



PRESTARIANG BERHAD

[Registration No. 201001038336(922260-K)]
(Incorporated in Malaysia)

**Unaudited Interim Financial Report
For the Quarter and Period Ended 31 March 2020**

PRESTARIANG BERHAD (201001038336 | 922260-K)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2020

	Note	Individual Quarter		Cumulative Period	
		Current Year Quarter	Preceding Year Quarter	Current Year To Date 9 months	Preceding Year To Date 9 months
		31/3/2020 RM'000	31/3/2019 RM'000	31/3/2020 RM'000	31/3/2019 RM'000
CONTINUING OPERATIONS					
Revenue		25,973	N/A	95,387	N/A
Cost of sales		(20,356)	N/A	(77,940)	N/A
Gross profit		5,617	N/A	17,447	N/A
Other income		184	N/A	430	N/A
Administrative expenses		5,801	N/A	17,877	N/A
Other expenses		(6,162)	N/A	(20,748)	N/A
Finance costs		(757)	N/A	(2,177)	N/A
Loss before taxation	B5	(1,239)	N/A	(3,676)	N/A
Income tax expense	B6	(2,357)	N/A	(8,724)	N/A
Loss after taxation from continuing operations		(438)	N/A	(968)	N/A
		(2,795)	N/A	(9,692)	N/A
DISCONTINUED OPERATIONS					
Loss after taxation from discontinued operations		(651)	N/A	(651)	N/A
Loss after taxation		(3,446)	N/A	(10,343)	N/A
Other comprehensive income		-	N/A	(550)	N/A
Total comprehensive expenses for the financial period		(3,446)	N/A	(10,893)	N/A
Loss after taxation attributable to:-					
Owners of the Company:					
Continuing operations		(2,540)	N/A	(9,510)	N/A
Discontinued operations		(651)	N/A	(651)	N/A
		(3,191)	N/A	(10,161)	N/A
Non-controlling interest:		(255)	N/A	(182)	N/A
		(3,446)	N/A	(10,343)	N/A
Total comprehensive expenses attributable to:					
Owners of the Company:					
Continuing operations		(2,540)	N/A	(10,060)	N/A
Discontinued operations		(651)	N/A	(651)	N/A
		(3,191)	N/A	(10,711)	N/A
Non-controlling interest:		(255)	N/A	(182)	N/A
		(3,446)	N/A	(10,893)	N/A
Loss Per Share attributable to owners of the Company (Sen)					
Basic:					
Continuing operations	B12	(0.52)	N/A	(1.96)	N/A
Discontinued operations		(0.13)	N/A	(0.13)	N/A

The unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial period from 1 January 2018 to 30 June 2019 and the accompanying explanatory notes attached to these interim financial statements.

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will be no comparative financial information available for the financial period ended 31 March 2020.

PRESTARIANG BERHAD (201001038336 | 922260-K)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 MARCH 2020

	Note	Unaudited As at 31/3/2020 RM'000	Audited As at 30/6/2019 RM'000
ASSETS			
NON-CURRENT ASSETS			
Property and equipment		17,585	19,171
Investment properties		35,089	35,089
Other investment		5,513	8,427
Development cost		54	54
		58,241	62,741
CURRENT ASSETS			
Contract costs		12,341	19,217
Trade and other receivables		208,638	208,334
Short-term investment		40	40
Cash and bank balances		14,034	7,166
Current tax assets		66	23
		235,119	234,780
Assets of disposal group classified as held for sale		5,828	-
		240,947	234,780
TOTAL ASSETS		299,188	297,521
LIABILITIES AND EQUITY			
CURRENT LIABILITIES			
Trade and other payables		74,303	75,733
Borrowings	B8	23,585	27,075
Current tax liabilities		1,880	1,200
Contract liabilities		28,688	19,996
		128,456	124,004
Liabilities of disposal group classified as held for sale		9,823	-
		138,279	124,004
NON-CURRENT LIABILITIES			
Borrowings	B8	34,731	36,446
Deferred tax liabilities		16,922	16,922
		51,653	53,368
TOTAL LIABILITIES		189,932	177,372
NET ASSETS		109,256	120,149
EQUITY			
Share capital		119,700	119,700
Other reserve		(14,166)	(14,166)
Fair value reserve		(8,180)	(7,630)
(Accumulated losses)/Retained profits		373	10,534
Total equity attributable to owners of the Company		97,727	108,438
Non-controlling interest		11,529	11,711
TOTAL EQUITY		109,256	120,149
TOTAL LIABILITIES & EQUITY		299,188	297,521
NET ASSETS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (SEN)		20.19	22.40

The unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the financial period from 1 January 2018 to 30 June 2019 and the accompanying explanatory notes attached to these interim financial statements.

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PRESTARIANG BERHAD (201001038336 | 922260-K)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGE IN EQUITY
FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2020

	←-----Non-distributable-----→			Distributable					
	Share	Treasury	Fair Value	Merger	(Accumulated	Attributable	Redeemable	Non-	Total
	Capital	shares	Reserve	Deficit	Losses)/	to owners of	Convertible	controlling	Equity
	RM'000	RM'000	RM'000	RM'000	Retained	the Company	Preference Shares	Interest	RM'000
					Profits	RM'000	RM'000	RM'000	RM'000
At 31 December 2017/1 January 2018	119,700	(3,366)	-	(10,800)	58,482	164,016	237	7,050	171,303
- Effects of adoption of MFRS 15	-	-	-	-	(18,981)	(18,981)	-	(8,135)	(27,116)
	119,700	(3,366)	-	(10,800)	39,501	145,035	237	(1,085)	144,187
- Effects of adoption of MFRS 9	-	-	(5,941)	-	(1,426)	(7,367)	-	-	(7,367)
- As restated	119,700	(3,366)	(5,941)	(10,800)	38,075	137,668	237	(1,085)	136,820
Loss after taxation	-	-	-	-	(21,753)	(21,753)	-	12,796	(8,957)
Transaction with owners of the Company:-									
- Fair value changes of equity instrument	-	-	(1,689)	-	-	(1,689)	-	-	(1,689)
- Redemption of RCPS	-	-	-	-	-	-	(85)	-	(85)
- Reclassification of RCPS	-	-	-	-	-	-	(152)	-	(152)
-Dividends paid	-	-	-	-	(5,788)	(5,788)	-	-	(5,788)
Total transaction with owners of the Company	-	-	(1,689)	-	(5,788)	(7,477)	(237)	-	(7,714)
At 30 June 2019	119,700	(3,366)	(7,630)	(10,800)	10,534	108,438	-	11,711	120,149
Loss after taxation	-	-	-	-	(10,161)	(10,161)	-	(182)	(10,343)
Transaction with owners of the Company:-									
- Fair value changes of equity instrument	-	-	(550)	-	-	(550)	-	-	(550)
Total transaction with owners of the Company	-	-	(550)	-	-	(550)	-	-	(550)
At 31 March 2020	119,700	(3,366)	(8,180)	(10,800)	373	97,727	-	11,529	109,256

The unaudited Condensed Consolidated Statement of Change in Equity should be read in conjunction with the Audited Financial Statements for the financial period from 1 January 2018 to 30 June 2019 and the accompanying explanatory notes attached to these interim financial statements.

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will be no comparative financial information available for the financial period ended 31 March 2020.

PRESTARIANG BERHAD (201001038336 | 922260-K)
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED 31 MARCH 2020

	Current Year To Date 31/3/2020 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES	
Loss before taxation	
Continuing operations	(8,724)
Discontinued operations	(651)
Adjustments for:	
Depreciation of property and equipment	1,825
Profit income received from deposits with licensed islamic banks	(56)
Interest expense	2,999
Operating loss before working capital changes	(4,607)
Working capital changes:-	
Changes in contract costs	6,876
Changes in trade and other receivables	(5,929)
Changes in contract liabilities	8,692
Changes in trade and other payables	8,392
CASH FLOW FROM OPERATING ACTIVITIES	13,424
Interest paid	(2,999)
Income tax paid	(331)
NET CASH FLOW FROM OPERATING ACTIVITIES	10,094
CASH FLOWS FROM INVESTING ACTIVITIES	
Disposal of equity interest in other investment	2,363
Purchase of property and equipment	(240)
Profit income received from deposits with licensed islamic banks	56
Uplift pledged fixed deposits with licensed bank	2,015
NET CASH FROM INVESTING ACTIVITIES	4,194
CASH FLOWS FOR FINANCING ACTIVITIES	
Repayment of hire purchase obligations	(31)
Repayment of term loans	(2,509)
Repayment of revolving credits	(2,664)
NET CASH FLOW FOR FINANCING ACTIVITIES	(5,204)
Net increase in cash and cash equivalents	9,084
Cash and cash equivalents at beginning of the financial period	2,950
CASH AND CASH EQUIVALENT AT END OF THE FINANCIAL PERIOD	12,034
CASH AND CASH EQUIVALENT AT END OF THE FINANCIAL PERIOD COMPRISES THE FOLLOWING:-	
Cash and bank balances	12,034
Deposits with licensed banks	2,000
	14,034
Less: Deposits pledged with licensed banks	(2,000)
	12,034

The unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the financial period from 1 January 2018 to 30 June 2019 and the accompanying explanatory notes attached to these interim financial statements.

The financial year end of the Group has been changed from 31 December to 30 June. As such, there will be no more comparative financial information available for the financial period ended 31 March 2020.

NOTES TO THE INTERIM FINANCIAL REPORT

PART A – EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARDS 134 (“MFRS 134”)

A1. BASIS OF PREPARATION

These condensed consolidated interim financial statements have been prepared in accordance with the requirement of Malaysian Financial Reporting Standards (“MFRSs”) 134, Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad. They do not include all of the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements of the Group for the period ended 30 June 2019.

The accounting policies and methods of computation by the Group in this interim financial statement are consistent with those adopted in the financial statements for the period ended 30 June 2019 excepts for those standards, amendments and interpretations which are effective from the annual period beginning on or after 1 January 2019.

At the beginning of the current financial period, the Group adopted new MFRSs, Amendments to MFRSs and an IC Interpretation (collectively referred to as “pronouncements”) that have been issued by the MASB and are applicable as listed below:-

- Amendments to MFRS 9: Prepayment Features with Negative Compensation
- MFRS 16 Leases
- Amendments to MFRS 128: Long-term Interests in Associates and Joint Ventures
- Annual Improvements to MFRS Standards 2015 – 2017 Cycles
- Amendments to MFRS 119: Plan Amendment, Curtailment or Settlement
- IC Interpretation 23 Uncertainty Over Income Tax Treatments

The Group expect that the adoption of the above standards and interpretations will have no material impact on the financial statements in the period of initial application except as discussed below:

MFRS 16 Leases

MFRS 16 replaces MFRS 117 Leases, IC Interpretation 4 Determining whether an Arrangement contains a Lease, IC Interpretation 115 Operating Lease-Incentives and IC Interpretation 127 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. MFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under MFRS 117.

A1. BASIS OF PREPARATION (CONT'D)

At the commencement date of a lease, a lessee will recognise a liability to make lease payments and an asset representing the right to use the underlying asset during the lease term. The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions), less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at present value of the lease payments that are not paid as at the date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications.

Classification of cash flows will also be affected as operating lease payments under MFRS 117 are presented as operating cash flows, whereas under MFRS 16, the lease payments will be split into a principal (which will be presented as financing cash flows) and an interest portion (which will be presented as operating cash flows).

Lessor accounting under MFRS 16 is substantially the same as the accounting under MFRS 117. Lessor will continue to classify all leases using the same classification principle as in MFRS 117 and distinguish between two types of leases: operating and finance leases. MFRS 16 also requires lessees and lessors to make more extensive disclosures than under MFRS 117. MFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group is currently assessing the financial impact that may arise from the adoption of this standard.

A2. CHANGES IN ACCOUNTING POLICIES

At the date of authorization of these interim financial statements, the following MFRSs, Amendments to MFRSs and Issues Committee ("IC") Interpretations were issued but not yet effective and have not been applied by the Group:-

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2019:-

MFRSs and/or IC Interpretations (Including the Consequential Amendments)	Effective Date
• MFRS 17 Insurance Contracts	1 January 2021
• Amendments to MFRS 3: Definition of a Business	1 January 2020
• Amendments to MFRS 9, MFRS 139 and MFRS 7: Interest Rate Benchmark Reform	1 January 2020
• Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
• Amendments to MFRS 101 and MFRS 108: Definition of Material	1 January 2020
• Amendments to References to the Conceptual Framework in MFRS Standards	1 January 2020

The adoption of the above standards and amendments are not expected to have any material financial impact to the Group upon their first adoption.

A3. AUDITORS' REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditors' report on the audited annual financial statements for the financial period ended 30 June 2019 was not qualified.

A4. SEASONAL OR CYCLICAL FACTORS

The business operations of the Group for the period ended 31 March 2020 have not been affected by any seasonal or cyclical factors.

A5. ITEMS OF UNUSUAL NATURE, SIZE OR INCIDENT

There were no material unusual items or events affecting the assets, liabilities, equity, net income or cash flow during the current financial period ended 31 March 2020.

A6. CHANGES IN ESTIMATES

There were no material changes in estimates of amounts reported in prior financial years that have a material effect to this interim financial report.

A7. CHANGES IN DEBT AND EQUITY SECURITIES

There was no issuance, cancellation, repurchase, resale and repayment of debt and equity securities during the current financial quarter.

These shares were retained as treasury shares and there is no resale or cancellation of the treasury shares.

A8. VALUATION OF PROPERTY AND EQUIPMENT

There was no valuation of the property and equipment in the current financial quarter.

A9. CAPITAL COMMITMENT

There was no material capital commitment for the quarter ended 31 March 2020.

A10. DIVIDENDS PAID

There was no dividend paid during the current financial quarter.

A11. SEGMENTAL INFORMATION

The Group's business segments are reflecting the Group's internal reporting structure as follow:

- a) **Software & Services and Talent** - distribution and managing the software licensing and providing the ICT and O&G training and certification.
- b) **Education** - provide specialised computer science and engineering education. It offers computer studies ranging from foundation, diploma, degree, post graduate masters and PhD.
- c) **Employment services** - Human resource management services for foreign workers' recruitment and documentation services.
- d) **Concession** - delivery of total solution for the integrated and comprehensive core immigration system includes design, customise, install, configure, test, commission and maintain throughout the concession period.
- e) **Others** - Comprise the holding company which involved in activity of investment holding and its subsidiary companies.

PRESTARIANG BERHAD (201001038336 | 922260-K)
UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2020

A11. SEGMENTAL INFORMATION (CONT'D)

RESULTS FOR 3 MONTHS ENDED 31 MARCH 2020 (UNAUDITED)						
	Software & Services and Talent RM'000	Education RM'000	Employment Services RM'000	Concession RM'000	Others RM'000	Total RM'000
<u>Continuing Operations</u>						
Revenue						
External revenue	24,068	798	1,107	-	-	25,973
Inter-segment revenue	-	-	-	-	-	-
Segment revenue	24,068	798	1,107	-	-	25,973
Consolidation adjustments						-
Consolidated revenue						25,973
Results						
Segment (loss)/profit before interest and taxation	2,014	(724)	(163)	(581)	(1,664)	(1,118)
Finance costs						(1,239)
Consolidation adjustments						-
Consolidated loss before taxation						(2,357)
<u>Discontinued Operations</u>						
Segment loss before interest and taxation	-	(651)	-	-	-	(651)
Total (loss)/profit before interest and taxation	2,014	(1,375)	(163)	(581)	(1,664)	(1,769)
Finance costs						(1,239)
Consolidation adjustments						-
Total Loss Before Taxation						(3,008)

PRESTARIANG BERHAD (201001038336 | 922260-K)
UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2020

A11. SEGMENTAL INFORMATION (CONT'D)

RESULTS FOR 9 MONTHS ENDED 31 MARCH 2020 (UNAUDITED)						
	Software & Services and Talent RM'000	Education RM'000	Employment Services RM'000	Concession RM'000	Others RM'000	Total RM'000
Revenue						
External revenue	87,430	3,751	4,206	-	-	95,387
Inter-segment revenue	-	-	-	-	-	-
Segment revenue	87,430	3,751	4,206	-	-	95,387
Consolidation adjustments						-
Consolidated revenue						95,387
Results						
Segment (loss)/profit before interest and taxation	5,540	(3,962)	122	(799)	(5,949)	(5,048)
Finance costs						(3,676)
Consolidation adjustments						-
Consolidated loss before taxation						(8,724)
<u>Discontinued Operations</u>						
Segment loss before interest and taxation	-	(651)		-	-	(651)
Total (loss)/profit before interest and taxation	5,540	(4,613)	122	(799)	(5,949)	(5,699)
Finance costs						(3,676)
Consolidation adjustments						-
Total Loss Before Taxation						(9,375)

A12. MATERIAL EVENTS SUBSEQUENT TO THE END OF INTERIM PERIOD

There were no items, transactions or events of a material and unusual nature that have arisen since 31 March 2020 to the date of this announcement which would substantially affect the financial results of the Group for the period ended that have not been reflected in the condensed financial statements.

A13. CHANGES IN COMPOSITION OF THE GROUP

In the opinion of the Board of Directors, other than disclose under **B7(2)**, there were no other changes in the composition of the Group during the current financial quarter.

A14. CONTINGENT LIABILITIES OR CONTINGENT ASSETS

There were no contingent assets. Contingent liabilities during the financial period were as follows: -

	<u>RM'000</u>
- Performance guarantee extended by a subsidiary to third party	14,928
- Compensation to a vendor due to project termination	7,291
- Dividend payable on Redeemable Preference Shares ("RPS")	28,800
- Special coupon on Redeemable Secured Loan Stock ("RSLs")	1,000
	<u>52,019</u>

A15. SIGNIFICANT RELATED PARTY TRANSACTIONS

The Group's related party transactions during the financial period were as follows: -

	Current Year To-Date RM'000
OpenLearning Global (M) Sdn Bhd - common director Sales of software	600

PRESTARIANG BERHAD (201001038336 | 922260-K)
UNAUDITED INTERIM FINANCIAL REPORT FOR THE QUARTER AND PERIOD ENDED 31 MARCH 2020

NOTES TO THE INTERIM FINANCIAL REPORT

PART B – ADDITIONAL INFORMATION AS REQUIRED BY MAIN MARKET LISTING REQUIREMENT OF BURSA MALAYSIA SECURITIES BERHAD (PART A OF APPENDIX 9B)

B1. OPERATING SEGMENTS REVIEW

	INDIVIDUAL QUARTER				CUMULATIVE QUARTER				
	Current Quarter 31/3/2020 RM'000	Preceding Year Quarter 31/3/2019 RM'000	Variance		9 MONTHS Current Year to Date 31/3/2020 RM'000	9 MONTHS Preceding Year to Date 31/3/2019 RM'000	Variance		
			RM'000	(%)			RM'000	(%)	
<u>Segmental Revenue:</u>									
<u>Continuing Operations</u>									
Software & Services and Talent									
- Software & Services	23,745	N/A	n/a	n/a	84,750	N/A	n/a	n/a	n/a
- Talent	323	N/A	n/a	n/a	2,680	N/A	n/a	n/a	n/a
	24,068	N/A	n/a	n/a	87,430	N/A	n/a	n/a	n/a
Education	798	N/A	n/a	n/a	3,751	N/A	n/a	n/a	n/a
Employment services	1,107	N/A	n/a	n/a	4,206	N/A	n/a	n/a	n/a
Concession	-	N/A	n/a	n/a	-	N/A	n/a	n/a	n/a
Others	-	N/A	n/a	n/a	-	N/A	n/a	n/a	n/a
	25,973	N/A	n/a	n/a	95,387	N/A	n/a	n/a	n/a
Inter-segment Elimination	-	N/A			-	N/A			
Group	25,973	N/A	n/a	n/a	95,387	N/A	n/a	n/a	n/a
<u>(Loss)/Profit Before Taxation</u>									
Software & Services and Talent	778	N/A	n/a	n/a	1,871	N/A	n/a	n/a	n/a
Education	(725)	N/A	n/a	n/a	(3,964)	N/A	n/a	n/a	n/a
Employment Services	(164)	N/A	n/a	n/a	119	N/A	n/a	n/a	n/a
Concession	(582)	N/A	n/a	n/a	(800)	N/A	n/a	n/a	n/a
Others	(1,664)	N/A	n/a	n/a	(5,950)	N/A	n/a	n/a	n/a
	(2,357)	N/A	n/a	n/a	(8,724)	N/A	n/a	n/a	n/a
Inter-segment Elimination	-	N/A			-	N/A			
	(2,357)	N/A	n/a	n/a	(8,724)	N/A	n/a	n/a	n/a
<u>Discontinued Operations</u>									
Education	(651)	N/A	n/a	n/a	(651)	N/A	n/a	n/a	n/a
Group	(3,008)	N/A	n/a	n/a	(9,375)	N/A	n/a	n/a	n/a

B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER'S RESULTS

	Current Quarter 31/3/2020 RM'000	Immediate Preceding Quarter 31/12/2019 RM'000	Variance RM'000	(%)
<u>Segmental Revenue:</u>				
<u>Continuing Operations</u>				
Software & Services and Talent				
- Software & Services	23,745	27,393	(3,648)	-13%
- Talent	323	1,039	(716)	-69%
	<u>24,068</u>	<u>28,432</u>	<u>(4,364)</u>	<u>-15%</u>
Education	798	1,194	(396)	-33%
Employment services	1,107	1,637	(530)	-32%
Concession	-	-	-	n/a
Others	-	-	-	n/a
	<u>25,973</u>	<u>31,263</u>	<u>(5,290)</u>	<u>-17%</u>
Inter-segment Elimination	-	-		
Group	<u>25,973</u>	<u>31,263</u>	<u>(5,290)</u>	<u>-17%</u>
<u>(Loss)/Profit Before Taxation</u>				
Software & Services and Talent	778	526	252	48%
Education	(725)	(1,899)	1,174	62%
Employment services	(164)	210	(374)	>-100%
Concession	(582)	(153)	(429)	>-100%
Others	(1,664)	(2,185)	521	24%
	<u>(2,357)</u>	<u>(3,501)</u>	<u>1,144</u>	<u>33%</u>
Inter-segment Elimination	-	-		
	<u>(2,357)</u>	<u>(3,501)</u>	<u>1,144</u>	<u>33%</u>
<u>Discontinued Operations</u>				
Education	(651)	-	(651)	n/a
Group	<u>(3,008)</u>	<u>(3,501)</u>	<u>493</u>	<u>-14%</u>

The Group's revenue for the current quarter is RM26.0 million, which was RM5.3 million or 17% lower than the preceding quarter of RM31.3 million. The lower revenue for this quarter can be attributed to lower revenue in the Software & Services and Talent division due to the onset of the Covid-19 Pandemic and the MCO in Malaysia starting late March 2020. Both the Education and Employment segment also registered lower revenue for the quarter which is explained in more detail in the notes below:

B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER'S RESULTS (CONT'D)

The Group recorded loss before tax of RM3.0 million or 14% lower than preceding quarter of RM3.5 million due to the net effect of the following: -

- i. Software & Services and Talent recorded revenue of RM24.1 million, which was RM4.4 million or 15% lower than the previous quarter as a result of deferment of trainings starting February 2020 and delays in issuance of orders from customers following the onset of COVID 19 and the ensuing MCO. Despite this lower revenue the division was able to maintain its profit contribution before tax and finance cost of RM2.0 million due to the higher margin mix of product & services sold during this period.
- ii. The Concession segment has ceased operation in January 2019 and has stopped incurring operational cost since the end of the financial period ended 30 June 2019. Following which cost attributable to this segment relate primarily to Legal cost relating to the claim against The Government of Malaysia ("GOM") as well as statutory and compliance cost.
- iii. During the period under review the Company entered into a Sale & Purchase agreement with Serba Dinamik Group Berhad for the disposal of the entire equity interest of Prestariang Education Sdn Bhd ("PESB") on 25th February 2020. We have therefore reclassified it as Asset Held for Sale and only consolidated 2 months of its revenue and cost in our Financials for the quarter. Pending completion of the transaction, the net operating results of PESB starting March 2020 will be shown as arising from Discontinued Operations as shown in note A.11
- iv. Employment Services recorded lower revenue of RM1.1 million compared to RM1.6 million in the previous quarter and an operating loss of RM164,000 compared to a profit of RM210,000 in the previous quarter. This is primarily linked to the winding down of its project in Pengerang and the associated cost as the project reaches its completion.
- v. Others which is made up primarily of Group cost has reduced considerably from RM2.2 million in the previous quarter to RM1.7 million in the current quarter. A savings of RM530,000 or 24% was achieved in line with the groups cost rationalization process.
- vi. Finance Cost reduced from RM1.5 million in the previous quarter to RM1.2 million in the current quarter primarily due to the lower utilization of trade lines as a result of lower revenues.

B3. PROSPECTS FOR THE FINANCIAL YEAR ENDING 30 JUNE 2020

The Group has embarked on a rationalization plan that include, among others, cost cutting measures, divestment of assets, and equity fund raising, to further improve its cash flow and increase working capital mainly for the Group's Software & Services business following the termination of the SKIN Concession in 2019. Some of the measures to reduce operating costs have been implemented, while our plan to divest assets and raise equity fund through private placement of shares are making progress.

The Group's cashflow from operating activities for the period ended 31 March 2020 has further strengthened to RM10.1 million validating the Group's strategy highlighted above. The Software & Services continues to be the core driver in delivering good results for the Group. Despite the reduced revenue compared to the previous quarter this segment maintained its bottom line at RM2 million. This segment is expected to continue to underpin

B3. PROSPECTS FOR THE FINANCIAL YEAR ENDING 30 JUNE 2020 (CONT'D)

the performance of the Group with on-going sustainable key projects at hand including MLA 3.0 and Adobe. With the termination of the SKIN Concession the Group has stopped its investment in the SKIN project and is now able to focus its resources towards strengthening its profitable Software & Services and Talent business.

With regard to equity fund raising, the Group has, on 20 February 2020, announced that it has obtained the approval of Bursa Malaysia to implement a private placement to raise up to RM19.2 million. Discussions on this front with potential investors continue, although this has been dampened by the volatility and bearish sentiment in the equity markets. In respect of divestment of assets, the Group has announced, on 25 February 2020, the proposed disposal of the entire equity interest in Prestariang Education Sdn Bhd ("PESB"). This proposed private placement of shares and the proposed disposal of PESB, when completed, are expected to improve the cashflow and working capital of the Group.

Premised on the above, the Group's prospect for the year ending 30 June 2020 is expected to continue to be stable and the Board is confident that our outlook will remain positive.

B4. VARIANCE ON PROFIT FORECAST/PROFIT GUARANTEE

The Group did not issue any profit forecast or profit estimate previously in any public document.

B5. LOSS BEFORE TAXATION

Loss before taxation is derived after taking into consideration of the following:

	<u>Individual Quarter</u>		<u>Cumulative Quarter</u>	
	Current Year Quarter	Preceding Year Quarter	9 months Current Year To Date	9 months Preceding Year To Date
	31/3/2020 RM'000	31/3/2019 RM'000	31/3/2020 RM'000	31/3/2019 RM'000
Interest expense	1,072	N/A	2,799	N/A
Depreciation and amortisation	582	N/A	1,825	N/A
Foreign exchange loss/(gain)	(76)	N/A	(14)	N/A

B6. INCOME TAX EXPENSE

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 31/3/2020 RM'000	Preceding Year Quarter 31/3/2019 RM'000	9 months Current Year To Date 31/3/2020 RM'000	9 months Preceding Year To Date 31/3/2019 RM'000
Malaysia tax:				
- for the current year	188	N/A	448	N/A
- Under provision in prior year	250	N/A	520	N/A
Deferred tax:				
- Deferred tax liabilities	-	N/A	-	N/A
- Reversal Deferred tax assets	-	N/A	-	N/A
	438	N/A	968	N/A

Note: The financial year end of the Group has been changed from 31 December to 30 June. As such, there will be no comparative financial information available for the financial period ended 31 March 2020.

The Group consolidated results reported tax expense despite the Group having consolidated loss before taxation for the quarter and period. This is because the income tax expense is computed based on the respective company's results separately. Certain companies within the Group reported profits before tax and therefore were taxable.

B7. STATUS OF CORPORATE PROPOSALS

The Company is in the process of implementing the following proposals that form part of the Group's rationalization plan:

1. Proposed private placement of shares

The Company had announced on 21 January 2020 that it proposed to undertake a private placement of up to 48,230,100 new ordinary shares in the Company, representing not more than 10% of the total number of issued shares of the Company, to investors to be identified later and at an issue price to be determined by the Board and announced later. Following this, on 20 February 2020, the Company announced that it has obtained the approval of Bursa Malaysia for the proposal. The approval of Bursa Malaysia is valid up to 20 August 2020, i.e. 6 months from the approval date.

Discussions on this front with potential investors continue, although this has been dampened by the volatility and bearish sentiment in the equity markets.

2. Proposed disposal of the entire equity interest in Prestariang Education Sdn Bhd

The Company had announced on 25 February 2020 that it had entered into a conditional Shares Sale Agreement ("SSA") with Serba Dinamik Group Berhad ("SDGB") for the proposed disposal of 20,000,000 ordinary shares, representing 100% equity interest held in Prestariang Education Sdn Bhd ("PESB") to SDGB for a cash consideration of RM2,500,000 ("Proposed Disposal"). The SSA is conditional upon the approval of the Ministry of Education ("MOE"), in respect of the change in ownership of

B7. STATUS OF CORPORATE PROPOSALS (CONT'D)

PESB, being obtained within 90 days of the date of the SSA. The period to obtain the approval of the MOE is extendable for a further period of 90 days and from thereon, maybe further extended by mutual agreement of the parties.

The Company expects some delay in getting the approval of the MOE in view of the MCO where the relevant government department could not receive and process the application for approval. Nevertheless, application for approval has since been submitted to MOE. Barring unforeseen circumstances, the Company estimates that the Proposed Disposal will still be completed within the period provided by the SSA.

B8. BORROWINGS

The Group's borrowing and debts securities as at 31 March 2020 are as follows: -

	Long term borrowing			Short term borrowing			Total (RM'000)
	Secured	Unsecured	Total	Secured	Unsecured	Total	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	
<u>Borrowings</u>							
- Hire purchase payables	24	-	24	41	-	41	65
- Term Loan	24,555	-	24,555	2,521	-	2,521	27,076
- Revolving Credit	-	-	-	21,023	-	21,023	21,023
<u>Preference Shares</u>							
- RSLs	10,000	-	10,000	-	-	-	10,000
- RPS "A"	152	-	152	-	-	-	152
Total	34,731	-	34,731	23,585	-	23,585	58,316

B9. MATERIAL LITIGATION

The Group has filed and served its Originating Summons ("OS") dated 15 April 2019 against the Government of Malaysia ("GOM") as Defendant claiming the amount of RM733 million in relation to the termination of the Sistem Kawalan Imigresen Nasional (SKIN) by expropriation. On 30 October 2019, the High Court Judge dismissed GOM's application to convert PSKIN's OS to a Writ action and awarded costs to Prestariang SKIN Sdn. Bhd ("PSKIN"). In dismissing GOM's application, the Judge held, among others, that the termination of the Concession Agreement by expropriation is not in dispute. The only issue for the determination of the Court is the amount to be paid by GOM as a consequence of the expropriation. The Concession Agreement provides for a contractual formula to determine the amount to be paid. As such, there are no disputes of fact to warrant a trial. The Judge further directed that the hearing of PSKIN's OS and cross-examination of the deponents of affidavits (if necessary) be fixed for 1 July 2020, 2 July 2020 and 3 July 2020. Meanwhile, GOM has filed for an appeal on the High Court Judge's dismissal of its application to convert PSKIN's OS to a Writ action. The hearing for the appeal which was fixed for 14 April 2020 was postponed to 10 June 2020. The Group remains positive on the compensation amount based on the formula stipulated under the Concession Agreement. Based on the above, the management is confident that there is no impairment necessary for the period under review.

B9. MATERIAL LITIGATION (CONT'D)

Separately, PSKIN and GOM have also agreed to refer the dispute in respect of PSKIN's Originating Summons to court-annexed mediation conducted by the Kuala Lumpur Court Mediation Centre ("Mediation Centre"). The parties agreed that the mediation process shall proceed concurrently with the court proceedings. On 30 October 2019, representatives from PSKIN and GOM (with parties' respective Counsel) attended the first mediation session. A further mediation session between the parties will be fixed in due course.

B10. FAIR VALUE HIERARCHY

There were no transfers between any levels of the fair value hierarchy took place during the current quarter and the comparative period. There was also no change in the purpose of any financial asset that subsequently resulted in a different classification of that asset.

B11. PROPOSED DIVIDEND

No interim dividend has been declared for the current quarter ended 31 March 2020.

B12. LOSS PER SHARE

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 31/3/2020	Preceding Year Quarter 31/3/2019	9 months Current Year To Date 31/3/2020	9 months Preceding Year To Date 31/3/2019
Loss after taxation attributable to owners of the Company (RM'000)	(3,191)	N/A	(10,161)	N/A
Weighted average number of ordinary shares in issue ('000)	484,000	484,000	484,000	484,000
Basic loss per share (sen):				
-Continuing operations	(0.52)	N/A	(1.96)	N/A
-Discontinued operations	(0.13)	N/A	(0.13)	N/A

B13. MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

The material uncertainty disclosed in the Independent Auditor's Report in the Annual Audited Financial Report for the period ended 30 June 2019 are as follows: -

- (a) The termination of Sistem Kawalan Imigresen Nasional ("SKIN") the SKIN project by the Government of Malaysia ("GOM"), resulting in the Group undertaking a legal suit against the GOM to recover the sums under the SKIN project. Further details on the amount due for SKIN project and legal suit are disclosed in Notes 14(b) and 52 of the Annual Audited Financial Report for the period ended 30 June 2019, respectively.
- (b) During the financial period ended 30 June 2019, the Group and the Company recorded: -
 - (i) negative operating cash flows of RM72,253,000 and RM12,365,000 respectively; and
 - (ii) loss after taxation of RM8,957,000 and RM53,312,000 respectively.
- (c) The group has accepted advances of RM1,500,000 and RM5,000,000 from a director and a former director of the Company respectively for working capital purpose.

These indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and whether the Group and the Company have sufficient cash flows to meet their obligations as and when they fall due.

In the preparation of the Group financial statements, the management has made an assessment on its working capital sufficiency and with the support of a cash flow projection incorporating the agreed action plan for the turnaround of the Group the Board and management have concluded that the Group and the Company have sufficient working capital to finance their operations and to meet their financial obligations as and when they fall due.

As at the end of the reporting period and as at the date these financial statements were authorised for issue, the directors are of the opinion that based on the strategy and action plans that the Management have presented and approved by the Board there is sufficient working capital to meet the financial obligations of the company as they fall due and therefore no material uncertainty exists over the ability of the Group and the Company to continue as a going concern. Accordingly, the financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that may be necessary if the Group and the Company are unable to continue as a going concern.

In relation to the above, the Board wishes to advise on the following: -

1. With regard to the material uncertainty to going concern highlighted in the Independent Auditors' Report due to the termination of the SKIN project, the Group has taken legal action to obtain compensation for the termination. Further details of the status of this action is set out in Note B9.

B13. MATERIAL UNCERTAINTY RELATED TO GOING CONCERN (CONT'D)

2. The Group's negative operating cashflow of RM72,253,000 for the financial period ended 30 June 2019 was a result of the SKIN revenue remaining uncollected and therefore recorded as a trade receivable. If we adjust for the investment in the SKIN project, the Group's operating cashflow would have been positive.

The Group's cashflow from operation is trending positively as can be seen from the cashflow from operation recorded in the 9 months period ended 31 March 2020 of RM10.0 million, which was an improvement compared to negative RM71.3 million for the 18 months financial period ended 30 June 2019.

In addition, the Group has implemented a rationalisation plan for its businesses to improve its cash flow and increase working capital to strengthen its business particularly in the Software & Services and Talent segment. Amongst its action plans are divestment of assets, cost cutting measures, equity fund raising and others. This include the proposed private placement of shares and disposal of the Group's education unit PESB, status of which are set out in Note B7 above.

3. Moving forward, the Group will also play a critical role in bringing together technology and talent for the country's manufacturing sector with the global shift towards Industry 4.0 and Malaysia's version of Industry4WRD. The Group is able to provide end-to-end solutions in terms of talent management encompassing talent acquisition, profiling, training and placement to complement our existing software and services business.

Premised on the above, progress is being made by the Group to address the Independent Auditor's Report in respect of material uncertainty related to going concern of the Group.

B14. KEY AUDIT ISSUES

The following are the Key Audit Matters as reported in the Independent Auditors' Report in the Group's Audited Financial Statements for the period ended 30 June 2019. These matters were addressed in the context of audit of the financial statements of the Group as a whole and in forming auditors' opinion thereon, and the auditor does not provide a separate opinion on these matters.

Revenue and cost recognition for SKIN Project Refer to Note 33 to the financial statements	
Key Audit Matter	How our audit addressed the key audit matter
<p>The Group has reported revenue and cost of sales of approximately RM175.5 million and RM105.0 million, respectively for the SKIN Project during the financial period.</p> <p>The recognition of revenue on the SKIN Project is based on the percentage of completion method. The determination of the percentage of completion requires</p>	<p>Our procedures included, amongst others:-</p> <ul style="list-style-type: none"> • Reviewed the contracts and discussed with management to obtain a full understanding of the terms and risks to assess the appropriateness of revenue recognition;

<p>management to exercise significant judgement in estimating the total costs to complete the SKIN Project. We determined this to be a key audit matter due to the complexity and judgemental nature of the budgeting of contract costs and the determination of revenue recognised.</p>	<ul style="list-style-type: none"> • Assessed the management’s assessment in determining the percentage of completion of projects and estimations of budgeted revenue and costs; • Assessed the reliability of total budgeted costs by comparing budgeted costs to actual outcomes; • Performed verification on the actual costs incurred for the financial period; and • Performed re-computation on the profit recognised and checked calculation of the percentage of completion.
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<p>Valuation of other investment</p>	
<p>Refer to Note 9 to the financial statements</p>	
<p>Key Audit Matter</p>	<p>How our audit addressed the key audit matter</p>
<p>The Group classifies its unquoted equity investments as Fair Value Through Other Comprehensive Income (“FVOCI”). In estimating the fair value of these investments, the Group used valuation techniques which took into consideration key assumptions, estimates and/or unobservable input information of the underlying company in which the Group has invested in.</p> <p>We focused on this area as it involved the exercise of significant judgement by the directors and the use of assumptions and estimates.</p>	<p>Our procedures included, amongst others: -</p> <ul style="list-style-type: none"> • Obtained an understanding of the methodology adopted by management in estimating the fair value of these investments and whether such methodology is consistent with those used in the industry; • Discussed with management to obtain an understanding of the related underlying data used as input to the valuation models; • Discussed with the management the key assumptions and estimates used in the valuation model; and • Assessed the appropriateness of the valuation techniques and checked the reasonableness of the discount rate used, with the assistance of our valuation experts.

B14. KEY AUDIT ISSUES (CONT'D)

Impairment assessment of trade receivables Refer to Notes 14 and 49.1(b)(iii) to the financial statements	
Key Audit Matter	How our audit addressed the key audit matter
<p>As at 30 June 2019, trade receivables amounted to approximately RM200.32 million. The details of trade receivables and its credit risks are disclosed in Note 49.1(b)(iii) to the financial statements.</p> <p>The management applied assumptions in assessing the level of allowance for impairment losses on trade receivables based on the following: -</p> <ul style="list-style-type: none"> • customers' payment profiles of past sales and corresponding historical credit losses; • specific known facts or circumstances on customers' ability to pay; or • by reference to past default experience. <p>impairment assessment involves significant judgements and there is inherent uncertainty in the assumptions applied by the management to determine the level of allowance.</p> <p>This is considered a key audit matter due to the inherent subjectivity that is involved in making judgement in relation to the recoverability of trade receivables.</p>	<p>Our procedures included, amongst others: -</p> <ul style="list-style-type: none"> • Obtained an understanding of: - <ul style="list-style-type: none"> • the Group's control over the receivable collection process; • how the Group identifies and assesses the impairment of receivables; and • how the Group makes the accounting estimates for impairment. • Reviewed the ageing analysis of receivables and testing the reliability thereof; • Reviewed subsequent cash collections major receivables and overdue amounts; • Made inquiries of management regarding the action plans to recover overdue amounts; • Examined other evidence including customers' correspondences, proposed or existing settlement plans, repayment schedules, etc; and • Evaluating the reasonableness and adequacy of the allowance for impairment loss recognised.

Development costs Refer to Note 11 to the financial statements	
Key Audit Matter	How our audit addressed the key audit matter
<p>Management exercise their judgment in determining the development costs that are qualified for capitalisation with respect to the technical feasibility of the products developed and ability to generate future economic benefits.</p> <p>This is considered a key audit matter given the materiality of the Group's development costs and the inherent subjectivity in impairment testing.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Made enquiries on the latest development and status of these projects and reviewed management's assessment of impairment by considering both internal and external sources of information; • Reviewed the management measurement and assessment in the identification of additional development costs capitalised;

<p>The aforementioned impairment review gave rise to impairment loss of RM9,644,000 to the Group as disclosed in Note 11 to the financial statements.</p>	<ul style="list-style-type: none">• Reviewed management's estimate of the recoverable amounts and tested the cash flow forecasts for their accuracy;• Evaluated the appropriateness and reasonableness of the key assumptions;• Performed sensitivity analysis over the key assumptions to understand the impact of changes over the recoverable amounts; and• Reviewed the adequacy of disclosure in the financial statements.
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B15. AUTHORISED FOR ISSUE

The interim financial report was authorized for issue by the Board of Directors in accordance with a resolution of the Directors on 22 May 2020.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

LIM LIH CHAU (LS 0010105)

Secretaries

Kuala Lumpur

22 May 2020