarter ended 30 September 2021 ("Q3 2021").

The higher revenue was mainly attributed to the higher sales volume from Middle East and absence of the implementation of Full Movement Control Order ("FMCO") which had caused the Group's operations suspended for thirteen weeks for the preceding year corresponding quarter ended 30 September 2021.

The Group's PBT increased by 120.7% from LBT of RM0.57million in Q3 2021 to RM0.39 million in Q3 2022. The increase in profit before tax was mainly attributable to the higher sales volume and strengthening of the USD against the RM whereby a majority of the Group's sales are denominated in USD.

B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER RESULTS

	INDIVIDUAL QUARTER		CHANGES	
	Current Year Quarter 30.09.2022 RM'000	Preceding Quarter 30.06.2022 RM'000	RM'000	%
Revenue	9,725	10,059	(334)	(3.3)
PBT	391	623	(232)	(37.2)

The Group recorded revenue of RM9.73 million in Q3 2022 as compared to RM10.06 million recorded in the preceding quarter ended 30 June 2022 ("Q2 2022"), it was a decrease of RM0.33 million during current financial quarter.

The decrease of revenue was due to the decrease of demand from customers which affected by the rate of inflation as it effects consumer spending on goods.

B3. PROSPECT AND OUTLOOK FOR THE CURRENT FINANCIAL YEAR

The global economy continues to face many challenges such as the increase of interest rate, global inflation, foreign exchange rate fluctuations and the Russia-Ukraine war. All these have caused cost inflation in the businesses around the world.

Looking ahead, the operating and business environment remains challenging with the emergence of new challenges. Nevertheless, the Group will continue to focus on the Group's core competency, stay vigilant and putting in place various cost cutting and control strategies and take timely and appropriate action plans to mitigate the adverse impact of the challenges on the Group's financial performance.

The completion of Factory C will be postponed to Q2 2023 due to the delay of electricity supply from Tenaga Nasional Berhad to our Factory C's electricity substation. However, the Group is confident that the future prospects of the Group will be favourable after the completion of the Factory C. With the increasing production capacity, the Group is now focused in driving more research and development activities in enhancing our products to better suit the needs of our customers. The Group businesses will continue with their business plans to expand market coverage and product range and at the same time, remain vigilant and responsive to market changes.

In addition, the Board will regularly review the performance and progress of the Group's operations and financial performance. The Board expects that the Group's prospects for the financial year ending 31 December 2022 to be challenging but satisfactory.

B4. VARIANCE OF ACTUAL PROFIT FROM FORECAST PROFIT

The Group did not issue any profit forecast or profit guarantee during the current financial quarter under review.

B5. INCOME TAX EXPENSE

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	30.09.2022	30.09.2021	30.09.2022	30.09.2021
	RM'000	RM'000	RM'000	RM'000
Current tax expense	95	(752)	451	(483)
Deferred tax expense	(109)	(112)	(290)	2
Total tax expense	(14)	(864)	161	(481)

B6. STATUS OF CORPORATE PROPOSALS

There were no other corporate proposals announced but not completed for the current financial quarter under review.

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B7. UTILISATION OF PROCEEDS RAISED FROM THE IPO

The estimated gross proceeds arising from Public Issue of approximately RM24.42 million shall accrue entirely to us and will be utilised in the following manner:

Utilisation of proceeds	Estimated timeframe for utilisation	Proposed utilisation	Actual utilisation (a)	Unutilised Amount
		RM'000	RM'000	RM'000
Machinery for Factory C	24 months	17,550	7,880	9,670
General working capital	24 months	3,672	3,672	-
Estimated listing expenses	1 month	3,200	3,200	-
		24,422	14,752	9,670

Note:

- (a) The utilisation of proceeds disclosed above should be read in conjunction with the Prospectus of the Company dated 16 October 2019.

B8. GROUP'S BORROWINGS AND DEBT SECURITIES

The Group's borrowings are as follows:

	As At 30.09.2022 RM'000	As At 30.09.2021 RM'000
Non-current :		
Term loan	13,915	4,316
	13,915	4,316
Current :		
Term loan	1,124	709
	1,124	709
Total borrowings	15,039	5,025

All the Group's borrowings are secured and denominated in Ringgit Malaysia.

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B9. FINANCIAL INSTRUMENTS - DERIVATIVES

The Group uses derivative financial instruments, mainly foreign currency forward contracts to hedge its exposure to fluctuations in foreign exchange arising from sales. The Group does not hold or issue derivative financial instruments for trading purposes.

The details of the outstanding foreign currency forward contracts are as follows: -

	NOTIONAL AMOUNT AS AT		FAIR VALUE LOSS AS AT	
	30.09.2022	30.09.2021	30.09.2022	30.09.2021
	RM'000	RM'000	RM'000	RM'000
Foreign currency contracts				
Less than one year	3,938	4,769	213	256

The above instruments are executed with credit worthy financial institutions in Malaysia. The Directors are of the view that the possibility of non-performance by these financial institutions is remote on the basis of their financial strength. There are also no cash requirements risks as the Group only uses foreign currency forward contracts as its hedging instruments. The fair value changes have been recognised in the profit and loss.

B10. MATERIAL LITIGATION

There were no material litigation involving the Group as at 30 September 2022.

B11. DIVIDEND

No dividend has been proposed for the current quarter under review.

B12. DISCLOSURE ON SELECTED EXPENSE/ INCOME ITEMS AS REQUIRED BY THE LISTING REQUIREMENTS

Profit before tax is arrived after charging / (crediting): -

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	30.09.2022	30.09.2021	30.09.2022	30.09.2021
	RM'000	RM'000	RM'000	RM'000
Depreciation of property, plant and equipment	532	539	1,611	1,571
Depreciation of right-of-use assets	244	225	697	694
Fair value loss / (gain) on derivative financial instruments	72	(82)	213	256
Gain on disposal of property, plant and equipment	-	-	(33)	(5)
Gain on foreign exchange				
Realised	(35)	(109)	(117)	(289)
Unrealised	(180)	-	(455)	(246)
Interest income	(258)	(72)	(346)	(256)
Finance costs	124	68	332	213

B13. EARNINGS / (LOSS) PER SHARE***Basic earnings / (loss) per share***

Basic earnings / (loss) per share amount are calculated by dividing the profit / (loss) attributable to Owners of the Parent by the weighted average number of ordinary shares outstanding during the period.

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	30.09.2022	30.09.2021	30.09.2022	30.09.2021
Profit / (Loss) after tax attributable to owners of the Company (RM'000)	405	(1,024)	2,470	804
Weighted average number of ordinary shares in issue ('000) (a)	415,689	415,687	415,689	415,687
Basic earnings / (loss) per share (sen)	0.10	(0.25)	0.59	0.19
Profit / (Loss) after tax attributable to owners of the Company (RM'000)	405	(1,024)	2,470	804
Weighted average number of ordinary shares for diluted earnings / (loss) per ordinary share computation ('000) (b)	415,689	415,688	415,689	415,688
Diluted earnings / (loss) per share (sen)	0.10	(0.25)	0.59	0.19

Notes:

- (a) Basic earnings / (loss) per share is calculated based on the Company's number of ordinary shares at the end of the reporting period which is 415,689,400 shares.
- (b) Diluted earnings / (loss) per share of the Company for the individual quarter ended 30 September 2022 and year-to-date ended 30 September 2022 is equivalent to the basic earnings / (loss) per share as the Company does not have any convertible options as at the end of the reporting period.

Board of Directors
Spring Art Holdings Berhad
29th November 2022