



SCANWOLF CORPORATION BERHAD (740909-T)
(Incorporated in Malaysia)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE QUARTER AND NINE MONTHS ENDED 31 MARCH 2022

25 MAY 2022



Scanwolf Corporation Berhad (Company no. 740909-T)
Condensed Consolidated Statement of Comprehensive Income
For the third quarter ended 31 March 2022
(The figures have not been audited)

	Individual Quarter 3 months ended 31 March		Cumulative Quarter 9 months ended 31 March	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Revenue	13,260	11,840	29,410	33,203
Other operating income	1,424	106	1,491	223
Operating expenses	(21,278)	(9,925)	(41,817)	(30,283)
Depreciation & amortisation	(865)	(819)	(2,545)	(2,474)
Results from operating activities	<u>(7,459)</u>	<u>1,202</u>	<u>(13,461)</u>	<u>669</u>
Finance costs	(366)	(492)	(1,279)	(1,117)
(Loss) / Profit before taxation	<u>(7,825)</u>	<u>710</u>	<u>(14,740)</u>	<u>(448)</u>
Taxation	(72)	13	(57)	(38)
(Loss) / Profit for the period & total comprehensive (loss) / income attributed to the Company	<u><u>(7,897)</u></u>	<u><u>723</u></u>	<u><u>(14,797)</u></u>	<u><u>(486)</u></u>
(Loss) / Earning per share attributable to equity holders of the Company:				
(Loss) / earning per share (sen)	<u><u>(4.51)</u></u>	<u><u>0.69</u></u>	<u><u>(8.84)</u></u>	<u><u>(0.46)</u></u>

Note:

The unaudited condensed statement of comprehensive income should be read in conjunction with the audited financial statements for the financial year ended 30 June 2021 and the accompanying explanatory notes attached to the Interim Financial Report.



Scanwolf Corporation Berhad (Company no. 740909-T)
Condensed Consolidated Statement of Financial Position
As at 31 March 2022
(The figures have not been audited)

	As at 31 March 2022 RM'000	(Audited) As at 30 June 2021 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	34,600	34,716
Right-of-use assets	3,390	2,745
Deferred tax assets	166	-
Inventories	8,732	8,732
Total non-current assets	46,888	46,193
Current assets		
Inventories	48,677	49,337
Trade and other receivables	8,082	7,655
Cash and bank balances	325	140
Total current assets	57,084	57,132
Assets classified as held for sale	-	5,470
TOTAL ASSETS	103,972	108,795
EQUITY AND LIABILITIES		
Share capital	70,908	49,724
Treasury shares	-	(307)
ICULS equity	2,407	-
Warrant reserve	3,499	-
Share option reserve	7,897	-
Reserves	(27,116)	(12,319)
Total Equity	57,595	37,098
Non-current liabilities		
Other payables	1,749	3,170
Liability component of ICULS	694	-
Lease liabilities	855	947
Borrowings	1,677	11,749
Deferred tax liabilities	1,469	1,506
Total non-current liabilities	6,444	17,372
Current liabilities		
Trade and other payables	18,241	35,134
Lease liabilities	1,208	637
Borrowings	20,315	16,358
Amount due to directors	-	1,762
Tax payables	169	434
Total current liabilities	39,933	54,325
Total liabilities	46,377	71,697
TOTAL EQUITY AND LIABILITIES	103,972	108,795
Net Assets per share (RM)	0.34	0.35

Note:

The unaudited condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 30 June 2021 and the accompanying explanatory notes attached to the Interim Financial Report.



Scanwolf Corporation Berhad (Company no. 740909-T)
 Condensed Consolidated Statement of Changes in Equity
 For the third quarter ended 31 March 2022
 (The figures have not been audited)

	Share capital RM'000	Treasury shares RM'000	Non-distributable				Distributable	Total RM'000	
			ICULS equity RM'000	Warrant reserve RM'000	Share option reserve RM'000	Reverse acquisition reserve RM'000	Revaluation reserve RM'000		Retained earnings RM'000
As at 01 July 2021	49,724	(307)	-	-	-	(19,524)	3,788	3,417	37,098
Total comprehensive loss for the period	-	-	-	-	-	-	-	(3,839)	(3,839)
Disposal of treasury share	2	307	-	-	-	-	-	-	309
Issuance of ICULS	-	-	8,892	3,499	-	-	-	-	12,391
Conversion of ICULS	19,778	-	(6,056)	-	-	-	-	-	13,722
As at 30 September 2021	69,504	-	2,836	3,499	-	(19,524)	3,788	(422)	59,681
Total comprehensive loss for the period	-	-	-	-	-	-	-	(3,061)	(3,061)
Conversion of ICULS	815	-	(249)	-	-	-	-	-	566
As at 31 December 2021	70,319	-	2,587	3,499	-	(19,524)	3,788	(3,483)	57,186
Total comprehensive loss for the period	-	-	-	-	-	-	-	(7,897)	(7,897)
Conversion of ICULS	589	-	(180)	-	-	-	-	-	409
Share options vested under SIS	-	-	-	-	7,897	-	-	-	7,897
As at 31 March 2022	70,908	-	2,407	3,499	7,897	(19,524)	3,788	(11,380)	57,595

Note:

The unaudited condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 30 June 2021 and the accompanying explanatory notes attached to the Interim Financial Report.



Scanwolf Corporation Berhad (Company no. 740909-T)
Condensed Consolidated Statement of Cash Flows
For the third quarter ended 31 March 2022
(The figures have not been audited)

	Cumulative	
	9 months ended March	
Note	2022	2021
	RM'000	RM'000
CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES		
Loss before tax	(14,740)	(448)
Adjustments for:		
Allowance for expected credit losses	(27)	(107)
Depreciation	2,545	2,474
(Gain) / Loss on disposal of plant and equipment	(1,377)	1
Interest expense	1,279	1,117
Inventories written down	-	33
Realised (gain) / loss on foreign exchange - cash and cash equivalents	(2)	7
Share options vested under SIS	7,897	-
Unrealised gain on foreign exchange	(1)	(133)
	<u>(4,426)</u>	<u>2,944</u>
Movements in working capital:		
Decrease / (Increase) in:		
Inventories	660	2,430
Trade & other receivables	(409)	165
(Decrease) / Increase in:		
Contract liabilities	-	(468)
Trade and other payables	(18,307)	(2,628)
Amount due to directors	(1,762)	1,500
Cash (used in) / generated from operations	<u>(24,244)</u>	<u>3,943</u>
Income tax paid	(360)	(101)
Income tax refunded	-	16
Net cash (used in) / generated from operating activities	<u>(24,604)</u>	<u>3,858</u>
CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES		
Proceeds from disposal of plant and equipment	6,849	2
Acquisition of plant and equipment	(2,017)	(1,030)
Acquisition of right-of-use assets	(1,059)	(467)
Net cash generated from / (used in) investing activities	<u>3,773</u>	<u>(1,495)</u>
CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES		
Interest paid	(1,249)	(1,117)
Issuance of ICULS	13,497	-
Proceeds from issuance of share capital	14,118	-
Proceeds from disposal of treasury share	309	-
Proceeds from bankers' acceptances	30,737	21,198
Proceeds from lease liabilities	1,109	-
Repayment of back to back loan arrangement	(27)	(439)
Repayment of bankers' acceptances	(30,823)	(21,521)
Repayment of bridging and term loans	(4,389)	(455)
Repayment of lease liabilities	(629)	(273)
Net cash generated from / (used in) financing activities	<u>22,653</u>	<u>(2,607)</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	1,822	(244)
CASH AND CASH EQUIVALENTS AT BEGINNING	(6,011)	(5,089)
EFFECT OF EXCHANGE DIFFERENCES	2	(7)
CASH AND CASH EQUIVALENTS AT END	<u>(4,187)</u>	<u>(5,340)</u>

Note:

The unaudited condensed consolidated statement of cash flow should be read in conjunction with the audited financial statements for the financial year ended 30 June 2021 and the accompanying explanatory notes attached to the Interim Financial Report.

Scanwolf Corporation Berhad (Company no: 740909-T)
Notes To The Interim Report
For the third quarter ended 31 March 2022
(The figures have not been audited)

Part A - Explanatory Notes Pursuant to MFRS 134

1. Basis of Preparation

The unaudited interim financial report has been prepared in accordance with Malaysian Financial Reporting Standard ("MFRS") 134 "Interim Financial Reporting" and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 30 June 2021 which were prepared under Financial Reporting Standards ("FRS"). These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to the understanding of the changes in the financial position and performance of the Group since the financial year ended 30 June 2021.

The significant accounting policies and methods of computation adopted in the preparation of this interim financial report are consistent with those adopted in the audited financial statements of the Company for the financial year ended 30 June 2021. The adoption of the new MFRS, amendments/improvements to MFRSs and new IC Interpretations does not have any significant impact on the financial performance and financial position of the Group.

2. Auditors' Report on Preceding Annual Financial Statements

The preceding audited financial statements for the financial year ended 30 June 2021 was not subject to any qualification.

3. Comments about Seasonality or Cyclicity of Operations

The principal business operations of the Group were not affected by any seasonal and cyclical factors.

4. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no unusual items affecting assets, liabilities, equity, net income or cash flows of the Group for the current quarter under review.

5. Changes in estimates

There were no changes in estimates of amounts which have a material effect in the current quarter under review.

6. Debt and equity securities

Shares Issuance Scheme ("SIS")

The Company has implemented a SIS of up to fifteen percent (15%) of the Company's issued and paid-up share capital (excluding treasury shares, if any) for the eligible directors and employees of the Group effective from 5 November 2021. On 31 March 2022, the Company offered 25,320,000 options at an exercise price of RM0.5445 each to its eligible employees under the SIS.

Save as disclosed above, there were no issuance, cancellations, repurchases, resale and repayment of debt and equity securities in the current quarter.

7. Dividend paid

No dividend was paid during this quarter.

Scanwolf Corporation Berhad (Company no: 740909-T)
Notes To The Interim Report
For the third quarter ended 31 March 2022
(The figures have not been audited)

8. Segmental information

Segmental information is presented in respect of the Group's business segment as follows:

9 Months ended 31 March 2022

	Manufacturing RM'000	Property Development RM'000	Investment Holding RM'000	Consolidated RM'000
Revenue	25,220	4,190	-	29,410
Results				
Segment results	(4,779)	1,310	(9,992)	(13,461)
Finance costs	(584)	(566)	(129)	(1,279)
(Loss) / Profit before tax	(5,363)	744	(10,121)	(14,740)
Tax expenses				(57)
Loss after tax				(14,797)

9 Months ended 31 March 2021

	Manufacturing RM'000	Property Development RM'000	Investment Holding RM'000	Consolidated RM'000
Revenue	27,681	5,522	-	33,203
Results				
Segment results	418	1,209	(958)	669
Finance costs	(914)	(203)	-	(1,117)
(Loss) / Profit before tax	(496)	1,006	(958)	(448)
Tax expenses				(38)
Loss after tax				(486)

Geographical Area	9 Months ended 31 March 2022	9 Months ended 31 March 2021
Revenue		
Asia	3,593	4,539
Oceania	1,758	2,264
Middle East	415	272
Africa	38	-
Others	430	310
Total export	6,234	7,385
Malaysia	23,176	25,818
Total revenue	29,410	33,203

9. Valuation of property, plant and equipment

There were no valuation of the property, plant and equipment in the current quarter under review.

Scanwolf Corporation Berhad (Company no: 740909-T)
Notes To The Interim Report
For the third quarter ended 31 March 2022
(The figures have not been audited)

10. Material events subsequent to the end of the quarter

On 20 April 2022, Scanwolf Marketing Sdn. Bhd. ("SMSB") , a wholly-owned subsidiary of the Company entered into :-

- an Exclusive Distributorship Agreement with Signature Cabinet Sdn. Bhd. ("SCSB") for the appointment of SCSB as an exclusive and sole distributor to distribute, market and sale of SMSB's flooring products for the project market (inclusive commercial, residential and institutions) with the total floor size of more than thirty thousand (30,000) square feet within Malaysia.

- a Distributorship Agreement with Signature Distribution Sdn. Bhd. ("SDSB") for appointing SDSB as the distributor to distribute, market and sell of SMSB's flooring products for the retail segment (inclusive commercial, residential and institutions) within Malaysia.

- a Memorandum of Agreement with Beyond Bath Sdn. Bhd. for Sorento Master Club ("SMC") for appointing SMC as the authorised dealer to distribute, market and sell of SMSB's flooring products for the retail segment (inclusive commercial, residential and institutions) within Malaysia.

Save as disclosed above, in the opinion of the Directors, there were no material events between the end of the current quarter and the date of this report, which is likely to substantially affect the current quarter results under review.

11. Changes in the composition of the Group

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

12. Contingent liabilities

The Group has no contingent liabilities which upon crystallisation would have a material impact on the financial position and business of the Group as at 20 May 2022.

13. Capital commitments

As at 20 May 2022, the Group has the following capital commitment in respect of property, plant and equipment.

	RM'000
Approved and contracted for	
- Machineries	<u>5,070</u>

14. Cash and cash equivalents

	As at 31 March 2022 RM'000	As at 31 March 2021 RM'000
Cash & bank balances	325	177
Bank overdraft	(4,512)	(5,517)
	<u>(4,187)</u>	<u>(5,340)</u>

Scanwolf Corporation Berhad (Company no: 740909-T)
Notes To The Interim Report
For the third quarter ended 31 March 2022
(The figures have not been audited)

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

1. Review of performance

	Current quarter ended 31 Mar 2022	Corresponding quarter ended 31 Mar 2021	9 months 31 Mar 2022 RM'000	9 months 31 Mar 2021 RM'000	Variation %
Revenue	13,260	11,840	29,410	33,203	-11%
(Loss)/Profit before taxation	<u>(7,825)</u>	<u>710</u>	<u>(14,740)</u>	<u>(448)</u>	<u>3190%</u>

3Q2022 vs 3Q2021 (Current Quarter Performances)

For the third quarter ended 31 March 2022, the Group recorded a revenue of RM13.26 million, an increase of RM1.42 million against previous year's corresponding quarter which was mainly due to increase in revenue in Manufacturing and Property Division.

During this quarter under review, loss before tax ("LBT") of RM7.82 million is recorded as compared to profit before tax ("PBT") of RM0.71 million in preceding year's corresponding quarter. The increase in LBT mainly due to RM7.9 million in staff costs arisen from vesting of share options under SIS which were offered to the eligible employees of the Group during the current quarter.

Manufacturing Division

During current quarter ended 31 March 2022, Manufacturing Division recorded a revenue of RM10.12 million, an increase of RM0.71 million from RM9.41 million in previous year's corresponding quarter. The division recorded a LBT of RM0.45 million, an increase of RM0.25 million as compared to LBT of RM0.20 million in previous year's corresponding quarter, mainly due to higher costs of materials.

Property Division

During current quarter ended 31 March 2022, Property Division recorded a revenue of RM3.14 million, an increase of RM0.71 million from RM2.43 million in previous year's corresponding quarter. The division recorded a PBT of RM0.95 million as compared to PBT of RM1.27 million in previous year's corresponding quarter.

9M2022 vs 9M2021 (Cumulative Quarter Performances)

The Group recorded revenue of RM29.41 million, a decrease of RM3.79 million or 11.42% from RM33.20 million for the nine months period ended 31 March 2022. The decrease in revenue was mainly due to lower sales recorded in both Manufacturing and Property Division.

The Group recorded a LBT of RM14.74 million for the nine months period ended 31 March 2021 ("9M2021"), an increase of RM14.29 million as compared to LBT of RM0.45 million recorded in corresponding period of the preceding financial year ("9M2022"). Higher LBT recorded in 9M2021 was mainly due to lower sales in Manufacturing and Property Division coupled with higher cost of materials and also due to RM7.9 million in staff costs arisen from vesting of share options under SIS which were offered to the eligible employees of the Group during the current quarter.

Manufacturing Division

For 9M2022, Manufacturing Division recorded a revenue of RM25.22 million, a decrease of RM2.46 million from RM27.68 million in 9M2021. The division recorded a LBT of RM5.36 million as compared to LBT of RM0.50 million in 9M2021. A higher LBT recorded in 9M2022 was mainly due to lower revenue recorded and higher costs of materials.

Property Division

For 9M2022, Property Division recorded a revenue of RM4.19 million, a decrease of RM1.33 million from RM5.52 million in 9M2021. The division recorded a PBT of RM0.74 million as compared to PBT of RM1 million in 9M2021.

Scanwolf Corporation Berhad (Company no: 740909-T)
Notes To The Interim Report
For the third quarter ended 31 March 2022
(The figures have not been audited)

2. Variation of results against preceding quarter

	Current quarter ended 31 Mar 2022 RM'000	Preceding quarter ended 31 Dec 2021 RM'000	Variation %
Revenue	13,260	9,566	38.62%
Loss before taxation	<u>(7,825)</u>	<u>(3,072)</u>	<u>154.72%</u>

For the third quarter ended 31 March 2022, the Group recorded revenue of RM13.26 million, an increase of RM3.69 million as compared to the preceding quarter mainly due to increase of revenue in Property and Manufacturing Division.

The Group recorded a LBT of RM7.82 million for the current quarter as compared to LBT of RM3.07 million in the preceding quarter. The increase in LBT was mainly due to RM7.9 million in staff cost arisen from vesting of share options under SIS which were offered to the eligible employees of the Group during the current quarter.

3. Current year prospects

The Group's performance can be affected by fluctuations in USD/RM exchange rates, raw material price fluctuations, raw material supply situations as well as labour shortage.

On a positive note, the business environment sees the relaxation of the Covid-19 policies by some countries. The Group anticipates growth in business potentials and gradual improvement in its financial achievement. The incremental increase in the minimum wages rate and other inflationary factors in Malaysia may cause near term headwinds which will impact the overall recovery route. Moving forward, the Group will continue to focus on its core strengths to foster growth momentum.

4. Profit forecast and profit guarantee

The Company did not issue any profit forecast or profit guarantee in this quarter and financial year to date.

5. Taxation

There is no tax expense due available of unutilised capital allowances or losses brought forward.

6. Group's borrowings and debt securities

	31 Mar 2022 RM'000	30 June 2021 RM'000
Secured:		
Bridging loans	7,223	8,174
Bankers' acceptances	8,121	8,208
Term loans	2,136	5,574
Bank overdrafts	4,512	6,151
	<u>21,992</u>	<u>28,107</u>
Less: Amount due within 12 months	<u>(20,315)</u>	<u>(16,358)</u>
	<u>1,677</u>	<u>11,749</u>

7. Material litigation

Neither the Company nor its subsidiaries are engaged in any litigation or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of the Company or its subsidiaries and the Board does not know of any proceedings pending or threatened, or of any fact likely to give rise to any proceedings, which might materially and adversely affect the position or business of the Company or its subsidiaries.

8. Dividends

No dividend is proposed in this quarter.

Scanwolf Corporation Berhad (Company no: 740909-T)
Notes To The Interim Report
For the third quarter ended 31 March 2022
(The figures have not been audited)

9. Earnings per share

Basic earnings per share is calculated by dividing net profit attributable to ordinary equity holders by the weighted average number of ordinary shares (excluding treasury shares) in issue during the period.

Weighted average number of ordinary shares for calculation of basic earnings per share:

	3 months ended 31 Mar 2022	Year to Date 31 Mar 2022
Loss attributable to shareholders (RM'000)	(7,897)	(14,797)
Weighted average number of ordinary shares ('000)	175,149	167,296
Loss per share (sen)	<u>(4.51)</u>	<u>(8.84)</u>

10. Notes to the Condensed Consolidated Income Statement

	3 months ended 31 Mar 2022 RM'000	Year to Date 31 Mar 2022 RM'000
The profit/(loss) has been arrived at after accounting for the following items		
(a) Interest income	-	-
(b) Other income including investment income	-	-
(c) Interest expense	366	1,279
(d) Depreciation and amortization	865	2,545
(e) Provision for and write off of receivable	(51)	(27)
(f) Provision for and write off of inventories	-	-
(g) (Gain) / Loss on disposal of plant and equipment	(1,377)	(1,377)
(h) Gain/(loss) on disposal of quoted or unquoted investments or properties	-	-
(i) Impairment of asset	-	-
(j) Foreign exchange gain/(loss)	21	(20)
(k) Gain or (loss) on derivatives	-	-
(l) Share options vested under SIS	<u>7,897</u>	<u>-</u>

11. Status of Corporate Proposal

Save as disclosed below, there were no corporate proposals announced but not completed at the date of this report:

Proposed Private Placement

On 9 March 2022, on behalf of our Board, Malacca Securities Sdn. Bhd. has announced that the Company proposes to undertake a private placement of up to 17,461,010 new Shares ("Placement Shares"), representing 10% of the total number of issued Shares of Scanwolf.

Bursa Securities had vide its letter dated 16 March 2022, granted the approval for the listing and quotation of up to 17,461,010 Placement Shares to be issued pursuant to the Proposed Private Placement on the Main Market of Bursa Securities subject to certain conditions.

On 31 March 2022, on behalf of the Board, Malacca Securities Sdn Bhd has announced that the Board has fixed the issue price for the Placement Shares to be issued pursuant to the Proposed Private Placement at RM0.5445 per Placement Share. The issue price represents a discount of 9.99% to the 5-day volume weighted average market price of Scanwolf Shares up to and including 30 March 2022 of RM0.6049, being the last market day immediately before the price-fixing date.

The Proposed Private Placement had been completed following the listing of 17,461,010 Placement Shares on the Main Market of Bursa Securities on 12 April 2022.

Scanwolf Corporation Berhad (Company no: 740909-T)
Notes To The Interim Report
For the third quarter ended 31 March 2022
(The figures have not been audited)

11. Status of Corporate Proposal (Cont'd)

At the date of this report, the status of utilisation of proceeds from private placement is as follows:

Purpose	Proposed Utilisation (RM'000)	Actual Utilisation (RM'000)	Balance (RM'000)	Intended Timeframe for Utilisation
Capital expenditure	4,600	1,270	3,330	within 12 months
Purchase of raw materials for Stone Plastic Composite production	2,000	-	2,000	within 12 months
Working capital	2,707	2,707	-	within 12 months
Estimated expenses in relation to the Proposed Private Placement	200	200	-	within 1 month
Total	9,507	4,177	5,330	

12. Authorisation for issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors passed at the Board of Directors' meeting held on 25 May 2022.