ASTAKA HOLDINGS LIMITED
(Company Registration No.: 200814792H)
(Incorporated in the Republic of Singapore)

Unaudited Condensed Interim Consolidated Financial Statements for the Third Quarter and Nine-Month Period ended 30 September 2024

The board of directors (the "**Board**" or "**Directors**") of Astaka Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") is pleased to announce the unaudited condensed interim consolidated financial statements of the Group for the third quarter and nine-month financial period ended 30 September 2024. Such quarterly reporting announcement is pursuant to the Singapore Exchange Securities Trading Limited's (the "**SGX-ST**") requirement following the Company's resumption of trading on 27 December 2023, as required under Rule 705(2C) of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**").

A. Condensed consolidated statement of profit or loss and other comprehensive income

		Group					
		3 months ended			9 months ended		
		30/09/2024	30/09/2023		30/09/2024	30/09/2023	
		(Unaudited)		Change %	(Unaudited)		Change %
	Note	RM'000	RM'000		RM'000	RM'000	
Revenue	4	2,164	9,324	(76.8)	35,194	41,580	(15.4)
Cost of sales		(3,479)	(7,386)	(52.9)	(31,581)	(32,086)	(1.6)
Gross (loss)/profit		**(1,315)**	**1,938**	**n.m.**	**3,613**	**9,494**	**(61.9)**
Other income	6	101	547	(81.5)	322	2,805	(88.5)
Selling and distribution expenses		(544)	(855)	(36.4)	(3,116)	(2,204)	41.4
Administrative expenses		(4,951)	(5,513)	(10.2)	(13,360)	(13,031)	2.5
Other expenses		(101)	(74)	36.5	(180)	(443)	(59.4)
Results from operating activities		**(6,810)**	**(3,957)**	**72.1**	**(12,721)**	**(3,379)**	**>100**
Finance income	6	30	23	30.4	157	797	(80.3)
Finance costs	6	(261)	(200)	30.5	(746)	(1,171)	(36.3)
Net finance costs		**(231)**	**(177)**	**30.5**	**(589)**	**(374)**	**57.5**
Loss before income tax	6	**(7,041)**	**(4,134)**	**70.3**	**(13,310)**	**(3,753)**	**>100**
Tax expense	7	(91)	(14)	>100	(91)	(14)	>100
Loss for the period, representing total comprehensive loss for the period		**(7,132)**	**(4,148)**	**71.9**	**(13,401)**	**(3,767)**	**>100**
Total comprehensive loss attributable to:							
Owners of the Company		(5,670)	(3,604)	57.3	(10,909)	(3,017)	>100
Non-controlling interests		(1,462)	(544)	>100	(2,492)	(750)	>100
Total comprehensive loss for representing total comprehensive loss for the period		**(7,132)**	**(4,148)**	71.9	**(13,401)**	**(3,767)**	>100
Loss per share							
Basic and diluted loss per share (RM'sen per share)		**(0.30)**	**(0.19)**	**57.3**	**(0.58)**	**(0.16)**	**>100**

n.m. – not meaningful
n.a. – not applicable

The basic and fully diluted earnings per share (calculated based on the weighted average number of ordinary shares in issue) were the same as there were no potentially dilutive ordinary shares in issue as at 30 September 2024 and 30 September 2023.

B. Condensed statements of financial position

	Note	Group		Company	
		30/09/2024 (Unaudited) RM'000	31/12/2023 (Audited) Note A RM'000	30/09/2024 (Unaudited) RM'000	31/12/2023 (Audited) Note A RM'000
Assets					
Property, plant and equipment	9	1,592	458	-	-
Investment in subsidiaries	10	-	-	85,000	85,000
Non-current assets		1,592	458	85,000	85,000
Development properties	11	227,170	245,173	-	-
Trade and other receivables		5,984	9,245	41	5
Amount due from related parties		1,389	1,438	-	-
Tax recoverable		658	648	-	-
Cash and cash equivalents		10,260	16,486	119	642
Current assets		245,461	272,990	160	647
Total assets		**247,053**	**273,448**	**85,160**	**85,647**
Equity					
Share capital	12	259,384	259,384	1,455,079	1,455,079
Merger reserve		(10,769)	(10,769)	-	-
Capital reserve		-	-	1,419	1,419
Accumulated losses		(176,602)	(165,693)	(1,374,873)	(1,374,803)
Equity attributable to owners of the Company		72,013	82,922	81,625	81,695
Non-controlling interests		(2,980)	(488)	-	-
Total equity		**69,033**	**82,434**	**81,625**	**81,695**
Liabilities					
Lease liabilities	13	748	-	-	-
Non-current liabilities		748	-	-	-
Trade and other payables	14	95,222	109,235	384	537
Amounts due to related parties		69,904	69,634	3,151	3,415
Lease liabilities	13	398	234	-	-
Borrowings	15	11,748	11,911	-	-
Current liabilities		177,272	191,014	3,535	3,952
Total liabilities		**178,020**	**191,014**	**3,535**	**3,952**
Total equity and liabilities		**247,053**	**273,448**	**85,160**	**85,647**

Note A:

Differences between the figures set out herein and the figures set out in the Company's annual report for the financial year ended 31 December 2023 are due to rounding.

C. Condensed statement of changes in equity

Group
(Unaudited)

	Share capital RM'000	Merger reserve RM'000	Accumulated losses RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
Balance as at 1 January 2024	259,384	(10,769)	(165,693)	82,922	(488)	82,434
Total comprehensive loss for the period	-	-	(10,909)	(10,909)	(2,492)	(13,401)
Balance as at 30 September 2024	259,384	(10,769)	(176,602)	72,013	(2,980)	69,033

Group
(Unaudited)

	Share capital RM'000	Merger reserve RM'000	Accumulated losses RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
Balance as at 1 January 2023	259,384	(10,769)	(168,766)	79,849	2,140	81,989
Total comprehensive loss for the period	-	-	(3,017)	(3,017)	(750)	(3,767)
Balance as at 30 September 2023	259,384	(10,769)	(171,783)	76,832	1,390	78,222

Company
(Unaudited)

	Share capital RM'000	Capital reserve RM'000	Accumulated losses RM'000	Total equity RM'000
Balance as at 1 January 2024	1,455,079	1,419	(1,374,803)	81,695
Total comprehensive loss for the period	-	-	(70)	(70)
Balance as at 30 September 2024	1,455,079	1,419	(1,374,873)	81,625

Company
(Unaudited)

	Share capital RM'000	Capital reserve RM'000	Accumulated losses RM'000	Total equity RM'000
Balance as at 1 January 2023	1,455,079	1,419	(1,359,525)	96,973
Total comprehensive loss for the period	-	-	(753)	(753)
Balance as at 30 September 2023	1,455,079	1,419	(1,360,278)	96,220

D. Condensed consolidated statement of cash flows

	Note	Group 9 months ended 30/09/2024 (Unaudited) RM'000	Group 9 months ended 30/09/2023 (Unaudited) RM'000
Cash flows from operating activities			
Loss before income tax		(13,310)	(3,753)
Adjustments for:			
Adjustment to accrued interest	6.1	-	(638)
Allowance for foreseeable loss on development properties	6.1, 10	1,600	-
Depreciation of property, plant and equipment	6.1	374	331
Gain on disposal of asset held for sale	6.1	-	(598)
Interest expense	6.1	746	1,171
Interest income	6.1	(99)	(159)
Late payment interest charge to purchaser	6.1	(58)	-
Reversal of foreseeable loss on development properties sold at carrying amount	6.1, 10	(16)	-
Reversal of foreseeable loss on development properties sold at above carrying amount	6.1, 10	(5,058)	(3,354)
Reversal of liquidated ascertained damages	6.1	-	(357)
Unrealised loss/(gain) on foreign exchange		10	(4)
Total operating cash flows before movements in working capital		(15,811)	(7,361)
Changes in working capital:			
Development properties		21,477	33,014
Contract assets		-	1,146
Trade and other receivables		3,946	(10,649)
Trade and other payables		(13,887)	(16,089)
Cash (used in)/generated from operations		(4,275)	61
Tax paid		(101)	(70)
Tax refunded		-	207
Net cash (used in)/generated from operating activities		**(4,376)**	**198**
Cash flows from investing activities			
Acquisition of property, plant and equipment	9	(313)	(123)
Deposit paid for acquisition of land		(627)	-
(Increase)/Decrease in fixed deposit pledged		(679)	1,043
Interest received		99	160
Proceeds from the asset held for sale		-	52,200
Net cash (used in)/generated from investing activities		**(1,520)**	**53,280**
Cash flows from financing activities			
Advances from affiliated corporations		3,032	1,812
Advances from a controlling shareholder		-	1,000
Interest paid		(755)	(13,904)
Repayment to affiliated corporations		(3,000)	(19,825)
Repayment to controlling shareholder		-	(20,423)
Repayment to lease liabilities		(112)	(297)
Net cash used in financing activities		**(835)**	**(51,637)**
Net (decrease)/increase in cash and cash equivalents		**(6,731)**	**1,841**
Cash and cash equivalents at the beginning of period		4,245	(6,096)
Effect of exchange rate fluctuation on cash held		(11)	(2)
Cash and cash equivalents at the end of period		**(2,497)**	**(4,257)**

For the purposes of representing the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	Group	
	30/09/2024 (Unaudited) RM'000	**30/09/2023 (Unaudited) RM'000**
Cash and cash equivalents	10,260	7,980
(-) Bank overdrafts	(11,748)	(11,907)
(-) Fixed deposit pledged	(1,009)	(330)
Cash and cash equivalents per consolidated statement of cash flows	**(2,497)**	**(4,257)**

E. Notes to the condensed interim consolidation financial statements

1 Corporate information

Astaka Holdings Limited is incorporated in Singapore and listed on the Catalist Board of the SGX-ST. These condensed interim consolidated financial statements as at and for the third quarter and nine-month financial period ended 30 September 2024 comprise the Company and its subsidiaries. The principal activity of the Company is that of investment holding and the principal activity of the Group is property development.

2 Basis of preparation

The condensed consolidated financial statements for the third quarter and nine-month financial period ended 30 September 2024 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim consolidated financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2023.

The condensed interim consolidated financial statements are presented in Malaysian Ringgit ("**RM**") which is the functional currency of the Company.

The Group recorded a net loss of RM13.40 million for the nine-month financial period ended 30 September 2024 (30 September 2023: net loss of RM3.77 million) and, as of 30 September 2024, the Group reported net current assets of RM68.19 million (31 December 2023: RM81.98 million) for which current assets include development properties amounting to RM227.17 million (31 December 2023: RM245.17 million), representing the completed properties held for sale and properties in the course of development.

- As the Group's latest project, The Aliva @ Mount Austin ("**The Aliva**"), is in its early stages of construction, such revenue from the project has yet to be recognised. On 29 May 2024, the Group has received an offer letter from a bank for banking facility for The Aliva ("**Banking Facility**"). Dato' Dr. Daing A Malek Bin Daing A Rahaman ("**Dato' Malek**"), the controlling shareholder of the Company, has provided a letter of undertaking to provide cash flow support throughout the duration of the Banking Facility in the event of a shortfall in the repayment of the principal sum or to cover any cost overruns related to the construction of The Aliva.

- The Group received continued support from stakeholders and Dato' Malek. In addition, Dato' Malek has agreed not to demand repayment for the amount owing to him and his related companies until the financial resources of the Group and the Company permit and to continue to provide financial support to the Group and the Company to enable it to meet its financial obligations for next 18 months from the audited financial statements dated 28 March 2024 so that the Group and the Company will continue as a going concern in the foreseeable future.

Therefore, the Board believes that the Group and the Company will be able to continue operations in the foreseeable future and there is no material uncertainty on the ability of the Group and the Company to continue as a going concern.

2.1 New and amended standards adopted by the Group

The Group has adopted all the new and revised Singapore Financial Reporting Standards (International) ("**SFRS(I)**") including related Interpretations of SFRS(I) ("**SFRS(I) INT**") that are relevant to its operations and effective for annual periods beginning on or after 1 January 2024. The adoption of these new or revised SFRS(I)s and SFRS(I) INTs did not result in changes to the Group's and Company's accounting policies and has no material effect on the current or prior year's financial statement and is not expected to have a material effect on future periods.

2.2. Use of judgements and estimates

In preparing the condensed interim consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2023.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

2.2.1 Critical judgements made in applying the Group's accounting policies

Management is of the opinion that there is no critical judgement that has a significant effect on the amounts recognised in the financial statements.

2.2.2 Key sources of estimation uncertainty

Estimation of allowance for foreseeable losses for development properties

The Group assesses at every reporting date whether there is any allowance for foreseeable losses. The allowance for foreseeable losses is estimated after taking into account estimated selling prices and estimated total construction costs and costs to sell. The estimated selling prices are based on prevailing market trends in relation to the recent transacted of comparable properties in Malaysia. The estimated total construction costs are based on future costs to complete the projects and development plans of the Group, taking into consideration available industry data, status of construction progress, deviation in design plans, cost overruns and current market factors.

Based on the assessment, the Group recognised an additional allowance for foreseeable losses of RM1,600,000 as at 30 September 2024 (30 September 2023: RM Nil) for unsold units of Bukit Pelali @ Pengerang ("**BPP**") due to the slowdown in the market for the BPP project. In addition, there is a reversal of allowance for foreseeable losses sold at and above carrying amount on development properties of RM5,074,000 (30 September 2023: RM3,354,000) during the nine-month financial period ended 30 September 2024.

Measurement of Expected Credit Losses ("ECL") of trade receivables

The Group uses an allowance matrix to measure ECL for trade receivables. The ECL rates are based on the Group's historical loss experience of the customers, for the last 3 years prior to the reporting date for various customer groups that are assessed by adjusted for forward looking factors specific to the debtors and the economic environment which could affect the ability of the debtors to settle the trade receivables. In considering the impact of the economic environment on the ECL rates, the Group assesses, for example, the gross domestic production growth rates of the country (i.e. Malaysia). The Group adjusts, as necessary, the allowance matrix at each reporting date. Such estimation of the ECL rates may not be representative of the actual default in the future. The expected loss allowance on the Group's trade receivables as at 30 September 2024 was RM Nil (31 December 2023: RM Nil).

Provision for income taxes

The Group has exposure to income taxes in several jurisdictions of which a portion of these taxes arose from certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities expected tax issues based on their best estimates of the likely taxes due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amount of the Group's income tax as at 30 September 2024 was tax recoverable of RM658,000 (31 December 2023: tax recoverable of RM648,000).

Impairment of investment in subsidiaries

At the end of each financial year, an assessment is made on whether there are indicators that the Company's investment in subsidiaries is impaired or that an impairment loss recognised in prior periods may no longer exist or may have decreased. Where applicable, the Company's and Group's determination of the recoverable value is based on the estimation of the value-in-use of the applicable assets as defined in SFRS(I) 1-36 *Impairment of Assets* by forecasting the expected future cash flows for a period up to 5 years, using a suitable discount rate in order to calculate the present value of those cash flows. The Company's carrying amounts of investment in subsidiaries as at 30 September 2024 was RM85,000,000 (31 December 2023: RM85,000,000).

3 Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

4 Segment and revenue information

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors. The Board of Directors is responsible for allocating resources and assessing performance of the operating segments. The operating segments were determined based on the reports reviewed by management.

Geographic market information in relation to revenue of the Group is not presented as the Group's revenue is derived from Malaysia only.

Management considers that the entire Group's operations constitute a single segment which is in the business of property development in Malaysia. Management assesses the performance of the Group's operations based on the profit before tax, total assets and total liabilities which are measured in a manner consistent with that of the consolidated financial statements.

In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the operating segments is not applicable, as the Group only operates in a single segment.

4.1 Revenue

	3 months ended		**9 months ended**	
	30/09/2024 (Unaudited) RM'000	**30/09/2023 (Unaudited) RM'000**	**30/09/2024 (Unaudited) RM'000**	**30/09/2023 (Unaudited) RM'000**
Revenue from sale of development properties				
- transferred at a point in time	2,164	9,324	35,194	41,580

5. Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities of the Group and the Company as at 30 September 2024 and 31 December 2023.

		Group		Company	
	Note	30/09/2024 (Unaudited) RM'000	31/12/2023 (Audited) RM'000	30/09/2024 (Unaudited) RM'000	31/12/2023 (Audited) RM'000
Financial assets at amortised cost					
Trade and other receivables (excluding prepayment and advance payment)		5,345	9,008	-	-
Amount due from related parties		1,389	1,438	-	-
Cash and cash equivalents		10,260	16,486	119	642
		16,994	26,932	119	642
Financial liabilities at amortised cost					
Trade and other payables	13	(95,222)	(109,235)	(384)	(537)
Amount due to related parties		(69,904)	(69,634)	(3,151)	(3,415)
Borrowings	14	(11,748)	(11,911)	-	-
Lease liabilities	12	(1,146)	(234)	-	-
		(178,020)	(191,014)	(3,535)	(3,952)

6 Loss before income tax

6.1 Significant items

	Group			
	3 months ended		9 months ended	
	30/09/2024 (Unaudited) RM'000	30/09/2023 (Unaudited) RM'000	30/09/2024 (Unaudited) RM'000	30/09/2023 (Unaudited) RM'000
Other income				
Gain on disposal of asset held for sales	-	-	-	598
Project marketing consultancy service fee	31	529	118	1,315
Rental income	57	18	178	45
Jobs growth incentive received	-	-	-	33
Reversal of provision for Social Projects Fund Contribution (the "**SPF Contribution**")	-	-	-	800
Finance income				
Interest income	30	23	99	159
Adjustment to accrued interest	-	-	-	638
Late payment interest charge to purchaser	-	-	58	-
Finance costs				
Interest expense	261	200	746	1,171
Expenses				
Manpower cost, including directors' remuneration and directors' fee	2,271	1,707	6,090	5,052
Operating lease expense	114	119	359	358
Depreciation of property, plant and equipment	142	113	374	331
Loss on foreign exchange	25	24	90	29
Adjustment in final project costing	-	-	-	(2,464)
Allowance for foreseeable loss on development properties	1,600	-	1,600	-

	Group			
	3 months ended		9 months ended	
	30/09/2024 (Unaudited) RM'000	30/09/2023 (Unaudited) RM'000	30/09/2024 (Unaudited) RM'000	30/09/2023 (Unaudited) RM'000
Reversal of foreseeable loss on development properties sold at above carrying amount	(123)	(444)	(5,058)	(3,354)
Reversal of foreseeable loss on development properties sold at carrying amount	-	-	(16)	-
Reversal of liquidated ascertained damages	-	-	-	(357)
Waiver of late payment interest charge to purchaser	-	-	-	153
Waiver of forfeiture of payment to purchaser	-	-	-	169

6.2 Significant related party transactions

In addition to the related party information disclosed elsewhere in the condensed interim consolidated financial statements, the following significant transactions took place between the Group and related parties during the financial period on terms agreed between the parties concerned:

	Group			
	3 months ended		9 months ended	
	30/09/2024 (Unaudited) RM'000	30/09/2023 (Unaudited) RM'000	30/09/2024 (Unaudited) RM'000	30/09/2023 (Unaudited) RM'000
Affiliated corporations				
Advances from	2,561	1,470	2,561	1,470
Rental expenses	62	62	186	175
Interest expenses	-	-	-	71
Land costs paid/payable	79	184	471	342
A controlling shareholder of the Company				
Advances from	-	-	-	1,000
Rental expenses	41	41	123	123
Interest expenses	-	-	-	495

7 Taxation

	Group			
	3 months ended		9 months ended	
	30/09/2024 (Unaudited) RM'000	30/09/2023 (Unaudited) RM'000	30/09/2024 (Unaudited) RM'000	30/09/2023 (Unaudited) RM'000
Current tax expense				
Adjustment for prior years	91	14	91	14
Tax expense	91	14	91	14

8 Net asset value

	Group		Company	
	30/09/2024 (Unaudited) RM'000	31/12/2023 (Audited) RM'000	30/09/2024 (Unaudited) RM'000	31/12/2023 (Audited) RM'000
Net Asset Value[1] ("**NAV**") (RM'000)	72,013	82,922	81,625	81,695
Number of ordinary shares in issue	1,869,434,303	1,869,434,303	1,869,434,303	1,869,434,303
NAV per ordinary share (RM'sen)	3.85	4.44	4.37	4.37

Note:

(1) NAV attributable to owners of the Company.

9 Property, plant and equipment

During the financial period ended 30 September 2024, the Group acquired property, plant and equipment for an aggregate of approximately RM696,000 (31 December 2023: RM153,000) of which RM383,000 (31 December 2023: RM Nil) was acquired by means of a lease. In addition, the Group disposed of assets with a net book value of RM Nil (31 December 2023: RM Nil).

10 Investment in subsidiaries

	Company	
	30 September 2024 (Unaudited) RM'000	31 December 2023 (Audited) RM'000
Unquoted equity shares, at cost	1,229,000	1,229,000
Less: Impairment loss	(1,144,000)	(1,144,000)
Carrying amount	85,000	85,000

The movement in allowance for impairment loss on investment in subsidiaries during the period/year is as follows:

	Company	
	30 September 2024 (Unaudited) RM'000	31 December 2023 (Audited) RM'000
At beginning of the period/year	1,144,000	1,129,000
Addition	-	15,000
At end of the period/year	1,144,000	1,144,000

11 Development properties

	Group	
	30 September 2024 (Unaudited) RM'000	31 December 2023 (Audited) RM'000
Completed properties held for sale:		
- completed properties	67,752	98,542
Properties in the course of development (on-going projects):		
- properties for development representing mainly development costs, at cost	159,418	146,631
	227,170	245,173

Completed properties held for sale

The amount relates primarily to costs attributable to the completed properties held for sale.

	Group	
	30 September 2024 (Unaudited) RM'000	31 December 2023 (Audited) RM'000
Completed properties held for sale:		
- aggregate costs incurred	70,244	104,508
- allowance for foreseeable losses	(2,492)	(5,966)
	67,752	98,542

The movement in allowance for foreseeable losses on development properties during the period/year is as follows:

	Group	
	30 September 2024 (Unaudited) RM'000	31 December 2023 (Audited) RM'000
At beginning of the period/year	5,966	12,221
Allowance for foreseeable loss on development properties	1,600	-
Reversal of foreseeable loss on development properties sold at carrying amount	(16)	-
Reversal of foreseeable loss on development properties sold at above carrying amount	(5,058)	(6,255)
At end of the period/year	2,492	5,966

Securities

On 12 April 2017, a subsidiary of the Company, Astaka Padu Sdn Bhd ("**APSB**") entered into a loan agreement with China State Construction Engineering (M) Sdn Bhd ("**CSCE**") and as a security under the loan agreement, a lien holder caveat has been created on certain lands owned by Saling Syabas Sdn Bhd ("**SSSB**"), non-controlling shareholder of Bukit Pelali Properties Sdn Bhd ("**BPPSB**"). SSSB is owned by the controlling shareholder of the Company, Dato' Malek. The said lands are located in Bukit Pelali, Pengerang, Johor, Malaysia, which the Group has the sole and exclusive development rights to develop its development properties. On 29 November 2021, APSB and CSCE have entered into a settlement agreement and on 29 December 2023, APSB and CSCE have entered into a supplementary agreement to vary certain terms and conditions of the settlement agreement, which include clauses in relation to the defects retention sum, other retention sum and accrued interest and 4 land parcels remain secured to CSCE. As at 30 September 2024, the Group had incurred and recorded RM38,904,024 (31

December 2023: RM38,293,465) in development properties for the share of master infrastructure costs on the said lands.

For more details, please refer to Note 14 of this announcement.

12 Share capital

	30 September 2024			31 December 2023		
		Amount			Amount	
	Number of shares	Group RM'000	Company RM'000	Number of shares	Group RM'000	Company RM'000
Issued and fully paid ordinary shares	1,869,434,303	259,384	1,455,079	1,869,434,303	259,384	1,455,079

There were no changes in the Company's share capital arising from rights issue, bonus issue, subdivision, consolidation, 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, being 30 September 2024.

The Company did not hold any treasury shares as at 30 September 2024 and 30 September 2023.

There were no outstanding convertibles as at 30 September 2024 and 30 September 2023.

The Company's subsidiaries do not hold any shares in the Company as at 30 September 2024 and 30 September 2023.

There was no sale, transfer, cancellation and/or use of treasury shares or subsidiary holdings during, and as at the end of the nine-month financial period ended 30 September 2024.

13 Lease liabilities

	Group	
	30 September 2024 (Unaudited) RM'000	31 December 2023 (Audited) RM'000
Amount repayable within one year or on demand:		
- Secured	70	-
- Unsecured	328	234
	398	234
Amount repayable after one year:		
- Secured	301	-
- Unsecured	447	-
	748	-
Total lease liabilities	1,146	234

The Group's hire purchase financing facilities as at 30 September 2024 of RM382,900 (31 December 2023: RM Nil) are secured by its underlying assets.

14 Trade and other payables

	Group		Company	
	30/09/2024 (Unaudited) RM'000	31/12/2023 (Audited) RM'000	30/09/2024 (Unaudited) RM'000	31/12/2023 (Audited) RM'000
Trade payables	53,201	67,450	-	-
Other payables	17,694	15,181	384	537
Accrued land costs	1,080	1,550	-	-
Accrued transaction costs	9,633	10,768	-	-
Accrued expenses	13,614	14,286	-	-
	95,222	109,235	384	537

Included in the Group's trade payables is an amount of RM34,652,800 (31 December 2023: RM34,652,800) owing to the Johor State Government for acquisition of development land.

Settlement Agreement with CSCE

On 30 November 2021, the Company announced that APSB had, on 29 November 2021, entered into a settlement agreement with CSCE by way of consent judgment, as full and final settlement and discharge of all disputes, differences and claims by either party in connection with CSCE's claim against APSB for the sum of RM50,878,046.41 and interests thereon (the "**Dispute**") (the "**2021 Settlement Agreement**"). The terms of the 2021 Settlement Agreement include the potential transfer of up to five (5) properties within the development, The Astaka @ Bukit Senyum ("**The Astaka**") from APSB to CSCE or nominees of CSCE, at the discretion of APSB. To date, the five (5) properties have yet to be transferred from APSB to CSCE or nominees of CSCE.

On 30 December 2021, the Company announced that following the execution of the 2021 Settlement Agreement, CSCE had filed and recorded the consent judgment of the civil proceedings relating to the 2021 Settlement Agreement in the High Court of Malaya at Johor Bahru on 13 December 2021 (the "**Consent Judgment**"). Accordingly, both CSCE and APSB have since started to withdraw and/or discontinue the adjudication or civil proceedings relating to the Dispute.

Further to the Consent Judgment, APSB had on 22 December 2021, filed the notice of discontinuance in the Court of Appeal at Putrajaya and had withdrawn the Erinford Injunction at the Kuala Lumpur High Court.

On 29 December 2023, the Company announced that APSB and CSCE had, on 29 December 2023, entered into a supplementary settlement agreement (the "**2023 Supplementary Settlement Agreement**") with CSCE to vary certain terms and conditions of the 2021 Settlement Agreement.

Pursuant to the 2023 Supplementary Settlement Agreement, both parties had mutually agreed that a sum of RM4,450,000 be the costs to rectify defects that were to be carried out by CSCE under the relevant defect liability period for The Astaka. As CSCE did not carry out such rectification works, CSCE agrees to waive and relinquish its entitlement to the sum of RM4,450,000. Accordingly, CSCE agrees that it is only entitled to the remaining balance of retention sum of RM4,706,644. In addition, CSCE also agreed to waive and relinquish its entitlement to claim for the discounted accrued interest amounting to RM6,800,000 of the 2021 Settlement Agreement.

As at 30 September 2024, APSB has fulfilled its repayment milestones to CSCE in accordance with the 2021 Settlement Agreement and the 2023 Supplementary Settlement Agreement and an amount of RM961,318 remains outstanding. The outstanding amount has been fully settled in October 2024.

15 Borrowings

	Group	
	30 September 2024 (Unaudited) RM'000	31 December 2023 (Audited) RM'000
Amount repayable within one year or on demand:		
Secured		
Bank overdraft	11,748	11,911

Included in the bank overdraft is Affin Bank Berhad overdraft facility of RM12,000,000 (31 December 2023: RM12,000,000) for the working capital requirements of the Group, which is secured against a controlling shareholder's fixed deposit of RM12,000,000 (31 December 2023: RM12,000,000).

16 Subsequent events

Entry into Term Sheet for Proposed Joint Venture and Sale and Purchase of Land – Extension of the Expiry Date for the execution of the Definitive Agreements

The Company's 99.99% indirect owned subsidiary, APSB had on 12 July 2024, entered into a legally binding term sheet ("**Term Sheet**") with the Company's 50.99% owned indirect subsidiary, Astaka Capital Sdn Bhd ("**ACSB**"), Kii Amber Sdn. Bhd. ("**KIASB**"), and Seaview Holdings Sdn. Bhd. ("**SHSB**") (each a "**Party**", and collectively, the "**Parties**"), whereby the provisions of the Term Sheet are to be used as basis for the Parties to enter into (i) a subscription and shareholders' agreement for the incorporation of a joint venture and the development of project land into a residential serviced apartment and (ii) a sale and purchase agreement for the proposed acquisition of the project land ("**Proposed Acquisition**") (collectively, the "**Definitive Agreements**").

The Parties shall enter into the Definitive Agreements simultaneously within 60 days from the date of the Term Sheet, or such further date as may be mutually agreed between the Parties ("**Expiry Date**").

On 9 September 2024, the Parties have mutually agreed in writing to extend the Expiry Date to 31 October 2024 to enter into the Definitive Agreements.

On 30 October 2024, the Parties have mutually agreed in writing to further extend the Expiry Date for a further period of one (1) month until 30 November 2024, for the Parties to finalise and execute the Definitive Agreements.

Proposed Acquisition of the Land At Mukim Tebrau, Tempat Taman Setia Indah, Daerah Johor Bahru, Negeri Johor – Extension of SPA Completion Period

The Company's 99.99% indirectly owned subsidiary, Astaka Development Sdn. Bhd. ("**ADSB**"), and Straits Perkasa Services Sdn. Bhd. (the "**Landowner**") had entered into a sale and purchase agreement (the "**SPA**") on 15 November 2023, for the purchase of a parcel of land in Mukim Tebrau, Taman Setia Indah, District of Johor Bahru, State of Johor, Malaysia (the "**Land**") (the "**Project**").

ADSB had, on 4 August 2024, fulfilled all of the conditions precedent (the "**SPA Conditions Precedent**"). The balance sum shall be paid by ADSB to the Landowner's solicitors as stakeholders, no later than three (3) months from the date of fulfilment of conditions precedent ("**Completion Period**"), or such other extended period as may be mutually agreed between the parties in writing.

To allow for the registration of the instrument of transfer in favour of ADSB and the release of balance sum to the Landowner, the Completion Period shall be automatically extended for a further period of one (1) month until 4 December 2024 ("**Extended Completion Period**"), pursuant to the SPA. Upon expiry of the Completion Period (i.e. 4 November 2024), an interest at the rate of six percent (6%) per annum shall accrue on the unpaid portion of the balance sum, calculated on a daily basis, until the date of full payment of the balance sum (“**SPA Completion Date**”).

17 Other information

17.1 Review

The condensed interim consolidated statement of financial position of the Group as at 30 September 2024 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the nine-month financial period ended 30 September 2024 and certain explanatory notes have not been audited or reviewed by the Company’s auditors.

17.2 Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:

(a) Updates on the efforts taken to resolve each outstanding audit issue.
(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.
This is not required for any audit issue that is a material uncertainty relating to going concern.

Not applicable. The latest financial statements of the Group were not subject to an adverse opinion, qualified opinion or disclaimer of opinion.

17.3 Review of performance of the Group

Third quarter ended 30 September 2024 (“3QFY2024”) vs third quarter ended 30 September 2023 (“3QFY2023”)

Revenue

The decrease in revenue for 3QFY2024 as compared to 3QFY2023 was mainly due to sales from The Astaka @ One Bukit Senyum (“**The Astaka**”) have been lower than expected due to a limited number of available units, which may not meet the diverse preferences of potential purchasers. Further, The Aliva will be recognised progressively based on the percentage of completion, for which construction is ongoing.

Cost of Sales and Gross Profit

The decrease in cost of sales was in line with the decrease in revenue for the sale of The Astaka property units.

Gross loss in 3QFY2024 was mainly due to the additional allowance for foreseeable loss on the carrying value of the unsold units in BPP of RM1.60 million due to a general slowdown in the Pengerang market. This was partially offset by the reversal of the foreseeable losses on development properties for The Astaka in 3QFY2024 and 3QFY2023 in view of the higher selling prices obtained for the development properties sold. Excluding the net of foreseeable loss on development properties, the Group would have recorded a gross profit of approximately RM0.15 million in 3QFY2024 as compared to a gross profit of RM1.49 million excluding the reversal of foreseeable losses in 3QFY2023.

Other Income

The decrease in other income in 3QFY2024 compared to 3QFY2023 was mainly due to the decrease in the third-party project marketing consultancy service fee rendered by the Group that has been substantially billed in 3QFY2023.

Finance Income

The increase in finance income in 3QFY2024 as compared to 3QFY2023 was mainly due to the interest income received from the fixed deposit placements with a financial institution.

Expenses

The decrease in selling and distribution expenses in 3QFY2024 as compared to 3QFY2023 was mainly due to lower sales and marketing expenses, particularly for sales agent commissions which was in line with the decrease in revenue.

The decrease in administrative expenses in 3QFY2024 as compared to 3QFY2023 was mainly due to the following:

i. lower management fee and sinking fund of RM0.16 million due to fewer units unsold (3QFY2023: RM0.23 million);
ii. professional fee of RM1.12 million (3QFY2023: RM1.60 million); and
iii. lower quit rent and assessment fee of RM0.60 million due to units sold (3QFY2023: RM1.22 million);

However, the decrease in administrative expenses was partially offset by an increase in:

i. office expenses of RM0.36 million (3QFY2023: RM0.33 million);
ii. manpower costs of RM2.27 million (3QFY2023: RM1.71 million); and
iii. depreciation of property, plant and equipment ("**PPE**") of RM0.14 million (3QFY2023: RM0.11 million).

Other expenses increased in 3QFY2024 as compared to 3QFY2023 mainly due to increase in donations and sponsorship.

In 3QFY2024, the Group's finance costs relate mainly to (i) bank overdraft interest which amounted to approximately RM0.20 million; and (ii) loan interest payable to the landowner's financier amounted approximately RM0.06 million for the acquisition of The Aliva's land, in accordance with the sale and purchase agreement.

Income tax expense recorded in 3QFY2024 was due to under-provision of income tax in prior year of RM0.09 million as compared to under-provision of income tax of RM0.01 million in 3QFY2023.

As a result of the abovementioned, the Group recognised a net loss after tax of RM7.13 million in 3QFY2024 as compared to a net loss after tax of RM4.15 million in 3QFY2023.

Nine-month financial period ended 30 September 2024 ("9MFY2024") vs nine-month financial period ended 30 September 2023 ("9MFY2024")

Revenue

The decrease in revenue for 9MFY2024 as compared to 9MFY2023 was mainly due to sales from The Astaka have been lower than expected due to a limited number of available units, which may not meet the diverse preferences of potential purchasers. Additionally, there has been a slowdown in the BPP project compared to 9MFY2023. Further, The Aliva will be recognised progressively based on the percentage of completion, for which construction is ongoing.

Cost of Sales and Gross Profit

The decrease in cost of sales was in line with the decrease in revenue for the sale of The Astaka property units.

Included in the cost of sales is the additional allowance for foreseeable loss on the carrying value of the unsold units in BPP of RM1.60 million due to a general slowdown in the Pengerang market. In addition, the reversal of the foreseeable losses on development properties in 9MFY2024 and 9MFY2023 were in view of the higher selling prices obtained for the development properties sold. Excluding the net of foreseeable loss on development properties, the Group would have recorded a gross profit of approximately RM0.14 million in 9MFY2024 as compared to a gross profit of RM3.68 million excluding the reversal of foreseeable losses and adjustment of the final project costing in 9MFY2023.

Other Income

The decrease in other income in 9MFY2024 compared to 9MFY2023 was mainly due to the absence of the gain on the disposal of assets held for sale, reversal of provision for the SPF Contribution as the Company had sold the asset held for sale and no longer entitled to the future tax benefits attributable from the contribution to the SPF Contribution and decrease in the third-party project marketing consultancy service fee rendered by the Group in 9MFY2024.

Finance Income

The decrease in finance income in 9MFY2024 as compared to 9MFY2023 was mainly due to the absence of adjustment to accrued interest which amounted to approximately RM0.64 million for payment made to the nominated sub-contractors.

Expenses

The increase in selling and distribution expenses in 9MFY2024 as compared to 9MFY2023 was mainly due to sales and marketing expenses incurred in relation to the sales agent commission and organising of events and roadshows for selling and promoting The Astaka, BPP, The Aliva and the upcoming launch of the Group's new project.

The increase in administrative expenses in 9MFY2024 as compared to 9MFY2023 was mainly due to the following:

i. depreciation of PPE of RM0.37 million (9MFY2023: RM0.33 million);
ii. manpower costs of RM6.09 million (9MFY2023: RM5.05 million);
iii. office expenses of RM1.22 million (9MFY2023: RM1.01 million); and
iv. reversal of over-provision of liquidated ascertained damages ("**LAD**") of RM Nil as the time frame which purchasers could claim the LAD had lapsed in 9MFY2023 (9MFY2022: reversal of RM0.36 million).

However, the increase in administrative expenses was partially offset by a decrease in:

i. lower management fee and sinking fund of RM0.54 million due to units sold (9MFY2023: RM0.73 million);
ii. professional fee of RM2.34 million (9MFY2023: RM2.41 million); and
iii. lower quit rent and assessment fee of RM1.82 million due to units sold (9MFY2023: RM2.96 million).

Other expenses decreased in 9MFY2024 as compared to 9MFY2023 mainly due to the absence of the waiver of late payment interest charge and forfeiture of payment to purchaser. However, this decrease was partially offset by an increase in donation and sponsorship.

In 9MFY2024, the Group's finance costs relate mainly to (i) bank overdraft interest which amounted to approximately RM0.57 million; (ii) loan interest payable to the landowner's financier amounted approximately RM0.16 million for the acquisition of The Aliva's land, in accordance with the sale and purchase agreement; and (iii) interest on finance lease liabilities.

Income tax expense recorded in 9MFY2024 was due to under-provision of income tax in prior year of RM0.09 million as compared to under-provision of income tax of RM0.01 million in 9MFY2023.

As a result of the abovementioned, the Group recognised a net loss after tax of RM13.40 million in 9MFY2024 as compared to a net loss after tax of RM3.77 million in 9MFY2023.

Consolidated statement of financial position

PPE increased by approximately RM1.13 million from RM0.46 million as at 31 December 2023 to RM1.59 million as at 30 September 2024, which was mainly due to additions of new PPE and right-of-use assets comprising of newly acquired motor vehicle and new leases entered during the financial period. The increase was partially offset by the depreciation charged during the 9MFY2024.

Development properties decreased by approximately RM18.00 million from RM245.17 million as at 31 December 2023 to RM227.17 million as at 30 September 2024, mainly due to the sale of completed properties for The Astaka and BPP, as well as foreseeable losses arising from the unsold units of BPP during the 9MFY2024. The decrease was partially offset by the capitalisation of additional billings by sub-contractors, professionals and consultants for the development of the Aliva. This was in line with the progress of the current on-going construction of the Group's property development projects.

Trade and other receivables decreased by approximately RM3.27 million from RM9.25 million as at 31 December 2023 to RM5.98 million as at 30 September 2024 which was mainly due to the collection received from the purchasers for the sale of The Astaka property units.

Amount due from related parties decreased by approximately of RM0.05 million from RM1.44 million as at 31 December 2024 to RM1.39 million was mainly due to repayments received from Seaview Holdings Sdn. Bhd. ("**SHSB**").

Tax recoverable recorded is in relation to the tax instalments made by the Group. Under the self-assessment system, every company is required to determine and submit an estimate of its tax payable for the respective year of assessment ("**YOA**"), and the estimate of tax payable shall not be less than eighty-five per cent of the revised estimate of tax payable in the immediately preceding YOA.

Cash and cash equivalents decreased by approximately RM6.23 million from RM16.49 million as at 31 December 2023 to RM10.26 million as at 30 September 2024 which was mainly due to payments made to trade and other payables and repayment of loans to DMR Holdings Sdn Bhd ("**DMR Holdings**") during the financial period, and partially offset by sales collection from purchasers.

Trade and other payables decreased by approximately RM14.02 million from RM109.24 million as at 31 December 2023 to RM95.22 million as at 30 September 2024, which was mainly due to the payment made to the contractors and consultants including those with settlement agreements with the Group and the proposed payment plans with the Group during the financial period.

Amount due to related parties increased by approximately RM0.27 million from RM69.63 million as at 31 December 2023 to RM69.90 million as at 30 September 2024, which was mainly due to the drawdown of shareholders' loan by BPPSB and ACSB of approximately RM2.21 million based on respective shareholdings and partially offset by the repayment of loans owed to DMR Holdings . Please refer to the Company's announcement dated 20 May 2024 and 3 September 2024 in relation to the provision of the shareholders' loan to BBPSB by APSB and SSSB and ACSB by APSB and SHSB respectively.

The lease liabilities increased by approximately RM0.91 million from RM0.23 million as at 31 December 2023 to RM1.14 million as at 30 September 2024. This was mainly due to an increase in right-of-use assets leased by the Group and hire purchase commitments incurred during the financial period.

The borrowings as at 30 September 2024 was in relation to the drawdown of bank overdraft to finance the Group's property development projects and working capital.

The Group recorded a decrease of net current assets from RM81.98 million as at 31 December 2023 to RM68.19 million at 30 September 2024.

<u>Consolidated statement of cash flows</u>

The Group recorded a net cash flow used in operating activities of approximately RM4.38 million as at 30 September 2024, primarily due to the net loss recognised and repayments made to trade and other payables, However, this was partially offset by a decrease in development properties arising from sales of the property units in relation to the Group's existing property development projects.

Net cash flow used in investing activities of approximately RM1.52 million was mainly due to the acquisition of PPE of RM0.31 million, the deposit paid for acquisition of land of RM0.63 million and the increased in fixed deposit pledged of RM0.68 million. The aforesaid was partially offset by the interest received from the fixed deposit placements with financial institution of approximately RM99,000 as at 30 September 2024.

Net cash flow used in financing activities of approximately RM0.84 million as at 30 September 2024 was mainly due to the repayment made to affiliated corporations of approximately RM3.00 million, interest paid of approximately RM0.76 million and the repayment of lease liabilities of approximately RM0.11 million. The aforesaid was partially offset by the advances from affiliated corporations of RM3.03 million.

Included in the year-to-date ("**YTD**") September 2024 cash and bank balances is an amount of approximately RM5.11 million (YTD September 2023: RM4.00 million) of which the bank accounts are maintained in accordance with Housing Development (Housing Development Account) Regulation 1991 in Malaysia. These accounts, which consist of monies received from purchasers, are for the payments of property development expenditure incurred. The surplus monies, if any, will be released to the respective subsidiaries upon the completion of the property development properties and after all property development expenditure have been fully settled.

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

The Group's financial results for 3QFY2024 were in line with the profit guidance released on 29 October 2024.

17.5 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.

Johor Real Estate Market

According to data from Malaysia's National Property Information Centre ("**NAPIC**")[1], unsold properties in Johor have fallen to their lowest level since Q4 2016 to just 3,629 units in Q1 2024. This decrease signifies a robust property market with demand outpacing supply. Despite the strengthening Malaysian ringgit, demand for Johor's property market remains strong among foreign buyers as Singaporeans continue to seek additional residences for investment, vacation, or retirement.[2]

Huge Influx of Investment to Johor

According to the Malaysian Investment Development Authority ("**MIDA**")[3], Johor recorded a staggering RM43 billion in investments, of which RM31 billion was from foreign direct investment, in 2023. Johor's proximity to Singapore and its competitive operational costs makes it an attractive location for companies seeking to relocate or expand their operations. The anticipated signing of a special economic zone ("**SEZ**") agreement between Singapore and Malaysia in November 2024 is expected to further enhance investment inflows.[4] Global firms such as Nvidia have already established a presence in the region, a trend that is likely to bolster the local economy and stimulate further demand in the property market.[5]

Infrastructure Projects on Track to Completion

According to the Transport Minister of Malaysia, the RTS Link project is expected to start operations on 1 January 2027. Construction progress has reached 83% completion as of July 2024.[6] In addition, the automated rapid transit ("**ART**") system is set to be completed in 2027 to coincide with the RTS Link.[7] The combination of the ART and RTS Link will ease movement between Johor and Singapore, support the growing number of visitors and residents, and boost economic growth in the region.

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[1] Property Market Q1 2024 Snapshots: https://napic2.jpph.gov.my/storage/app/media//13Mei2024%20-%20Snapshot%20Q1%202024.pdf
[2] Malaysia ringgit's rise not deterring Singaporeans from buying Johor homes, SCMP: https://www.scmp.com/week-asia/economics/article/3273587/malaysia-ringgits-rise-not-deterring-singaporeans-buying-johor-homes
[3] Johor records RM43b in 2023 investments: https://www.mida.gov.my/mida-news/johor-records-rm43b-in-2023-investments/
[4] Singapore-Johor Economy Deal Signing Gets Pushed to November, Bloomberg: https://www.bloomberg.com/news/articles/2024-08-29/singapore-johor-special-zone-deal-signing-delayed-to-november?embedded-checkout=true
[5] Johor's data centres getting a boost from the Singapore factor; water, power remain bottlenecks, CNA: https://www.channelnewsasia.com/asia/malaysia-johor-data-centres-nvidia-ytl-kulai-sedenak-sez-us-china-trade-war-4310496
[6] RTS Link progress in Johor Bahru reaches 83%, The Star: https://www.thestar.com.my/news/nation/2024/08/20/rts-link-progress-in-johor-bahru-reaches-83
[7] JB plans elevated Automated Rapid Transit system with 32 stations, to launch by 2027, Msnews: https://mustsharenews.com/automated-rapid-transit-jb/

The Budget 2025 Further Strengthens Johor's Economic Development

During the unveiling of Malaysia's Budget 2025 on 19 October 2024, Prime Minister Anwar Ibrahim mentioned that special incentives for the SEZ would be revealed by the end of the year,[8] In addition, the Special Financial Zone ("**SFZ**") to be developed in Forest City will be the first location in Malaysia to offer a 0% tax rate for family wealth offices by Q1 2025, as well as a special income tax rate of 15% for skilled workers, and multiple-entry visas.[9]

The Chief Minister of Johor, Datuk Onn Hafiz Ghazi, also highlighted the initiatives related to the JS-SEZ and the attractive incentives offered through SFZ and SFZ are set to invigorate Johor's economic landscape. Additionally, the state budget will include various beneficial initiatives and developments, demonstrating the state government's commitment to the well-being of its residents.[10]

Astaka is Poised to Benefit from Johor's Development

The Group is poised to capitalize on Johor's positive market dynamics, especially given that its key developments are located on strategic landbanks within proximity to the upcoming RTS station and the Johor Bahru township center. With premier developments such as The Astaka and The Aliva, the Group is positioned to meet the rising demand for high-quality residential properties. These developments boast strategic locations and modern amenities and are designed to cater to the needs of both residents and expatriate communities.

As more companies establish operations in Johor—bolstered by substantial foreign direct investments and the creation of the SFZ offering attractive tax incentives—leading to an increased demand for housing to accommodate the influx of workers and executives.

17.6 Dividend information

If a decision regarding dividend has been made: -

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

No dividend has been declared or recommended for 3QFY2024.

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

Not applicable.

(ii) Previous corresponding period (RM'sen)

Not applicable. No dividend has been declared or recommended for the previous corresponding period.

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable

Not applicable.

[8] 2025 Budget: Govt to announce 'special' Johor-Singapore SEZ incentives: https://www.nst.com.my/news/nation/2024/10/1121803/2025-budget-govt-announce-special-johor-singapore-sez-incentives
[9] Everything you need to know about Forest City Special Financial Zone, Business Times: https://www.nst.com.my/business/corporate/2024/09/1108219/everything-you-need-know-about-forest-city-special-financial-zone
[10] Johor Mentri Besar praises Federal incentives in Budget 2025, The Star: https://www.thestar.com.my/news/nation/2024/10/19/johor-mentri-besar-praises-federal-incentives-in-budget-2025

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

Not applicable.

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

There is no dividend declared or recommended for the current reporting period as the Group intends to conserve cash as working capital for the Company, to repay existing creditors and to fund the project pipelines of the Group.

17.7 Interested person transactions ("IPTs")

The Group had obtained the approval from its shareholders on 26 April 2024 for the renewal of general mandate for recurring IPTs (the "**Recurring IPTs General Mandate**"). Please refer to the Company's circular to its shareholders dated 11 April 2024 for further details on the Recurring IPTs General Mandate.

Information on the IPTs entered into between the Group and the Interested Persons for the period ended 30 September 2024 are set out below:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
Astaka Capital Sdn. Bhd. ("**ACSB**")	An associate of Dato' Malek	RM627,300(1) RM30,600,000(2)	-
BPPSB	An associate of Dato' Malek	RM10,200,000(3)	RM382,264(4)
Dato Malek	Controlling Shareholder	-	RM Nil(5)
SHSB(1)	An associate of Dato' Malek	RM29,400,000(2)	-
SSSB(6)	An associate of Dato' Malek	RM9,800,000(3)	-
Sukma Consortium Sdn Bhd	An associate of Dato' Malek	-	RM738,000(7)
Victor Lai Kuan Loong ("**Mr Lai**")	Non-Executive Chairman and Independent Director	RM637,000(8)	-

Notes:

(1) Pursuant to Rule 909(1) of the Catalist Rules, in the case of a partly-owned subsidiary or associated company, the value of the transaction is an issuer's effective interest in that transaction. Pursuant to Rule 909(2) of the Catalist Rules, in the case of a joint venture, the value of the transaction includes the equity participation, shareholders' loans and guarantees to be given by the entity at risk.

Pursuant to the Term Sheet (as defined in Note 16 above), subject to the execution of the definitive agreements to be entered by the respective Parties, the value of the Proposed Acquisition as an interested person transaction based on the Company's shareholding proportions in the JVCo of ACSB & KIASB, as well as the financing principles of the Term Sheet, is RM31,365,000, being 51% of the Project Land price of RM61,500,000 ("**Price**"). Upon execution of the Term Sheet, a total sum of RM1,230,000, being 2% of the Price ("**Earnest Deposit**") was payable by ACSB and KIASB (in accordance with their Shareholding Proportions) to SHSB.

Accordingly, the Earnest Deposit payable by ACSB was RM627,300. Further, as shareholders of ACSB, each APSB and SHSB shall contribute RM319,923 and RM307,377 for the Earnest Deposit payable by ACSB, based on their respective shareholding proportions in ACSB. APSB had on 12 July 2024, paid on behalf of ACSB, the full amount of RM627,300 to SHSB (as beneficial owner of the Master Land). SHSB had on 29 July 2024, reimbursed (via ACSB) a sum of RM307,377 to APSB, based on SHSB's 49% shareholding proportions in ACSB. As ACSB and SHSB are each associate of Dato' Malek, the Earnest Deposit payable by APSB to SHSB of RM319,923 and amount paid on behalf of ACSB by APSB to SHSB of RM627,300 constitute an "Interested Person Transaction" under Chapter 9 of the Catalist Rule. As the definitive agreements to be entered by the respective Parties have yet to be executed as at date of this announcement, the value at risk is equivalent to the Earnest Deposit paid by APSB, on behalf of ACSB, of RM627,300 upon execution of the Term Sheet. The Company will seek any shareholder's approval as necessary for the entry into the definitive agreements.

(2) On 3 September 2024, APSB and SHSB had entered into a shareholders' loan agreement and with the Company's 50.99% owned indirect subsidiary, ACSB (the "**2024 ACSB Shareholders' Loan"**), to extend an unsecured and interest-free loan to ACSB for an aggregate sum of up to RM60.0 million for the financing of ACSB's business, and ACSB may give any number of drawdown requests to APSB and SHSB, provided always that the amount of each drawing when aggregated with all previous amounts of the drawdown amount under the 2024 ACSB Shareholders' Loan shall not exceed RM60.0 million.

The 2024 ACSB Shareholders' Loan shall be repaid by ACSB to APSB and SHSB in cash and/or in kind as may be mutually agreed between ACSB with APSB and SHSB respectively within one year from the drawing date (the "**Repayment Term of 2024 ACSB Shareholders' Loan**"), with an automatic extension of additional one year period upon the expiry of the Repayment Term of 2024 ACSB Shareholders' Loan, and on each successive anniversary date thereafter and the maturity date for the repayment of the 2024 ACSB Shareholders' Loan shall be construed as the last day of each relevant extension.

Pursuant to Rule 909(2) of the Catalist Rules, in the case of a joint venture, the value of the transaction includes the equity participation, shareholders' loans and guarantees to be given by the entity at risk. Accordingly, the value of the 2024 ACSB Shareholders' Loan as an interested person transaction is RM30.6 million, being the proportion of the loan to be extended by APSB to ACSB under the 2024 ACSB Shareholders' Loan (which is in proportion with APSB's equity stake in ACSB).

Pursuant to Rule 916(3) of the Catalist Rules, shareholders' approval is not required for the provision of a loan to a joint venture with an interested person as the 2024 ACSB Shareholders' Loan is extended by APSB and SHSB to ACSB in proportion to their equity and on the same terms.

(3) On 20 May 2024, APSB and SSSB had entered into a shareholders' loan agreement with the Company's 50.99% owned indirect subsidiary, BPPSB (the "**2024 BPPSB Shareholders' Loan**"), to extend an unsecured and interest-free loan to BPPSB for an aggregate sum of up to RM20.0 million for the purposes of ongoing working capital requirements as well as the future developments in BPPSB, provided always that the amount of each drawing when aggregated with all previous amounts of the drawdown amount under the 2024 BPPSB Shareholders' Loan shall not exceed RM20.0 million.

The 2024 BPPSB Shareholders' Loan shall be repaid by BPPSB to APSB and SSSB in cash and/or in kind as may be mutually agreed between BPPSB with APSB and SSSB respectively within one year from the drawing date (the "**Repayment Term of 2024 BPPSB Shareholders' Loan**"), with an automatic extension of additional one year period upon the expiry of the Repayment Term of 2024 BPPSB Shareholders' Loan, and on each successive anniversary date thereafter and the maturity date for the repayment of the 2024 BPPSB Shareholders' Loan shall be construed as the last day of each relevant extension.

Pursuant to Rule 909(2) of the Catalist Rules, in the case of a joint venture, the value of the transaction includes the equity participation, shareholders' loans and guarantees to be given by the entity at risk. Accordingly, the value of the 2024 BPPSB Shareholders' Loan as an interested person transaction is RM10.2 million, being the proportion of the loan to be extended by APSB to BPPSB under the 2024 BPPSB Shareholders' Loan (which is in proportion with APSB's equity stake in BPPSB).

Pursuant to Rule 916(3) of the Catalist Rules, shareholders' approval is not required for the provision of a loan to a joint venture with an interested person as the 2024 BPPSB Shareholders' Loan is extended by APSB and SSSB to BPPSB in proportion to their equity and on the same terms.

(4) APSB had seconded certain employees who do not have any active roles or job responsibilities in APSB to BPPSB to meet BPPSB's operational requirements. The amount incurred for the financial period ended 30 September 2024 is RM382,264.

(5) This comprises the rental payable by BPPSB to Dato Malek, for the rental of lands by BPPSB from 1 April 2024 to 31 March 2026. The amount incurred is RM325,464.

(6) There were amounts payable by BPPSB to SSSB up to the date of this announcement for the sole and exclusive right to develop the Bukit Pelali land for an aggregate consideration not exceeding RM165,000,000, which was approved by the Company's shareholders at the extraordinary general meeting on 16 December 2016. Please refer to the Company's circular to its shareholders dated 29 November 2016 for further details. The amount incurred for the financial period ended 30 September 2024 is RM470,398.

(7) This comprises the rental payable by APSB, to Sukma Consortium Sdn Bhd, an associate of Dato' Malek, for the rental of office premises by APSB from September 2024 to August 2027.

(8) This relates to the sale of a property unit at The Aliva project by the Company's 99.99%-owned indirect subsidiary, ADSB to Mr Lai. Please refer to the Company's announcement dated 12 August 2024.

17.8 Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1)

The Company has received undertakings from all its Directors and executive officers in the format as set out in Appendix 7H under Rule 720(1) of the Catalist Rules.

17.9 Negative confirmation pursuant to Catalist Rule 705(5)

On behalf of the Board, we, the undersigned, hereby confirm that, to the best of our knowledge that nothing has come to the attention of the Board which may render the unaudited condensed interim financial statements for the period ended 30 September 2024 to be false or misleading in any material aspect.

18 Disclosure on Acquisitions and Realisation of Shares pursuant to Catalist Rule 706(A)

On 30 July 2024, ACSB had, pursuant to the Term Sheet (as defined in Note 16 above), incorporated Astaka Kimlun Sdn Bhd ("**AKSB**") as a wholly-owned subsidiary of ACSB with issued and paid up capital of RM100, comprising 100 ordinary shares, prior to the entry into the SSA with KIASB. The incorporation of AKSB is funded through the Company's internal resources and not expected to have any material impact on the net tangible assets per share or earnings per share of the Group for the current financial year ending 31 December 2024.

Save as disclosed, there were no other acquisition or realisation of shares by the Company during the financial period ended 30 September 2024 which requires disclosure pursuant to Rule 706A of the Catalist Rules.

By Order of the Board

Khong Chung Lun
Executive Director and Chief Executive Officer

7 November 2024

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Ms Audrey Mok (Telephone: +65 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.
