

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

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

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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
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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
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* 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.

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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.

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

	Current Year Quarter Ended 31 Mar 2020 RM'000	Corresponding Quarter Ended 31 Mar 2019 RM'000	Current Year To Date 31 Mar 2020 RM'000	Corresponding Period Ended 31 Mar 2019 RM'000
SEGMENT REVENUE				
Trading & Service	569	3,362	569	3,362
Agriculture & Energy	-	1	-	1
Property	-	-	-	-
	569	3,363	569	3,363
Inter-segment sales	-	-	-	-
TOTAL	569	3,363	569	3,363
	Current Year Quarter Ended 31 Mar 2020 RM'000	Corresponding Quarter Ended 31 Mar 2019 RM'000	Current Year To Date 31 Mar 2020 RM'000	Corresponding Period Ended 31 Mar 2019 RM'000
SEGMENT RESULTS				
Trading & Service	(750)	(878)	(750)	(878)
Agriculture & Energy	(699)	(540)	(699)	(540)
Property	-	-	-	-
	(1,449)	(1,418)	(1,449)	(1,418)

The Group registered revenue of approximately RM0.6 million for the quarter ended 31 March 2020, which was approximately RM2.8 million lower as compared to the preceding year corresponding quarter ended 31 March 2019 of approximately RM3.4 million. The lower revenue was mainly due to the decrease from trading and services segment.

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.

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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

On 04 March 2020, the Board of Directors of Compugates announced that the Company has fixed the issue price of Tranche 4 of the Placement Shares at RM0.0145 per Placement Share to be issued pursuant to the Private Placement.

The aforementioned issue price of RM0.0145 per Placement Share represents a discount of approximately RM0.0014 or 8.81% from the 5-day weighted average market price of CHB from 26 February 2020 to 3 March 2020 of approximately RM0.0159 per Share.

14. Capital Commitment

The Group has no capital commitment as of 31 March 2020.

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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	
	31 Mar 2020	31 Mar 2019	RM	%	31 Mar 2020	31 Mar 2019	RM	%
Revenue	569	3,363	(2,794)	83	569	3,363	(2,794)	83
Operating Losses	(1,372)	(1,505)	133	8.8	(1,372)	(1,505)	133	8.8
Loss Before Interest & Tax	(1,372)	(1,505)	133	8.8	(1,372)	(1,505)	133	8.8
Loss Before Tax	(1,462)	(1,462)	-	-	(1,462)	(1,462)	-	-
Loss After tax	(1,449)	(1,418)	(93)	6.6	(1,449)	(1,418)	(93)	6.6
Loss attributable to ordinary equity holder of the parent	(1,404)	(1,383)	(21)	1.5	(1,404)	(1,383)	(21)	1.5

The Group registered revenue of approximately RM0.6 million for the current quarter ended 31 March 2020, which was approximately RM2.8 million lower as compared to the preceding year corresponding quarter ended 31 March 2019 of approximately RM3.4 million. This was mainly due to the e-commerce industry resulting in higher consumer transaction through online retailers as compared to traditional retailers.

The Group recorded a loss before taxation (“LBT”) during the current quarter ended 31 March 2020 of approximately RM1.5 million which remained relatively consistent as compared to the preceding year corresponding quarter ended 31 March 2019 of approximately RM1.5 million.

The Group recorded a loss after taxation (“LAT”) during the current quarter ended 31 March 2020 of approximately RM1.4 million which was approximately RM0.1 million higher as compared to the preceding year corresponding quarter ended 31 March 2019 of approximately RM1.4 million. The higher LAT was mainly due to an absence of adjustment of management fees.

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15. Detailed Performance Analysis (cont'd)

	Current Quarter	Immediate Preceding Quarter	Changes	
			RM	%
	31 Mar 2020	31 Dec 2019		
Revenue	569	450	119	26.4
Operating Losses	(1,372)	(4,140)	2,768	66.9
Loss Before Interest & Tax	(1,372)	(4,140)	2,768	66.9
Loss Before Tax	(1,462)	(4,254)	(2,792)	65.6
Loss After tax	(1,449)	(3,772)	(2,323)	61.6
Loss attributable to ordinary equity holder of the parent	(1,404)	(3,864)	(2,460)	63.7

The Group registered revenue of approximately RM0.6 million for the quarter ended 31 March 2020, which was approximately RM0.1 million higher as compared to immediate preceding quarter ended 31 December 2019 of approximately RM 0.5 million. The higher revenue was mainly contributed by the retailing of IT consumable, imaging products and online sales.

The Group recorded a loss before taxation (LBT) of approximately RM 1.5 million for the quarter ended 31 March 2020, which was approximately RM 2.8 million lower as compared to the immediate preceding quarter ended 31 December 2019 of approximately RM4.3 million. The lower loss was mainly due to an absence of provision of director incentive and leave entitlement.

The Group recorded LAT of approximately RM 1.4 million for the quarter ended 31 March 2020, which was approximately lower by RM 2.3 million as compared to the immediate preceding quarter ended 31 December 2019 of approximately RM 3.8 million. The factors leading to lower LAT for the current quarter are identical to those factors mentioned above and absence of reversal of overprovision of company tax of approximately RM 0.6 million.

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. At the same time, the Company will continuously develop the markets for the 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.

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18. Tax Expense

	Current Year Quarter Ended 31 Mar 2020 RM'000	Corresponding Quarter Ended 31 Mar 2019 RM'000	Current Year To Date 31 Mar 2020 RM'000	Corresponding Period Ended 31 Mar 2019 RM'000
Current tax expense:				
- for the quarter	-	-	-	-
Deferred taxation				
- Origination and reversal of temporary differences	(13)	(44)	(13)	(44)
	<u>(13)</u>	<u>(44)</u>	<u>(13)</u>	<u>(44)</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.

19. Status of Corporate Proposals

There were no status of corporate proposals during the current quarter under review.

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20. Utilisation of proceed

References is made to the utilisation of proceeds raised from the proposed 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.

A summary of the actual utilisation as follows:-

Detail of utilisation	Approved Limit during EGM @ 28.05.2019	Utilisation of Proceeds				Balance as at 31.03.2020
		1st Tranche Received @ 10.06.2019 (RM 999,999.00)	2nd Tranche Received @ 19.07.2019 (RM 999,999.00)	3rd Tranche Received @ 27.09.2019 (RM 499,998.60)	4th Tranche Received @ 11.03.2020 (RM 499,999.15)	
Repayment to Advances	2,199,000.00	(681,102.36)	(738,492.09)	(480,645.59)	(163,793.91)	134,966.05
Repayment to Creditors	2,528,000.00	(244,696.64)	(62,829.10)	(19,353.01)	(158,470.76)	2,042,650.49
Business working capital						
- Inoculation	920,000.00	-	-	-	-	920,000.00
- A&P	173,000.00	-	-	-	-	173,000.00
Operation Expenses						
- Staff Related expenses	1,625,000.00	-	(76,469.81)	-	(145,099.38)	1,403,430.81
- Sundry Expenses	553,000.00	-	(9,000.00)	-	(32,635.10)	511,364.90
Reserved Fund	5,081,000.00	-	-	-	-	5,081,000.00
M&A	420,000.00	(74,200.00)	(113,208.00)			232,592.00
	13,499,000.00	(999,999.00)	(999,999.00)	(499,998.60)	(499,999.15)	10,499,004.25

21. Borrowings and Debt Securities

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

	As at 31 Mar 2020 RM'000	As at 31 Dec 2019 RM'000
Long and Short term borrowings – secured		
- Loans from director and CEO / bank	4,727	4,534

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22. Realised and Unrealised (Losses)/Profit Disclosure

	As at 31 Mar 2020 RM'000	As at 31 Dec 2019 RM'000
Total accumulated losses of Compugates Holdings Berhad and subsidiaries:		
Realised	(80,382)	(79,478)
Unrealised	94,346	94,346
	<u>13,964</u>	<u>14,868</u>
Less: Consolidation adjustments	7,026	7,481
Total retained earnings	<u>20,990</u>	<u>22,349</u>

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. 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 next case management has been fixed on 18 June 2020 and trial on 24, 25 and 26 August 2020.

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However, 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 31 March 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 31 Mar 2020	Corresponding Quarter Ended 31 Mar 2019	Current Year To Date 31 Mar 2020	Corresponding Period Ended 31 Mar 2019
Profit / (loss) attributable to equity holders of parent (RM'000)	(1,404)	(1,383)	(1,404)	(1,383)
Number of ordinary shares in issue ('000) (FY2016:RM0.10) each	2,478,046	2,347,718	2,478,046	2,347,718
Basic profit / (loss) per share (sen)	(0.06)	(0.06)	(0.06)	(0.06)

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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27. Loss before taxation

Loss before taxation includes the following items:-

	Current Year Quarter Ended 31 Mar 2020 RM'000	Corresponding Quarter Ended 31 Mar 2019 RM'000	Current Year To Date 31 Mar 2020 RM'000	Corresponding Period Ended 31 Mar 2019 RM'000
Bad debts written off	-	-	-	-
Depreciation of property and equipment	74	74	74	74
(Gain)/Loss Disposal Equipment	-	-	-	-
Inventories written off	-	-	-	-
Impairment loss on:				
- trade receivables	9	*	9	*
- 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	-	1
Interest expense	89	48	89	48
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*

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28. Authorisation

This interim financial report for the financial period ended 31 March 2020 has been seen and approved by the Board of Directors of Compugates Holdings Berhad on 28 May 2020 for release to the Bursa Securities.

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

Date: 28 May 2020