

FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT::FULL YEARLY RESULTS

Issuer & Securities

Issuer/ Manager

ENVICTUS INTERNATIONAL HOLDINGS LIMITED

Securities

ENVICTUS INTERNATIONAL HLDGLTD - SG1CF4000007 - BQD

Stapled Security

No

Announcement Details

Announcement Title

Financial Statements and Related Announcement

Date & Time of Broadcast

28-Nov-2019 18:06:19

Status

New

Announcement Sub Title

Full Yearly Results

Announcement Reference

SG191128OTHRN8XJ

Submitted By (Co./ Ind. Name)

S SURENTHIRARAJ AND KOK MOR KEAT

Designation

COMPANY SECRETARIES

Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)

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Additional Details

For Financial Period Ended

30/09/2019

Attachments

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ENVICTUS INTERNATIONAL HOLDINGS LIMITED
(Company Registration No: 200313131Z)

UNAUDITED FULL YEAR RESULTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2019

PART 1 – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF YEAR AND FULL YEAR RESULTS

1(a) (i) Consolidated Statement of Comprehensive Income

| | 2019 RM'000 | 2018 RM'000 | Change % |
|-------------------------------------|-----------------|-----------------|-------------|
| Revenue | 462,536 | 422,605 | 9.4 |
| Cost of goods sold | (283,392) | (267,595) | 5.9 |
| Gross profit | 179,144 | 155,010 | 15.6 |
| Other operating income | 17,021 | 17,665 | (3.6) |
| Operating expenses | | | |
| Administrative expenses | (50,411) | (48,540) | 3.9 |
| Selling and marketing expenses | (134,448) | (113,733) | 18.2 |
| Warehouse and distribution expenses | (28,022) | (26,970) | 3.9 |
| Research and development expenses | (713) | (829) | (14.0) |
| Loss allowance on receivables, net | (169) | (523) | (67.7) |
| Other operating expenses | (10,164) | (1,846) | >100 |
| | (223,927) | (192,441) | 16.4 |
| Loss before interest and tax | (27,762) | (19,766) | 40.5 |
| Finance costs | (6,683) | (5,666) | 17.9 |
| Loss before income tax | (34,445) | (25,432) | 35.4 |
| Income tax expense | (2,406) | (2,434) | (1.2) |
| Loss for the financial year | (36,851) | (27,866) | 32.2 |

1(a) (i) Consolidated Statement of Comprehensive Income (continued)

| | 2019 RM'000 | 2018 RM'000 | Change % |
|--|-----------------|-----------------|--------------|
| Loss for the year | (36,851) | (27,866) | 32.2 |
| Other comprehensive income: | | | |
| Items that may be reclassified subsequently to profit or loss: | | | |
| Exchange differences on translating foreign operations | (293) | (8,577) | (96.6) |
| Net fair value loss on available-for-sale assets | - | (88) | N/A |
| | <u>(37,144)</u> | <u>(36,531)</u> | <u>1.7</u> |
| Items that will not be reclassified subsequently to profit or loss: | | | |
| Net fair value loss on financial assets at FVOCI | (70) | - | >100 |
| | <u>(37,214)</u> | <u>(36,531)</u> | <u>(1.9)</u> |
| Total comprehensive income for the year | (37,214) | (36,531) | (1.9) |
| Loss attributable to: | | | |
| Owners of the Company | (35,455) | (26,408) | 34.3 |
| Non-controlling interests | (1,396) | (1,458) | (4.3) |
| | <u>(36,851)</u> | <u>(27,866)</u> | <u>32.2</u> |
| Total comprehensive income attributable to: | | | |
| Owners of the Company | (35,729) | (36,075) | (1.0) |
| Non-controlling interests | (1,485) | (456) | >100 |
| | <u>(37,214)</u> | <u>(36,531)</u> | <u>1.9</u> |

1(a) (ii) Loss for the financial year is arrived at after charging/(crediting) the following :

| | 2019 RM'000 | 2018 RM'000 | Change % |
|--|----------------|----------------|-------------|
| Loss allowance on receivables, net | 169 | 523 | (67.7) |
| Allowance for write down of inventories | - | 316 | N/A |
| Amortisation of intangible assets | 712 | 487 | 46.2 |
| Depreciation of property, plant and equipment | 26,185 | 26,232 | (0.2) |
| Depreciation of investment properties | 482 | 511 | (5.7) |
| Dividend income | (1) | (156) | (99.4) |
| Fair value loss on held-for-trading investments, net | - | 450 | N/A |
| Foreign currency exchange loss/(gain), net | 742 | (4,080) | >100 |
| Loss on disposal of held-for-trading investments | - | 1 | N/A |
| Gain on disposal of investment property | - | (2,812) | N/A |
| Gain on disposal of property, plant and equipment | (1,323) | (4,818) | (72.5) |
| Gain on disposal of subsidiaries | (10,501) | (1,837) | >100 |
| Finance costs | 6,683 | 5,666 | 17.9 |
| Interest income | (446) | (701) | (36.4) |
| Inventories written off | - | 566 | N/A |
| Intangible assets written off | 28 | - | 100 |
| Property, plant and equipment written off | 1,065 | 1,060 | 0.5 |
| Impairment loss of intangible assets | 7,247 | - | 100 |
| Impairment loss of property, plant and equipment | 161 | - | 100 |
| Reversal of allowance for write down of inventories | (135) | (259) | (47.9) |

1(b) (i) Statements of Financial Position

| | As at 30.9.2019 RM'000 | Group As at 30.9.2018 RM'000 | As at 1.10.2017 RM'000 | As at 30.9.2019 RM'000 | Company As at 30.9.2018 RM'000 | As at 1.10.2017 RM'000 |
|---|------------------------------|---------------------------------------|------------------------------|------------------------------|---|------------------------------|
| Non-current assets | | | | | | |
| Property, plant and equipment | 383,044 | 317,354 | 256,871 | - | - | - |
| Investment properties | 22,882 | 23,364 | 27,563 | - | - | - |
| Investments in subsidiaries | - | - | - | 231,760 | 293,429 | 90,351 |
| Available-for-sale financial assets | - | 154 | 242 | - | - | - |
| Financial assets at fair value through other comprehensive income (FVOCI) | 7,676 | - | - | 7,517 | - | - |
| Deferred tax assets | 711 | 1,083 | 721 | - | - | - |
| Intangible assets | 27,525 | 34,853 | 32,842 | - | - | - |
| Deposits for purchase of plant and equipment | 31,152 | 4,566 | - | - | - | - |
| Total non-current assets | 472,990 | 381,374 | 318,239 | 239,277 | 293,429 | 90,351 |
| Current assets | | | | | | |
| Inventories | 45,622 | 40,523 | 44,644 | - | - | - |
| Trade and other receivables | 54,381 | 59,351 | 59,252 | 143,799 | 85,397 | 279,541 |
| Tax recoverable | 846 | 1,506 | 573 | - | - | - |
| Held-for-trading investments | - | - | 23,413 | - | - | 23,413 |
| Fixed deposits | 1,167 | 553 | 14,225 | - | - | - |
| Cash and bank balances | 22,690 | 35,554 | 35,664 | 458 | 5,600 | 5,175 |
| | 124,706 | 137,487 | 177,771 | 144,257 | 90,997 | 308,129 |
| Assets classified as held for sale | 9,024 | - | - | - | - | - |
| Total current assets | 133,730 | 137,487 | 177,771 | 144,257 | 90,997 | 308,129 |
| Current liabilities | | | | | | |
| Trade and other payables | 77,848 | 67,641 | 47,748 | 2,094 | 2,420 | 1,518 |
| Provision for restoration costs | 1,378 | 1,401 | 109 | - | - | - |
| Bank borrowings | 41,487 | 46,799 | 42,807 | - | 19,182 | 8,746 |
| Finance lease payables | 9,830 | 9,387 | 7,316 | - | - | - |
| Current income tax payable | 173 | 234 | 178 | - | 158 | 162 |
| Total current liabilities | 130,716 | 125,462 | 98,158 | 2,094 | 21,760 | 10,426 |
| Net current assets | 3,014 | 12,025 | 79,613 | 142,163 | 69,237 | 297,703 |
| Non-current liabilities | | | | | | |
| Provision for restoration costs | 2,735 | 1,884 | 1,353 | - | - | - |
| Bank borrowings | 146,259 | 79,562 | 72,411 | - | - | - |
| Finance lease payables | 18,804 | 21,902 | 16,538 | - | - | - |
| Financial guarantee contracts | - | - | - | 5,359 | 3,738 | 3,522 |
| Deferred tax liabilities | 4,661 | 5,181 | 2,270 | - | - | - |
| Employee benefit liability | - | 74 | - | - | - | - |
| Total non-current liabilities | 172,459 | 108,603 | 92,572 | 5,359 | 3,738 | 3,522 |
| Net assets | 303,545 | 284,796 | 305,280 | 376,081 | 358,928 | 384,532 |
| Capital and reserves | | | | | | |
| Share capital | 177,865 | 127,453 | 111,406 | 177,865 | 127,453 | 111,406 |
| Treasury shares | (183) | (183) | (183) | (183) | (183) | (183) |
| Foreign currency translation reserve | 22,775 | 23,821 | 33,400 | 41,084 | 41,250 | 51,424 |
| Fair value reserve | (24,619) | (95) | (7) | (24,529) | - | - |
| Share options reserve | - | - | 9,507 | - | - | 9,507 |
| Other reserves | (17,085) | (4,562) | (4,562) | - | - | - |
| Accumulated profits | 144,792 | 148,393 | 165,294 | 181,844 | 190,408 | 212,378 |
| Equity attributable to the owners of the Company | 303,545 | 294,827 | 314,855 | 376,081 | 358,928 | 384,532 |
| Non-controlling interests | - | (10,031) | (9,575) | - | - | - |
| Total equity | 303,545 | 284,796 | 305,280 | 376,081 | 358,928 | 384,532 |

1(b) (ii) Aggregate amount of the Group's borrowings and debt securities.

| | As at 30.9.2019 RM'000 | Secured As at 30.9.2018 RM'000 | As at 1.10.2017 RM'000 |
|---------------------------------------|---------------------------------------|---|---------------------------------------|
| Amount payable within one year | | | |
| Bank borrowings | 41,487 | 46,799 | 42,807 |
| Finance lease payables | 9,830 | 9,387 | 7,316 |
| | <u>51,317</u> | <u>56,186</u> | <u>50,123</u> |
| Amount payable after one year | | | |
| Bank borrowings | 146,259 | 79,562 | 72,411 |
| Finance lease payables | 18,804 | 21,902 | 16,538 |
| | <u>165,063</u> | <u>101,464</u> | <u>88,949</u> |
| Total | <u>216,380</u> | <u>157,650</u> | <u>139,072</u> |

The Group's bank borrowings as at 30 September 2019 are secured against the following:

- ⇒ Pledge of leasehold land, buildings and assets under construction;
- ⇒ Pledge of shares of a subsidiary;
- ⇒ Debenture comprising fixed and floating charge over all future and present assets of certain subsidiaries.
- ⇒ Company's corporate guarantee, including for finance lease payables.

The Group's finance lease payables are secured by way of a charge against the respective machineries and motor vehicles under finance leases.

1(c) Consolidated Statement of Cash Flows

| | 2019 RM'000 | 2018 RM'000 |
|--|------------------|-----------------|
| Operating activities | | |
| Loss before income tax | (34,445) | (25,432) |
| Adjustments for: | | |
| Loss allowance on receivables, net | 169 | 523 |
| Allowance for write down of inventories | - | 316 |
| Amortisation of intangible assets | 712 | 487 |
| Depreciation of property, plant and equipment | 26,185 | 26,232 |
| Depreciation of investment properties | 482 | 511 |
| Dividend income | (1) | (156) |
| Fair value loss on held-for-trading investments, net | - | 450 |
| Finance costs | 6,683 | 5,666 |
| Foreign currency exchange gain, net | (172) | (4,864) |
| Gain on disposal of property, plant and equipment | (1,323) | (4,818) |
| Gain on disposal of investment property | - | (2,812) |
| Loss on disposal of held-for-trading investments | - | 1 |
| Gain on disposal of subsidiaries (Note 1(c)(ii)) | (10,501) | (1,837) |
| Impairment loss of intangible assets | 7,247 | - |
| Impairment loss of property, plant and equipment | 161 | - |
| Interest income | (446) | (701) |
| Intangible assets written off | 28 | - |
| Inventories written off | - | 566 |
| Property, plant and equipment written off | 1,065 | 1,060 |
| Reversal of allowance for write down of inventories | (135) | (259) |
| Operating loss before working capital changes | (4,291) | (5,067) |
| Working capital changes: | | |
| Inventories | (6,431) | 2,314 |
| Trade and other receivables | (1,376) | (7,773) |
| Trade and other payables | 18,035 | 17,612 |
| Cash generated from operations | 5,937 | 7,086 |
| Interest paid | (1,510) | (1,125) |
| Income tax paid, net | (2,168) | (3,278) |
| Net cash generated from operating activities | 2,259 | 2,683 |
| Investing activities | | |
| Acquisition of a subsidiary, net of cash acquired | - | (4,891) |
| Disposal of a subsidiary, net of cash disposed (Note 1(c)(ii)) | 17,764 | 723 |
| Consideration receivable from disposal of a subsidiary (Note 1(c)(ii)) | 400 | - |
| Dividend received | 1 | 156 |
| Interest received | 446 | 701 |
| Proceeds from disposal of property, plant and equipment | 2,429 | 9,156 |
| Proceeds from disposal of investment property | - | 6,500 |
| Proceeds from disposal of held-for-trading investments | - | 22,446 |
| Purchase of intangible assets | (1,420) | (2,602) |
| Purchase of property, plant and equipment | (131,245) | (46,262) |
| Net cash used in investing activities | (111,625) | (14,073) |

1(c) Consolidated Statement of Cash Flows (continued)

| | 2019 RM'000 | 2018 RM'000 |
|---|----------------|-----------------|
| Financing activities | | |
| Proceeds from Rights Issue | 51,290 | - |
| Transaction costs in respect of the Rights Issue | (878) | - |
| Net changes fixed deposits pledged to bank | (624) | (9) |
| Interest paid | (5,173) | (4,541) |
| Repayment of finance lease obligations | (9,539) | (8,865) |
| Drawdown of bank borrowings | 142,085 | 67,997 |
| Repayment of bank borrowings | (61,537) | (75,261) |
| Net cash generated from/(used in) financing activities | 115,624 | (20,679) |
| Net change in cash and cash equivalents | 6,258 | (32,069) |
| Cash and cash equivalents at the beginning of the financial year | 16,372 | 48,873 |
| Effect of exchange rate changes | 41 | (432) |
| Cash and cash equivalents at the end of the financial year | 22,671 | 16,372 |
| Cash and cash equivalents comprise the following: | | |
| Cash and bank balances | 22,690 | 35,554 |
| Bank overdrafts | (19) | (19,182) |
| | 22,671 | 16,372 |

1(c)(i) Reconciliation of liabilities arising from financing activities

| | ← Non-cash changes → | | | | 30.9.2019 RM'000 |
|---|----------------------|----------------------|--|-------------------------------------|---------------------|
| | 30.9.2018 RM'000 | Cash flows RM'000 | Additions of property, plant and equipment RM'000 | Foreign currency exchange RM'000 | |
| Finance lease payables | 31,289 | (9,539) | 6,876 | 8 | 28,634 |
| Bank borrowings (excluding bank overdrafts) | 107,179 | 80,548 | - | - | 187,727 |
| | 138,468 | 71,009 | 6,876 | 8 | 216,361 |

| | ← Non-cash changes → | | | | | 30.9.2018 RM'000 |
|---|----------------------|----------------------|--|------------------------------------|-------------------------------------|---------------------|
| | 30.9.2017 RM'000 | Cash flows RM'000 | Additions of property, plant and equipment RM'000 | Disposal of a subsidiary RM'000 | Foreign currency exchange RM'000 | |
| Finance lease payables | 23,854 | (8,865) | 17,101 | (801) | - | 31,289 |
| Bank borrowings (excluding bank overdrafts) | 114,773 | (7,264) | - | (94) | (236) | 107,179 |
| | 138,627 | (16,129) | 17,101 | (895) | (236) | 138,468 |

1(c)(ii) Disposal of a subsidiary

On 31 May 2019, the Group disposed of its entire interest in Envictus Dairies NZ Limited for cash consideration of NZD7,000,000, equivalent to approximately RM18,970,000. The net proceeds after working capital adjustments was NZD6,779,000, equivalent to approximately RM18,379,000.

The effects of the disposal as at the date of disposal were:

| | Carrying amount RM'000 |
|---------------------------------|---------------------------------------|
| Property, plant and equipment | 11,484 |
| Deferred tax assets | 68 |
| Inventories | 1,317 |
| Trade and other receivables | 1,857 |
| Cash and bank balances | 215 |
| Trade and other payables | (2,998) |
| Amount due to shareholder | (1,050) |
| Net assets derecognised | <u>10,893</u> |
| Less: Non-controlling interests | <u>(3,015)</u> |
| Net assets disposed of | <u>7,878</u> |

The effects of disposal of a subsidiary on cash flows are as follows:

| | |
|--|----------------|
| Consideration for the disposal of a subsidiary | 18,970 |
| Less: Working capital adjustments | <u>(591)</u> |
| Net consideration receivable | 18,379 |
| Net identifiable assets disposed (as above) | <u>(7,878)</u> |
| Gain on disposal | <u>10,501</u> |

| | |
|--|---------------|
| Net consideration receivable | 18,379 |
| Less: Cash and cash equivalents disposed | (215) |
| Less: Sale consideration receivable | <u>(400)</u> |
| Net cash inflow on disposal | <u>17,764</u> |

1(d) (i) Statements of Changes in Equity

| Group | Share capital | Treasury shares | Foreign currency translation reserve | Fair value reserve | Share options reserve | Other reserves | Accumulated profits | Total attributable to owners of the Company | Non-controlling interests | Total equity |
|--|---------------|-----------------|--------------------------------------|--------------------|-----------------------|----------------|---------------------|---|---------------------------|--------------|
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| At 30 September 2018 | 127,453 | (183) | 23,821 | (95) | - | (4,562) | 148,393 | 294,827 | (10,031) | 284,796 |
| Effect of adoption of SFRS(I) 9 (Note 5) | - | - | - | (25,296) | - | - | 31,854 | 6,558 | - | 6,558 |
| At 1 October 2018 | 127,453 | (183) | 23,821 | (25,391) | - | (4,562) | 180,247 | 301,385 | (10,031) | 291,354 |
| Loss for the financial year | - | - | - | - | - | - | (35,455) | (35,455) | (1,396) | (36,851) |
| Other comprehensive Income: | | | | | | | | | | |
| Exchange differences on translating foreign operations | - | - | (1,046) | 842 | - | - | - | (204) | (89) | (293) |
| Net fair value loss on financial assets at FVOCI | - | - | - | (70) | - | - | - | (70) | - | (70) |
| Total other comprehensive income | - | - | (1,046) | 772 | - | - | - | (274) | (89) | (363) |
| Total comprehensive income | - | - | (1,046) | 772 | - | - | (35,455) | (35,729) | (1,485) | (37,214) |
| Contributions by owners: | | | | | | | | | | |
| Issuance of shares under the Rights Issue | 51,290 | - | - | - | - | - | - | 51,290 | - | 51,290 |
| Transaction costs in respect of the Rights Issue | (878) | - | - | - | - | - | - | (878) | - | (878) |
| Changes in ownership interests in a subsidiary: | | | | | | | | | | |
| Subscription of additional shares in a subsidiary by non-controlling interests | - | - | - | - | - | - | - | - | 1,504 | 1,504 |
| Disposal of a subsidiary | - | - | - | - | - | - | - | - | (3,015) | (3,015) |
| Waiver of debts pursuant to the disposal of a subsidiary | - | - | - | - | - | (12,523) | - | (12,523) | 13,027 | 504 |
| At 30 September 2019 | 177,865 | (183) | 22,775 | (24,619) | - | (17,085) | 144,792 | 303,545 | - | 303,545 |
| At 1 October 2017 | 111,406 | (183) | 33,400 | (7) | 9,507 | (4,562) | 165,294 | 314,855 | (9,575) | 305,280 |
| Loss for the financial year | - | - | - | - | - | - | (26,408) | (26,408) | (1,458) | (27,866) |
| Other comprehensive Income: | | | | | | | | | | |
| Exchange differences on translating foreign operations | - | - | (9,579) | - | - | - | - | (9,579) | 1,002 | (8,577) |
| Available-for-sale financial assets | - | - | - | (88) | - | - | - | (88) | - | (88) |
| Total other comprehensive income | - | - | (9,579) | (88) | - | - | - | (9,667) | 1,002 | (8,665) |
| Total comprehensive income | - | - | (9,579) | (88) | - | - | (26,408) | (36,075) | (456) | (36,531) |
| Contribution by owners: | | | | | | | | | | |
| Acquisition of a subsidiary | 16,047 | - | - | - | - | - | - | 16,047 | - | 16,047 |
| Other: | | | | | | | | | | |
| Share options lapsed | - | - | - | - | (9,507) | - | 9,507 | - | - | - |
| At 30 September 2018 | 127,453 | (183) | 23,821 | (95) | - | (4,562) | 148,393 | 294,827 | (10,031) | 284,796 |

1(d) (i) Statements of Changes in Equity (continued)

| Company | Share capital RM'000 | Treasury shares RM'000 | Foreign currency translation reserve RM'000 | Fair value reserve RM'000 | Share options reserve RM'000 | Accumulated profits RM'000 | Total equity RM'000 |
|--|-------------------------|---------------------------|---|---------------------------------|------------------------------------|----------------------------------|---------------------------|
| At 30 September 2018 | 127,453 | (183) | 41,250 | - | - | 190,408 | 358,928 |
| Effect of adoption of SFRS(I) 9 | | | | | | | |
| - Financial assets at FVOCI | - | - | - | (25,296) | - | 32,870 | 7,574 |
| - Amount due from subsidiaries | - | - | - | - | - | (727) | (727) |
| At 1 October 2018 | 127,453 | (183) | 41,250 | (25,296) | - | 222,551 | 365,775 |
| Loss for the financial year | - | - | - | - | - | (40,707) | (40,707) |
| Other comprehensive income: | | | | | | | |
| Exchange differences on translation | - | - | (166) | 842 | - | - | 676 |
| Net fair value loss on financial assets at FVOCI | - | - | - | (75) | - | - | (75) |
| Total other comprehensive income | - | - | (166) | 767 | - | - | 601 |
| Total comprehensive income | - | - | (166) | 767 | - | (40,707) | (40,106) |
| Contributions by owners: | | | | | | | |
| Issuance of shares under the Rights Issue | 51,290 | - | - | - | - | - | 51,290 |
| Transaction costs in respect of the Rights Issue | (878) | - | - | - | - | - | (878) |
| At 30 September 2019 | 177,865 | (183) | 41,084 | (24,529) | - | 181,844 | 376,081 |
| At 1 October 2017 | 111,406 | (183) | 51,424 | - | 9,507 | 212,378 | 384,532 |
| Loss for the financial year | - | - | - | - | - | (31,477) | (31,477) |
| Other comprehensive income: | | | | | | | |
| Exchange differences on translation | - | - | (10,174) | - | - | - | (10,174) |
| Total comprehensive income | - | - | (10,174) | - | - | (31,477) | (41,651) |
| Contribution by owners: | | | | | | | |
| Acquisition of a subsidiary | 16,047 | - | - | - | - | - | 16,047 |
| Other: | | | | | | | |
| Share options lapsed | - | - | - | - | (9,507) | 9,507 | - |
| At 30 September 2018 | 127,453 | (183) | 41,250 | - | - | 190,408 | 358,928 |

1(d) (ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

| Share Capital | COMPANY | | |
|--|--------------------|---------------|----------------|
| | Number of shares | S\$'000 | RM'000 |
| Issued and fully paid-up ordinary shares: | | | |
| As at 30 September 2018 | 142,160,499 | 51,968 | 127,453 |
| Issuance of new shares under the Rights Issue | 105,195,904 | 16,831 | 51,290 |
| Transaction costs in respect of the Rights Issue | - | (288) | (878) |
| As at 30 September 2019 | <u>247,356,403</u> | <u>68,511</u> | <u>177,865</u> |

On 28 November 2018, the Company completed its renounceable non-underwritten Rights cum Warrants following the issuance and allotment of 105,195,904 new ordinary shares in the Company (the "Rights Shares") at an issue price of S\$0.16 per Rights Share, together with up to 105,195,904 free detachable Warrants (the "Warrants"), on the basis of four (4) Rights Shares for every five (5) existing ordinary shares in the capital of the Company held by entitled shareholders as at books closure date on 29 October 2018, with one (1) Warrant for every one (1) Rights Share subscribed by the shareholders of the Company. The newly issued shares rank pari passu in all respect with the previously issued shares.

The Company has 105,195,904 outstanding warrants as at 30 September 2019, convertible into 105,195,904 ordinary shares of the Company.

| Treasury Shares | COMPANY | | |
|--|---------------------------|-------------|--------------|
| | Number of treasury shares | S\$'000 | RM'000 |
| At 30 September 2018 and 30 September 2019 | <u>(242,000)</u> | <u>(76)</u> | <u>(183)</u> |

| Share Capital | COMPANY | | |
|--|--------------------|---------------|----------------|
| | Number of shares | S\$'000 | RM'000 |
| Issued and fully paid-up ordinary shares | | | |
| At 30 September 2017 | 126,385,289 | 46,526 | 111,406 |
| Issue of share capital | 15,775,210 | 5,442 | 16,047 |
| At 30 September 2018 | <u>142,160,499</u> | <u>51,968</u> | <u>127,453</u> |

On 11 June 2018, the Company issued 15,775,210 new ordinary shares for a total consideration of RM16,047,000 at fair value of RM1.017 (S\$0.345) per share as part of the consideration for the acquisition of Motivage Sdn Bhd. The newly issued shares rank pari passu in all respect with the previously issued shares.

| Treasury Shares | COMPANY | | |
|--|---------------------------|-------------|--------------|
| | Number of treasury shares | S\$'000 | RM'000 |
| At 30 September 2017 and 30 September 2018 | <u>(242,000)</u> | <u>(76)</u> | <u>(183)</u> |

There were no subsidiary holdings held against the total number of shares outstanding as at 30 September 2019.

- 1(d) (iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

As at 30 September 2019, the total number of issued shares less treasury shares of the Company was 247,114,403 shares (30 September 2018: 141,918,499 shares).

- 1(d) (iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.**

There were no sales, transfers, disposal, cancellation and/or use of treasury shares as at 30 September 2019.

- 1(d) (v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.**

There were no sales, transfers, cancellation and/or use of subsidiary holdings as at 30 September 2019.

- 2 Whether the figures have been audited or reviewed, and in accordance with which auditing standard (eg. the Singapore Standard on Auditing 910 Engagement to Review Financial Statements), or an equivalent standard.**

The figures have not been audited or reviewed.

- 3 Where the figures had been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable.

- 4 Whether the same accounting policies and method of computation as in the issuer's most recently audited financial statements have been applied.**

Except as disclosed in paragraph below and Note 5, the financial statements have been prepared in accordance with the same accounting policies and methods of computation adopted in the most recently audited annual financial statements for the financial year ended 30 September 2018.

In accordance with the listing requirements of the Singapore Exchange, the Group has adopted Singapore Financial Reporting Standards (International) ("SFRS(I)") on 1 October 2018 and has issued its first set of financial information under SFRS(I) for the quarter ended 31 December 2018. In adopting SFRS(I), the Group is required to apply all of the specific transition requirements in SFRS(I) 1 *First-time Adoption of Singapore Financial Reporting Standards (International)*. The Group's opening balance sheet under SFRS(I) has been prepared as at 1 October 2017, which is the Group's date of transition to SFRS(I).

- 5 If there are any changes in the accounting policies and method of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect, of the change.**

Adoption of SFRS(I) 9

SFRS(I) 9 *Financial Instruments* introduces new requirement for classification and measurement of financial assets and impairment of financial assets effective for annual periods beginning on or after 1 October 2018. Financial assets are classified according to their contractual cash flow characteristics and the business model under which they are held.

Trade Receivables

On the initial adoption of SFRS(I) 9 on 1 October 2018, the loss allowance on trade receivables of RM1,016,000 was adjusted against accumulated profits.

Available-for-sale financial assets

On the initial adoption of SFRS(I) 9 on 1 October 2018, available-for-sale financial assets which was previously measured at fair value through other comprehensive income ("FVOCI") was classified and measured as financial assets at fair value through other comprehensive income on 1 October 2018.

Impairment loss on equity securities of RM32,870,000 previously recognised in profit or loss was reclassified from accumulated profits to fair value reserve on 1 October 2018. Fair value gain on equity securities amounting to RM7,574,000 was recognised in fair value reserve on 1 October 2018.

Summary of financial impact arising from the adoption of SFRS(I)

| | FRS39 Carrying amount as at 30.9.2018 RM'000 | Reclassification RM'000 | Remeasurement RM'000 | SFRS(I) 9 Carrying amount on 1.10.2018 RM'000 | Accumulated profits effect on 1.10.2018 RM'000 | Fair value reserve effect on 1.10.2018 RM'000 |
|---|--|----------------------------|-------------------------|---|---|---|
| Available-for-sale financial assets | 154 | (154) | - | - | - | - |
| Financial assets at FVOCI | - | 154 | 7,574 | 7,728 | - | 7,574 |
| Reversal of impairment loss for equity securities | - | - | - | - | 32,870 | (32,870) |
| Trade and other receivables | 59,351 | - | (1,016) | 58,335 | (1,016) | - |

Reconciliation of the Group's equity reported in accordance with FRS to SFRS(I)

| | Reported under FRS RM'000 | 1 October 2018 Effects of applying SFRS(I) 9 RM'000 | Reported under SFRS(I) RM'000 |
|-------------------------------------|---------------------------------|--|-------------------------------------|
| Financial asset | | | |
| Available-for-sale financial assets | 154 | (154) | - |
| Financial assets at FVOCI | - | 7,728 | 7,728 |
| Trade and other receivables | 59,351 | (1,016) | 58,335 |
| Equity | | | |
| Fair value reserve | (95) | (25,296) | (25,391) |
| Accumulated profits | 148,393 | 31,854 | 180,247 |

- 6 **Loss per ordinary shares of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year after deducting any provision for preference dividends.**

| | Group | |
|---|-------------|-------------|
| | 30.9.2019 | 30.9.2018 |
| Net loss attributable to owners of the Company for the financial year (RM '000) | (35,455) | (26,408) |
| Weighted average number of ordinary shares | 230,398,342 | 130,983,901 |
| Loss per share (RM sen) | (15.39) | (20.16) |

- 7 **Net asset value (for issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on; and (b) immediately preceding financial year.**

| | Group | | Company | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | As at 30.9.2019 RM | As at 30.9.2018 RM | As at 30.9.2019 RM | As at 30.9.2018 RM |
| Net asset value per ordinary share based on issued share capital at the end of the financial year | 1.23 | 2.08 | 1.52 | 2.53 |

8 **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:-**

- (a) **any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
- (b) **any material factors that affected the cashflow, working capital, assets or liabilities of the group during the current financial period.**

Business Segments

The Group's core business segments are as follows:

- a) Food Services Division – Texas Chicken, San Francisco Coffee and Delicious;
- b) Trading and Frozen Food Division;
- c) Food Processing Division comprising of:
 - bakery; and
 - butchery;
- d) Nutrition Division; and
- e) Dairies Division – distribution of condensed and evaporated milk.

Performance Review

Review on Consolidated Statement of Comprehensive Income

For the financial year ended 30 September 2019, the Group registered a revenue of RM462.5 million as compared to RM422.6 million reported in the previous financial year. The increase in Group revenue of RM39.9 million or 9.4% was mainly supported by continued expansion in the Food Services and Dairies Divisions. This was however partially mitigated by contraction in revenue from the Food Processing, Nutrition and Trading and Frozen Food Divisions.

The Food Services Division's performance remained strong with revenue edging up by RM47.0 million or 27.2% to RM219.5 million from RM172.5 million, largely contributed from Texas Chicken restaurants and San Francisco Coffee chain. Texas Chicken Malaysia revenue increased substantially by RM33.4 million or 24.7% from RM135.3 million to RM168.7 million on the back of additional ten new stores as well as improvement in existing store sales due to promotional deals and riding on its increasing brand awareness. San Francisco Coffee added another nine stores to its chain resulting in the increase of revenue from RM28.9 million to RM36.2 million, representing an increase of RM7.3 million or 25.3%. Furthermore, Texas Chicken Indonesia has opened six new stores in Jakarta which contributed a revenue of RM5.6 million to the Division. However, the Group has on 1 October 2019 disposed of the loss-making Texas Chicken Indonesia stores in order to focus on its Texas Chicken operations in Malaysia.

The number of stores of each business are as follows:

| | FY2019 | FY2018 |
|-----------------------|--------|--------|
| Texas Chicken | | |
| - Malaysia | 57 | 47 |
| - Indonesia | 6 | - |
| San Francisco Coffee | 54 | 45 |
| Delicious restaurants | 3 | 3 |

The Dairies Division which commenced business in January 2018 registered an improved revenue of RM18.8 million or 94.9% to RM38.6 million from RM19.8 million driven by higher sales volume.

The Trading and Frozen Food Division registered a slightly lower revenue of RM153.0 million as compared to RM154.8 million recorded in the last financial year, down by RM1.8 million or 1.2% amid lower sales to hotel, restaurant and retail sectors affected by weak consumer sentiment.

The Food Processing Division's revenue contracted by RM15.9 million or 32.4% to RM33.1 million from RM49.0 million. The contract packing for dairy and juice based drinks business saw a significant drop in revenue from RM22.7 million to RM9.0 million, down by RM13.7 million or 60.4% attributed to lower demand from its existing customers and disposal of the business on 31 May 2019. Furthermore, the cessation of beverages business in Q4FY2018 have also resulted a reduction of RM5.0 million in revenue. These decreases were partially mitigated by the improved performance of the frozen bakery business with revenue growth of RM8.0 million or 48.1%, from RM15.6 million to RM23.1 million driven by the growing number of local and overseas customers.

The Nutrition Division's performance remained weak with a revenue declined by RM8.2 million or 30.9% from RM26.5 million to RM18.3 million affected by more competitively priced US, Australian and New

Zealand brands. The aggressive competitor promotional programmes have also resulted in the Division losing market share.

Gross profit margin improved from 36.7% to 38.7% year-on-year was primarily due to higher sales contribution from the Food Services Division which derives better margin from its products.

Other operating income of RM17.0 million consist mainly of the one-off gain from disposal of a subsidiary of RM10.5 million, gain on disposal of property, plant and equipment of RM1.3 million and recurring rental income from corporate building of RM1.6 million. In the previous financial year, other operating income of RM17.7 million were mainly derived from the gain on disposal of property, plant and equipment of RM4.8 million, gain on disposal of investment property of RM2.8 million, foreign currency exchange gain of RM4.1 million, gain on disposal of subsidiaries of RM1.8 million and recurring rental income from corporate building of RM1.6 million.

Overall, operating expenses rose to RM223.9 million from RM192.4 million, an increase of RM31.5 million or 16.4% mainly attributable to the higher selling and marketing expenses in tandem with the expansion of Texas Chicken restaurants and San Francisco Coffee chains. However, these increases were partially offset by the savings in selling and marketing expenses from the disposed contract packing for dairy and juice based drinks business and lower spent from the Nutrition Division. Other operating expenses of RM10.2 million comprised of impairment loss on intangible assets, written off of property, plant and equipment and relocation costs of equipment amounting to RM7.2 million, RM1.1 million and RM0.7 million, respectively.

Finance costs increased by RM1.0 million or 17.9%, from RM5.7 million to RM6.7 million, mainly due to higher bank borrowings to finance the new factories, warehouse and setting up new stores.

Consequently, the Group registered a loss after tax of RM36.9 million as compared to RM27.9 million reported in the previous financial year.

Review on Statements of Financial Position

Non-current assets increased by RM91.6 million from RM381.4 million to RM473.0 million mainly due to the construction of new factories at Pulau Indah and setting-up costs for new stores. Intangible assets declined by RM7.3 million was largely due to impairment of goodwill, brands and franchise fee for certain subsidiaries. Furthermore, financial assets at fair value through other comprehensive income increased by RM7.7 million was arising from the remeasurement of fair value on equity securities upon initial adoption of SFRS(I) 9 on 1 October 2018.

Cash and bank balances decreased by RM12.9 million largely due to higher cash invested in the construction of new factories at Pulau Indah and setting-up costs for new stores. Trade and other receivables decreased by RM5.0 million which was partly offset by increase in inventories of RM5.1 million. The proposed disposal of the assets related to Texas Chicken restaurants in Indonesia amounting to RM9.0 million were accordingly reclassified as assets held for sale. These effects have resulted in the reduction of total current assets by RM3.8 million.

Current liabilities increased by RM5.3 million mainly due to higher trade and other payables of RM10.2 million in tandem with the expansion of restaurant businesses and construction of factories. This was partially offset against the lower bank borrowings of RM5.3 million mainly due to settlement of bank overdraft by utilising the proceeds from rights issue.

The Group's non-current liabilities increased by RM63.9 million was primarily attributed to higher bank borrowings of RM66.7 million to finance the construction of new factories and setting-up new stores. This was partially offset by the reduction in finance lease liabilities of RM3.1 million.

Review on Consolidated Statement of Cash Flows

The Group's cash and cash equivalents stood at RM22.7 million for the current financial year ended 30 September 2019, an increase of RM6.3 million from RM16.4 million recorded in the previous financial year.

Net cash generated from operating activities of RM2.3 million was attributed to the increase in trade and other payables of RM18.0 million, which was partially offset by the increase in inventories of RM6.4 million, operating loss of RM4.3 million and payment for interest and income tax of RM3.7 million.

Total cash of RM131.2 million was invested in the construction of new factories and for expansion of existing businesses, partly offset by the net proceeds received/receivable from the disposal of a subsidiary of RM18.2 million have resulted in net cash utilised in investing activities of RM111.6 million.

Financial activities registered a net inflow of RM115.6 million mainly from the drawdown of bank borrowings of RM142.1 million and net proceeds raised from the rights issue of RM50.4 million. These were partly utilised for financing the construction of new factories and expansion of existing businesses, repayment of bank borrowings of RM61.5 million, repayment of finance lease liabilities of RM9.5 million and payment of interest of RM5.2 million.

9 Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Not applicable.

10 A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

a) Food Services Division

Food and beverage businesses are competitive with some competitors having launched the improved version of their products and some are offering limited time offers to feed the consumers' appetite for change. Texas Chicken has also introduced innovative products with bundled offers to sustain and increase consumers' interest and awareness of its products and brand. To remain competitive, it has added another new poultry supplier to support its growing business and to further reduce material cost with similar or better quality.

General real estate market sentiment appeared to be slow and vigilant and coupled with the growing awareness of its brand, Texas Chicken has been attracting offers from shopping malls, street shops, and drive-through restaurants at petrol stations. This has enabled Texas Chicken to secure better locations at more attractive rates.

Texas Chicken's store count reached 63 after the latest store opening at Aeon Station 18 Shopping Centre, Ipoh in November 2019. It is expected to open another five stores in the next quarter.

For San Francisco Coffee ("SF"), cost of raw materials have been consistent despite the forex fluctuations. With the aggressive expansion in recent years, SF has managed to achieve the economies of scale in cost of importing green beans which are mainly from Indonesia. SF has recently switched to a new and improved syrup after the product testing session to meet customers' expectations with a minimal cost increase. The prices of milk, local cups and lids have remained unchanged. SF is currently exploring to upgrade the takeaway packaging to paper-based or biodegradable materials as part of the company's corporate social responsibility program to be environmentally friendly.

Competition within the coffee industry has been challenging with some competitors offering attractive pricing for limited time offer menu items, co-branding effort on merchandise sales and upgrading of food display. To be more competitive, SF is targeting to streamline its food and drink menu by next quarter in conjunction with the launch of SF's mobile application. The combination of these two initiatives will enable data collection for analysis before launching an offer or campaign, competitive pricing in menu, efficient food preparation process with minimum wastages and improve sales of best seller items.

SF has a total of 54 stores as at the current quarter after the opening of the latest store at Central i-City in June 2019. It is expected to open another store in Klang Valley for the next quarter.

The foodservice market remains extremely competitive as more restaurants and cafes are offering alternatives to consumers. The online ordering in Delicious has increased in the past few months and growth is expected to continue. The food delivery services have become popular, it allows consumers to have direct access to most restaurants in Klang Valley and give transparency in terms of price. Most consumers are price-sensitive, this transparency makes it difficult for restaurants serving generic food to compete unless with better pricing as the location does not matter anymore.

Delicious restaurant is focusing on repositioning its image as a family and Muslim friendly brand that offer non-alcoholic drinks in any outlet and creation of a play area in its outlets.

b) Trading and Frozen Food Division

The Malaysian Ringgit has weakened slightly against the United States Dollar in the final quarter, resulting in a slight increase for main frozen products. To mitigate the impact, efforts were made to source from other countries to curb rising food costs.

Supply of lamb and mutton from Australia and New Zealand are expected to fall further and prices will also face upward pressure from strong demand and lower supplies. The supply of cheese and butter has improved from the previous quarter.

Overall, the frozen food market remained stagnant with competitors lowering their prices significantly. To be competitive and maintain its market share, Pok Brothers has to reduce its price accordingly.

c) Food Processing Division

(i) Bakery

There were no material changes in raw material prices in the final quarter. Overall, the local market is improving with higher sales. Deluxe is gaining its momentum by commencing supply for quick-service restaurants on the new proposed bakery products. Hearty Bake brand is now getting known to hotels, restaurants, and cafes with more new hotels acquired in all states. Hence, more sales personnel were recruited including forming a dedicated team to ensure quality service is maintained at all time.

Deluxe managed to secure an additional distributor in China for better growth and recognition of the Hearty Bake brand. In Singapore, sales for its customer is increasing with repeat monthly order and in the Philippines, Hearty Bake products have been launched in the market.

Deluxe has relocated to its new plant in Pulau Indah and major equipment has been assembled. Commissioning of machinery has commenced and is expected to complete in the next two quarters. With bigger facilities, Deluxe will experience higher operating costs in the initial periods until sales and production volume increase.

(ii) Butchery

The top line of Gourmessa has slightly improved due to the additional orders from restaurants and hotels. Gourmessa is expecting its revenue to increase further due to the upcoming festivals and school holidays with its new launching of Christmas products. Gourmessa has fulfilled the requirements from the local authorities and currently still pending their final approval to move to Pulau Indah. It is anticipated that Gourmessa will be able to move to the new plant by next quarter.

d) Nutrition Division

Dairy ingredients in the form of milk powders and highly specialised whey proteins form a significant component of the division's costs. Most of these products are contract manufactured in Australia where an open book costing agreement is in place. The pricing updates from the contract manufacturer which reflects the most recent months' changes show the global milk powder prices continue to increase, as such whey protein powders will follow which will drive the cost of goods up.

Major revenue comes from the NZ Grocery channel which is dominated by two key customer groups. This puts pressure on the profitability of this channel as a result of increasing margin expectations from retailers' year on year.

The revenue from the traditional supplement channel represents a significant decline from the scale of prior years due to the consistent downward pressure on retail prices, driven by imported products and increasing retailer margin pressure. The division's recent restructure reduced overheads across this channel, thereby improving profitability, however the significantly reduced sales resource means growth in this channel is unlikely.

New products targeting the growing mainstream health-conscious consumer in the mass market channels (Grocery and Oil) is in progress. In the increasingly mature protein market, this provides an opportunity for Horley's success, leveraging its long nutrition heritage and expertise.

e) Dairies Division

The price for sweetened creamer ("SC") and evaporated creamer ("EC") are stable for the past twelve months and foresee to be steady for the next 12 months.

The competition in the dairy industry has become more intense as competitors are reducing prices arising from the benefit of lower sugar prices available to the manufacturer, for which Dairies is not able to benefit from it. Dairies continue to focus to push sales expansion in view of a new dairy manufacturing factory that will be ready by the beginning of next year. Dairies are also recruiting more sales personal to expand the market.

11 If a decision regarding dividend has been made:-

(a) Whether an interim (final) ordinary dividend has been declared (recommended).

No.

(b) (i) Amount per share (RM sen)

Not applicable.

(ii) Previous corresponding period (RM sen)

Not applicable.

(c) Whether the dividend is before tax, net of tax or tax exempt.

Not applicable.

(d) The date the dividend is payable.

Not applicable.

(e) The date on which Registrable Transfers received by the Company (up to 5.00 pm) will be registered before entitlements to the dividend are determined.

Not applicable.

12 If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision.

No dividend has been declared/recommendeded for the financial year ended 30 September 2019 as the Group needs to conserve cash resources for working capital requirement.

13 If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

Not applicable as no IPT mandate has been obtained.

14 Utilisation of proceeds from Rights cum Warrants Issue.

On 28 November 2018, the Group raised approximately S\$16.5 million (after deducting expenses of S\$0.3 million relating to the Rights cum Warrants Issue) or RM50.4 million from the Rights cum Warrants Issue ("the Net Proceeds"). The utilisation of the net proceeds as set out below:

| Intended Use of Net Proceeds | Revised Amount Allocated # S\$'000 | Revised Amount Allocated RM'000 | Amount Utilised (as at the date of this Announcement) RM'000 | Balance Amount (as at the date of this Announcement) RM'000 |
|-------------------------------------|---|--|---|--|
| Repayment of bank borrowings | 6,593 | 19,976 | 19,976 | - |
| Working capital * | 4,685 | 14,196 | 14,196 | - |
| Expansion of existing businesses | 5,253 | 16,240 | 16,240 | - |
| Total | 16,531 | 50,412 | 50,412 | - |

* The breakdown of the amount utilised for working capital is as follow:

| | RM'000 |
|-------------------------------|---------------|
| Trade suppliers | 3,725 |
| Salaries and related expenses | 4,043 |
| Other operating expenses | 6,428 |
| Total | 14,196 |

The use of proceeds from the Rights cum Warrants Issue as disclosed above is in accordance with the intended uses as disclosed in the Offer Information Statement dated 29 October 2018.

The Company has re-allocated the unutilised proceeds of S\$0.288 million from repayment of bank borrowings (S\$0.008 million) and working capital (S\$0.28 million) for expansion of existing business as announced on 26 March 2019. The Company has fully utilised the net proceeds from Rights cum Warrants Issue as announced on 25 June 2019.

PART II – ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT

- 15 Segmented revenue and results for business or geographical segments (of the Group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.**

SEGMENTAL RESULTS

For the year ended 30 September 2019

| 2019 | Food Services | Trading and Frozen Food | Food Processing | Nutrition | Dairies | Unallocated | Total |
|---|----------------------|--------------------------------|------------------------|------------------|----------------|--------------------|---------------|
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Revenue | | | | | | | |
| Total revenue | 220,454 | 169,382 | 34,871 | 19,092 | 38,746 | 4,564 | 487,109 |
| Intersegment revenue | (907) | (16,363) | (1,735) | (834) | (170) | (4,564) | (24,573) |
| Revenue from external customers | 219,547 | 153,019 | 33,136 | 18,258 | 38,576 | - | 462,536 |
| Results | | | | | | | |
| Segment results | (20,853) | 11,338 | (14,449) | (3,089) | (1,667) | 512 | (28,208) |
| Interest income | 80 | 185 | 28 | 9 | 59 | 85 | 446 |
| Finance costs | (2,152) | (1,761) | (1,192) | - | (294) | (1,284) | (6,683) |
| Profit/(Loss) before tax | | | | | | | |
| | (22,925) | 9,762 | (15,613) | (3,080) | (1,902) | (687) | (34,445) |
| Income tax | (12) | (2,190) | 266 | (246) | - | (224) | (2,406) |
| Profit/(Loss) from operations, net of tax | | | | | | | |
| | (22,937) | 7,572 | (15,347) | (3,326) | (1,902) | (911) | (36,851) |
| Segment assets | | | | | | | |
| | 141,526 | 118,140 | 206,313 | 11,085 | 72,372 | 57,284 | 606,720 |
| Segment liabilities | | | | | | | |
| | 79,549 | 45,592 | 104,434 | 3,659 | 43,569 | 26,372 | 303,175 |
| Other information | | | | | | | |
| Capital expenditure | 33,174 | 7,308 | 51,894 | 120 | 20,245 | 68 | 112,809 |
| Depreciation and amortisation | 12,691 | 4,079 | 7,828 | 128 | 358 | 2,295 | 27,379 |
| Loss allowance on Receivables, net | - | 276 | 121 | (247) | 19 | - | 169 |
| Property, plant and equipment written off | 627 | 438 | - | - | - | - | 1,065 |
| Intangible assets written off | 28 | - | - | - | - | - | 28 |
| Impairment loss of property, plant and equipment | 101 | - | 60 | - | - | - | 161 |
| Impairment loss of intangible assets | 3,255 | - | - | 3,992 | - | - | 7,247 |
| (Gain)/Loss on disposal of property, plant and equipment, net | 11 | (1,503) | 147 | 22 | - | - | (1,323) |
| Gain on disposal of a subsidiary | - | - | - | - | - | (10,501) | (10,501) |

The following table presents financial information regarding geographical segments:

| 2019 | Malaysia | China | Asean | New Zealand | Australia | Others | Group |
|---------------------------------------|-----------------|---------------|---------------|--------------------|------------------|---------------|---------------|
| | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 | RM'000 |
| Total revenue from external customers | 426,650 | 1,526 | 8,800 | 22,921 | 2,440 | 199 | 462,536 |
| Segment non-current assets | 460,652 | - | 195 | 3,756 | - | - | 464,603 |

SEGMENTAL RESULTS (continued)

For the year ended 30 September 2018

| 2018 | Food Services RM'000 | Trading and Frozen Food RM'000 | Food Processing RM'000 | Nutrition RM'000 | Dairies RM'000 | Unallocated RM'000 | Total RM'000 |
|---|-------------------------|-----------------------------------|---------------------------|---------------------|-------------------|-----------------------|-----------------|
| Revenue | | | | | | | |
| Total revenue | 172,814 | 167,990 | 52,000 | 27,453 | 19,957 | 10,589 | 450,803 |
| Intersegment revenue | (305) | (13,177) | (3,023) | (955) | (149) | (10,589) | (28,198) |
| Revenue from external customers | 172,509 | 154,813 | 48,977 | 26,498 | 19,808 | - | 422,605 |
| Results | | | | | | | |
| Segment results | (15,602) | 12,055 | (6,323) | (1,263) | (1,439) | (7,895) | (20,467) |
| Interest income | 68 | 234 | 93 | 8 | - | 298 | 701 |
| Finance costs | (1,843) | (1,333) | (810) | 1 | (22) | (1,659) | (5,666) |
| Profit/(Loss) before tax | | | | | | | |
| | (17,377) | 10,956 | (7,040) | (1,254) | (1,461) | (9,256) | (25,432) |
| Income tax | (27) | (2,173) | 205 | (47) | 308 | (700) | (2,434) |
| Profit/(Loss) from operations, net of tax | | | | | | | |
| | (17,404) | 8,783 | (6,835) | (1,301) | (1,153) | (9,956) | (27,866) |
| Segment assets | | | | | | | |
| | 123,779 | 125,063 | 162,770 | 16,216 | 35,497 | 55,536 | 518,861 |
| Segment liabilities | | | | | | | |
| | 56,808 | 41,225 | 69,486 | 2,348 | 11,771 | 52,427 | 234,065 |
| Other information | | | | | | | |
| Capital expenditure | 35,654 | 8,330 | 28,814 | 140 | 25,259 | 700 | 98,897 |
| Depreciation and amortisation | 13,878 | 2,319 | 8,567 | 120 | 96 | 2,250 | 27,230 |
| Loss allowance on Receivables, net | (314) | 645 | 192 | - | - | - | 523 |
| Property, plant and equipment written off | 299 | 1 | 117 | 643 | - | - | 1,060 |
| Allowance for write down of inventories | - | - | 316 | - | - | - | 316 |
| Gain on disposal of property, plant and equipment | (105) | (11) | (4,702) | - | - | - | (4,818) |
| Gain on disposal of investment property | - | - | (2,812) | - | - | - | (2,812) |

The following table presents financial information regarding geographical segments:

| 2018 | Malaysia RM'000 | China RM'000 | Asean RM'000 | New Zealand RM'000 | Australia RM'000 | Others RM'000 | Group RM'000 |
|---------------------------------------|--------------------|-----------------|-----------------|-----------------------|---------------------|------------------|-----------------|
| Total revenue from external customers | 369,222 | 822 | 2,196 | 41,407 | 5,642 | 3,316 | 422,605 |
| Segment non-current assets | 355,858 | - | 4,082 | 20,197 | - | - | 380,137 |

- 16 **In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.**

Review of performance by business segments

The Group's businesses comprise the Food Services, Trading and Frozen Food, Food Processing, Nutrition and Dairies Divisions. The Food Services Division contributed 47.5% of the revenue, followed by the Trading and Frozen Food, Food Processing, Nutrition and Dairies Divisions of 33.1%, 7.2%, 3.9% and 8.3%, respectively. Overall, the Group made a loss before tax of RM34.4 million.

Food Services Division

The Food Services Division comprises of Texas Chicken quick-service restaurants in Malaysia and Indonesia, San Francisco Coffee chain and Delicious restaurant businesses. The Division continues to achieve a strong growth in revenue of RM47.0 million or 27.2%, from RM172.5 million to RM219.5 million mainly contributed by rapid expansion and stores growth. Texas Chicken Malaysia remains the top performer which achieved revenue growth of RM33.4 million or 24.7%, from RM135.3 million to RM168.7 million on the back of additional ten new stores as well as improvement in existing store sales due to promotional deals and riding on its increasing brand awareness. San Francisco Coffee added another nine stores to its chain resulting in the increase of revenue from RM28.9 million to RM36.2 million, representing an increase of RM7.3 million or 25.3%. Furthermore, Texas Chicken Indonesia has opened six new stores in Jakarta which contributed a revenue of RM5.6 million to the Division. The Division posted a loss before tax of RM22.9 million as compared to RM17.4 million in the previous financial year was principally due to higher selling, marketing and administrative expenses to support the expansion of Texas Chicken restaurants and San Francisco Coffee chains, coupled with the impairment loss on brands, goodwill and franchise fee of RM3.3 million.

The increase in capital expenditure as a result of opening new stores during the financial year contributed mainly to the increase in the segmental assets from RM123.8 million to RM141.5 million or 14.3%. Segmental liabilities increased by 40.0% from RM56.8 million to RM79.5 million principally due to higher payables and additional bank borrowings to finance the set up costs for the new stores.

Trading and Frozen Food Division

The Trading and Frozen Food Division registered a slightly lower revenue of RM153.0 million as compared to RM154.8 million recorded in the last financial year, down by RM1.8 million or 1.2% amid lower sales to hotel, restaurant and retail sectors affected by weak consumer sentiment. The Division posted a lower profit before tax of RM9.8 million as compared to RM11.0 million in the previous financial year, mainly due to higher operating expenses and depreciation for the new warehouse.

Segmental assets decreased by 5.6% from RM125.1 million to RM118.1 million as a result of the lower receivables, partly offset against the increase in capital expenditure for the new warehouse. Segmental liabilities increased from RM41.2 million to RM45.6 million or 10.7%, mainly due to higher usage of tradeline facilities.

Food Processing Division

The Group's Food Processing Division comprises the bakery, butchery and contract packing for dairy and juice based drink businesses. The Division's revenue contracted by RM15.9 million or 32.4% to RM33.1 million from RM49.0 million. The contract packing for dairy and juice based drinks business saw a significant drop in revenue from RM22.7 million to RM9.0 million, down by RM13.7 million or 60.4% attributed to lower demand from its existing customers and disposal of the business on 31 May 2019. Furthermore, the cessation of beverages business in Q4FY2018 have also resulted a reduction of RM5.0 million in revenue. These decreases were partially mitigated by the improved performance of the frozen bakery business with revenue growth of RM8.0 million or 48.1%, from RM15.6 million to RM23.1 million driven by the growing number of local and overseas customers. The Division incurred a higher loss before tax of RM15.6 million as compared to RM7.0 million in the previous financial year largely due to absence of one-off gain from disposal of properties amounting to RM7.5 million.

Segmental assets increased by 26.7% from RM162.8 million to RM206.3 million mainly attributed to the construction of a factory building. The segmental liabilities increased by 50.2% from RM69.5 million to RM104.4 million was largely due to higher bank borrowings to finance the construction of a factory building.

Nutrition Division

The Nutrition Division recorded a reduction in revenue of RM8.2 million or 30.9%, from RM26.5 million to RM18.3 million affected by more competitively priced US, Australian and New Zealand brands. The aggressive competitor promotional programmes have also resulted the Division losing market share. The Division posted a loss before tax of RM3.1 million as compared to loss before tax of RM1.3 million largely due to impairment loss on Horleys brand of RM4.0 million.

Segmental assets had decreased by 31.5% from RM16.2 million to RM11.1 million principally attributable to lower inventories in tandem with the lower sales and impairment of Horleys brand. Segmental liabilities increased by 60.9% to RM3.7 million from RM2.3 million mainly due to increase in payables.

Dairies Division

The Dairies Division registered an improved revenue of RM18.8 million or 94.9% to RM38.6 million from RM19.8 million driven by higher sales volume. The Division registered loss before tax of RM1.9 million as compared to RM1.5 million in the previous financial year due to higher operating expenses.

Segmental assets increased significantly by 103.9% from RM35.5 million to RM72.4 million mainly attributed to the construction of a factory building. The segmental liabilities increased significantly by 269.5% from RM11.8 million to RM43.6 million was largely due to higher bank borrowings to finance the construction of a factory building.

- 17 **A breakdown of sales and net loss after taxation (before deducting non-controlling interests) are as follows:**

| | Group | | |
|---|---------------------|---------------------|-------------|
| | 30.9.2019 RM'000 | 30.9.2018 RM'000 | Change % |
| (a) Sales reported for first half year | 228,624 | 210,211 | 8.8 |
| (b) Operating loss after tax before deducting non-controlling interests reported for first half year | (15,248) | (9,699) | 57.2 |
| (c) Sales reported for second half year | 233,912 | 212,394 | 10.1 |
| (d) Operating loss after tax before deducting non-controlling interests reported for second half year | (21,603) | (18,167) | 18.9 |

- 18 **A breakdown of the total annual dividend in (dollar value) for the issuer's latest full year and its previous full year.**

Not applicable.

19 Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

| Name | Age | Family relationship with any director and/or substantial shareholder | Current position and duties, and the year the position was held | Details of changes in duties and position held, if any, during the year |
|---------------------|-----|--|---|---|
| Dato' Kamal Y P Tan | 67 | Brother of Dato' Jaya J B Tan, Chairman and substantial shareholder of the Company. | Non-Executive Director and Adviser with effect from 1 April 2019 | Re-designated from Group CEO to Non-Executive Director and Adviser with effect from 1 April 2019. |
| Tan San May | 38 | Daughter of Dato' Kamal Y P Tan, Non-Executive Director and Adviser and substantial shareholder of the Company. Niece of Dato' Jaya J B Tan, Director and substantial shareholder of the Company. | Head of Bakery and Head of Café with effect from 6 April 2016 | Not applicable |
| Tan San Jean | 31 | Daughter of Dato' Jaya J B Tan, Chairman and substantial shareholder of the Company. Niece of Dato' Kamal Y P Tan, Non-Executive Director and Adviser and substantial shareholder of the Company. | Head of Operations (Business Development) of Texas Chicken (Malaysia) Sdn Bhd with effect from 1 January 2016 | Not applicable |
| Tan San Yen | 34 | Daughter of Dato' Jaya J B Tan, Chairman and substantial shareholder of the Company. Niece of Dato' Kamal Y P Tan, Non-Executive Director and Adviser and substantial shareholder of the Company. | Head of Operations – Regional of Texas Chicken (Malaysia) Sdn Bhd with effect from 1 December 2016. | Not applicable |

20 Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

The Company confirms that it has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

By Order of the Board
ENVICTUS INTERNATIONAL HOLDINGS LIMITED

KHOR SIN KOK
Group Chief Executive Officer

28 November 2019