

Aspen (Group) Holdings Limited

And its subsidiaries

Registration Number: 201634750K

Condensed Interim Financial Statements

For the six months ended 31 December 2023

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

	Note	Group		% Change
		6 months ended		
		31.12.23 Unaudited RM'000	31.12.22 [#] Unaudited RM'000	
Continuing operations				
Revenue	4	146,192	147,671	(1)
Cost of sales		(117,368)	(122,583)	(4)
Gross profit		28,824	25,088	15
Other income		100,999	2,455	4,014
Administrative expenses		(22,971)	(21,814)	5
Selling and distribution expenses		(3,063)	(4,069)	(25)
Other operating expenses		(305)	(9)	3,289
Results from operating activities		103,484	1,651	6,168
Finance income		264	169	56
Finance costs		(3,964)	(1,581)	151
Net finance costs		(3,700)	(1,412)	162
Share of results of equity-accounted investees, net of tax		-	(1,135)	(100)
Profit/(Loss) before tax	6	99,784	(896)	(NM)
Tax expense	7	(2,089)	(2,603)	(20)
Profit/(Loss) from continuing operations for the period		97,695	(3,499)	(NM)
Discontinued operation				
Loss from discontinued operations, net of tax		(3,354)	10,685	(NM)
Profit for the period		94,341	7,186	1,213
Other comprehensive income, net of tax				
Items that are or may be reclassified subsequently to profit or loss				
Foreign currency translation differences for foreign operations		(333)	104	(NM)
Other comprehensive (loss)/income, net of tax		(333)	104	(NM)
Total comprehensive profit for the period		94,008	7,290	1,190
Profit/(Loss) for the period attributable to:				
Owners of the Company		94,582	3,936	2,303
Non-controlling interests		(241)	3,250	(NM)
		94,341	7,186	1,213

**A. Condensed interim consolidated statement of profit or loss and other comprehensive income
(cont'd.)**

	Note	Group		% Change
		6 months ended 31.12.23 Unaudited RM'000	31.12.22# Unaudited RM'000	
Loss for the period attributable to equity holders of the Company relates to:				
Profit from continuing operations		101,888	1,712	5,851
(Loss)/Profit from discontinued operation		(7,306)	2,224	(NM)
		<u>94,582</u>	<u>3,936</u>	2,303
Total comprehensive profit/(loss) for the period attributable to:				
Owners of the Company		94,249	4,040	2,233
Non-controlling interests		(241)	3,250	(NM)
		<u>94,008</u>	<u>7,290</u>	1,190
Basic earnings per share (cent)				
From continuing operations	9	9.41	0.16	
From discontinued operation	9	<u>(0.67)</u>	<u>0.21</u>	
Diluted earnings per share (cent)				
From continuing operations	9	9.41	0.16	
From discontinued operation	9	<u>(0.67)</u>	<u>0.21</u>	

NM = Not meaningful

Comparative information has been re-presented due to a discontinued operation. (Note 12)

B. Condensed interim statements of financial position

	Note	Group		Company	
		31.12.23	30.06.23	31.12.23	30.06.23
		Unaudited RM'000	Audited RM'000	Unaudited RM'000	Audited RM'000
Non-current assets					
Property, plant and equipment	11	110,240	115,731	-	-
Subsidiaries		-	-	118,141	118,141
Joint venture		-	-	1	1
Development properties		377,578	377,259	-	-
Trade and other receivables		1,121	1,115	-	-
Deferred tax assets		29,474	29,353	-	-
		<u>518,413</u>	<u>523,458</u>	<u>118,142</u>	<u>118,142</u>
Current assets					
Development properties		347,045	337,076	-	-
Contract costs		13,229	20,927	-	-
Contract assets		38,178	45,550	-	-
Tax recoverables		5,784	6,918	-	-
Inventories		322	261	-	-
Trade and other receivables		61,049	79,832	1,074	266
Cash and cash equivalents		17,937	28,988	119	595
		<u>483,544</u>	<u>519,552</u>	<u>1,193</u>	<u>861</u>
Disposal group and assets classified as held for sales:					
Assets of disposal group classified as held for sale	12	-	5,637	-	-
Asset held for sale	12	-	32,851	-	-
		<u>483,544</u>	<u>558,040</u>	<u>1,193</u>	<u>861</u>
Total assets		<u>1,001,957</u>	<u>1,081,498</u>	<u>119,335</u>	<u>119,003</u>
Current liabilities					
Loans and borrowings	13	50,465	83,873	-	2,696
Trade and other payables		313,241	307,656	5,479	4,538
Contract liabilities		16,820	20,876	-	-
Current tax liabilities		8,106	9,509	-	-
		<u>388,632</u>	<u>421,914</u>	<u>5,479</u>	<u>7,234</u>
Liabilities directly associated with disposal group classified as held for sale					
		-	143,637	-	-
Total current liabilities		<u>388,632</u>	<u>565,551</u>	<u>5,479</u>	<u>7,234</u>
Non-current liabilities					
Loans and borrowings	13	95,154	137,774	-	-
Trade and other payables		139,257	141,920	-	-
Non-current tax liabilities		14,036	15,776	-	-
Deferred tax liabilities		6,955	7,189	-	-
Total non-current liabilities		<u>255,402</u>	<u>302,659</u>	<u>-</u>	<u>-</u>
Total liabilities		<u>644,034</u>	<u>868,210</u>	<u>5,479</u>	<u>7,234</u>

B. Condensed interim statements of financial position (cont'd.)

	Note	Group		Company	
		31.12.23	30.06.23	31.12.23	30.06.23
		Unaudited RM'000	Audited RM'000	Unaudited RM'000	Audited RM'000
Equity					
Share capital	14	316,786	316,786	316,786	316,786
Reserves		(31,767)	(126,016)	(202,930)	(205,017)
Equity attributable to owners of the Company		285,019	190,770	113,856	111,769
Non-controlling interests		72,904	22,518	-	-
Total equity		357,923	213,288	113,856	111,769
Total equity and liabilities		1,001,957	1,081,498	119,335	119,003

C. Condensed interim statements of changes in equity

Group	Share capital RM'000	Translation reserve RM'000	Reserve for own shares RM'000	Merger reserve RM'000	Accumulated losses RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
At 1 July 2023	316,786	(125)	(21)	37,442	(163,312)	190,770	22,518	213,288
Profit/(Loss) for the period	-	-	-	-	94,582	94,582	(241)	94,341
Other comprehensive loss, net of tax	-	(333)	-	-	-	(333)	-	(333)
Total comprehensive (loss)/income for the period	-	(333)	-	-	94,582	94,249	(241)	94,008
Disposal of interest in subsidiary	-	-	-	-	-	-	50,627	50,627
Total transactions with owners	-	-	-	-	-	-	50,627	50,627
At 31 December 2023	316,786	(458)	(21)	37,442	(68,730)	285,019	72,904	357,923

Group	Share capital RM'000	Translation reserve RM'000	Reserve for own shares RM'000	Merger reserve RM'000	Retained earnings RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
At 1 July 2022	316,786	89	(21)	37,442	31,961	386,257	56,107	442,364
Profit for the period	-	-	-	-	3,936	3,936	3,250	7,186
Other comprehensive income, net of tax	-	104	-	-	-	104	-	104
Total comprehensive income for the period	-	104	-	-	3,936	4,040	3,250	7,290
At 31 December 2022	316,786	193	(21)	37,442	35,897	390,297	59,357	449,654

C. Condensed interim statements of changes in equity (cont'd.)

Company	Share capital RM'000	Reserve for own shares RM'000	Accumulated losses RM'000	Total equity RM'000
At 1 July 2023	316,786	(21)	(204,996)	111,769
Total comprehensive income for the period	-	-	2,087	2,087
At 31 December 2023	<u>316,786</u>	<u>(21)</u>	<u>(202,909)</u>	<u>113,856</u>

Company	Share capital RM'000	Reserve for own shares RM'000	Accumulated losses RM'000	Total equity RM'000
At 1 July 2022	316,786	(21)	(99,844)	216,921
Total comprehensive income for the period	-	-	639	639
At 31 December 2022	<u>316,786</u>	<u>(21)</u>	<u>(99,205)</u>	<u>217,560</u>

D. Condensed interim consolidated statement of cash flows

	Group	
	6 months ended	
	31.12.23 Unaudited RM'000	31.12.22 Unaudited RM'000
Cash flows from operating activities		
Profit/(Loss) before tax from continuing operations	99,784	(896)
(Loss)/Profit before tax from discontinued operations	(3,354)	13,495
	96,430	12,599
Adjustments for:		
Depreciation of property, plant and equipment	5,823	8,921
Amortisation of intangible assets	-	113
Finance costs	8,023	14,235
Finance income	(263)	(169)
Property, plant and equipment written off	7	-
Impairment loss on property, plant and equipment	-	825
Loss on disposal of property, plant and equipment	-	500
Share of results of equity-accounted investees	-	1,135
Gain on deconsolidation of subsidiary	(98,037)	-
	11,983	38,159
Changes in:		
- development properties	(10,349)	21,911
- contract costs	7,698	6,160
- contract assets	7,372	(4,947)
- trade and other receivables	(2,554)	18,263
- trade and other payables	34,472	3,561
- contract liabilities	(4,056)	(16,746)
Cash generated from operations	44,566	66,361
Tax paid	(4,453)	(4,316)
Net cash generated from operating activities	40,113	62,045
Cash flows from investing activities		
Acquisition of property, plant and equipment	(319)	(2,226)
Proceeds from sale of property, plant and equipment	-	3,831
Interest received	263	72
Proceeds from disposal of associate	32,851	-
Net cash generated from investing activities	32,795	1,677
Cash flows from financing activities		
Changes in fixed deposit pledged	(33)	73
Proceeds from loans and borrowings	-	24,624
Repayment of loans and borrowings	(74,362)	(75,832)
Payment of lease liabilities	(1,995)	(2,311)
Interest paid	(7,266)	(8,069)
Net cash used in financing activities	(83,656)	(61,515)

D. Condensed interim consolidated statement of cash flows (cont'd.)

	Group	
	6 months ended	
	31.12.23	31.12.22
	Unaudited	Unaudited
	RM'000	RM'000
Net (decrease)/increase in cash and cash equivalents	(10,748)	2,207
Effect of exchange rate changes on cash and cash equivalents	(337)	(407)
Cash and cash equivalents at 1 July	26,097	26,687
Cash and cash equivalents at 31 December	15,012	28,487

Cash and cash equivalents included in the consolidated statement of cash flows comprises the followings:

	Group	
	31.12.23	31.12.22
	Unaudited	Unaudited
	RM'000	RM'000
Cash and cash equivalents	17,937	33,660
Less: Fixed deposits pledged to financial institutions	(2,925)	(5,173)
	15,012	28,487

E. Notes to the condensed interim consolidated financial statements

1. Domicile and activities

Aspen (Group) Holdings Limited (the “**Company**”) is incorporated in the Republic of Singapore. The address of the Company’s registered office is 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619.

The Company was listed on the Catalist of the Singapore Exchange Securities Trading Limited (“**SGXST**”) on 28 July 2017. With effect from 28 January 2021, the Company was transferred to the Mainboard of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

The principal activity of the Company is that of investment holding. The Group is principally engaged in property development, restaurants and investment holding. The immediate and ultimate holding company is Aspen Vision Group Sdn. Bhd., a company incorporated in Malaysia.

The condensed interim financial statements of the Group as at and for the six months ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “**Group**”) and the Group’s interest in equity-accounted investees.

2. Basis of preparation

The unaudited condensed interim financial statements for the six months ended 31 December 2023 have been prepared in accordance with Singapore Financial Reporting Standards (International) (“**SFRS(I)**”) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The condensed interim 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 30 June 2023.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

These financial statements are presented in Malaysian ringgit (“**RM**”), which is the Company’s functional currency. All financial information presented in RM has been rounded to the nearest thousand, unless otherwise stated.

2.1 New and amended standards adopted by the Group

During the current financial period, the Group and the Company have adopted the following amendments to SFRS(I)s which took effect from financial year beginning 1 July 2023:

- Amendments to SFRS(I) 1-1 Classification of Liabilities as Current or Non-current;
- Amendments to SFRS(I) 1-8 Definition of Accounting Estimates;
- Amendments to SFRS(I) 1-12 Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction;
- Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statements 2 Disclosure of Accounting Policies;

The adoption of the above amendments to SFRS(I)s did not result in material changes to the Group's accounting policies and is assessed to have no material financial effect on the results and financial position of the Group and of the Company for the current or prior reporting periods. Accordingly, it has no material impact on the earnings per share of the Group and of the Company.

2.2 Use of estimates and judgements

The preparation of the condensed financial statements in conformity with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. 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 30 June 2023.

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

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets within the next interim period are included in the following note:

Note 4 – Revenue recognition - Measurement of stage of property development

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest). The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 5 – financial instruments

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 Group's chief operating decision maker ("CODM"). The CODM is responsible for allocating resources and assessing performance of the operating segments. The operating segments were determined based on the reports reviewed by management.

In accordance with SFRS(I) 5 Non-current Assets Held for Sale and Discontinued Operations, the performance of Aspen Glove Sdn. Bhd., as a separate reportable operating segment, excluding certain out-of-scope assets, are presented as discontinued operation for the period, with comparative information re-presented accordingly.

The following summary describes the operations in each of the Group's reportable segments:

Property development	Development of residential and commercial properties
Healthcare	Manufacturing of gloves (discontinued)
Others	Sales of food and beverages and investment holdings

4.1. Reportable segments

	Property development RM'000	Others RM'000	Total reportable segment RM'000	Elimination RM'000	Consolidation RM'000
1 July 2023 to 31 December 2023					
External revenue	139,721	6,471	146,192	-	146,192
Inter-segment revenue	2,033	19,660	21,693	(21,693)	-
Interest income	254	10	264	-	264
Interest expenses	(7,583)	(4,357)	(11,940)	7,976	(3,964)
Depreciation and amortisation	(2,203)	(3,771)	(5,974)	151	(5,823)
Segment profit before tax	2,685	12,939	15,624	84,160	99,784
Reportable segment assets	1,130,483	1,155,404	2,285,887	(1,283,930)	1,001,957
Equity-accounted investees	-	1	1	-	1
Capital expenditure	202	117	319	-	319
Reportable segment liabilities	913,663	530,016	1,443,679	(799,645)	644,034

4.1. Reportable segments (cont'd.)

	Property development RM'000	Others RM'000	Total for continuing operations RM'000	Elimination RM'000	Total RM'000	Healthcare (Discontinued) RM'000	Consolidation RM'000
1 July 2022 to 31 December 2022							
External revenue	141,650	6,021	147,671	-	147,671	158	147,829
Inter-segment revenue	1,209	12,728	13,937	(13,937)	-	-	-
Interest income	164	5	169	-	169	-	169
Interest expenses	(1,976)	(3,093)	(5,069)	3,488	(1,581)	(2,083)	(3,664)
Depreciation and amortisation	(1,844)	(4,378)	(6,222)	151	(6,071)	(2,876)	(8,947)
Segment profit/(loss) before tax	5,678	(5,990)	(312)	(584)	(896)	13,495	12,599
Share of loss of equity-accounted investees	-	(1,135)	(1,135)	-	(1,135)	-	(1,135)
Reportable segment assets	1,227,198	1,248,635	2,475,833	(1,241,877)	1,233,956	227,444	1,461,400
Equity-accounted investees	-	95,222	95,222	-	95,222	-	95,222
Capital expenditure	53	8,203	8,256	(63)	8,193	322	8,515
Reportable segment liabilities	976,135	508,537	1,484,672	(702,302)	782,370	229,376	1,011,746

4.2 Disaggregation of revenue

Segment revenue is disaggregated into geographical location and timing of recognition.

	Group			Group				
	1 July 2023 to 31 December 2023			1 July 2022 to 31 December 2022				
	Property development RM'000	Others RM'000	Total RM'000	Property development RM'000	Others RM'000	Total for continuing operations RM'000	Healthcare (Discontinued) RM'000	Total RM'000
Geographical location								
Malaysia	139,721	-	139,721	141,650	-	141,650	158	141,808
Singapore	-	6,471	6,471	-	6,021	6,021	-	6,021
	139,721	6,471	146,192	141,650	6,021	147,671	158	147,829
Timing of recognition								
Over time (properties under development)	105,014	-	105,014	69,514	-	69,514	-	69,514
At a point in time (mainly completed units)	34,707	-	34,707	72,136	-	72,136	-	72,136
Sale of food and beverages	-	6,471	6,471	-	6,021	6,021	-	6,021
Sale of gloves	-	-	-	-	-	-	158	158
	139,721	6,471	146,192	141,650	6,021	147,671	158	147,829

5. Financial assets and financial liabilities

The carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy are set out below. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Carrying amount			Fair value			
	Amortised costs RM'000	Other financial liabilities RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Group							
31 December 2023							
Financial assets not measured at fair value							
Trade and other receivables*	47,089	-	47,089				
Deposit	1,121	-	1,121	-	960	-	960
Cash and cash equivalents	17,937	-	17,937				
	<u>66,147</u>	<u>-</u>	<u>66,147</u>				
Financial liabilities not measured at fair value							
Trade and other payables^	-	(452,498)	(452,498)				
Loans and borrowings							
- Term loans and bridging loans	-	(87,198)	(87,198)	-	(102,201)	-	(102,201)
- Redeemable preference shares	-	(38,140)	(38,140)	-	-	(45,310)	(45,310)
- Bank overdraft	-	(4,999)	(4,999)	-	-	(4,999)	(4,999)
	<u>-</u>	<u>(582,835)</u>	<u>(582,835)</u>				

* Excluding prepayments and non-current deposits.

^ Excluding booking fee received and provision for reinstatement costs.

5. Financial assets and financial liabilities (cont'd.)

	Carrying amount			Fair value			
	Amortised	Other	Total	Level 1	Level 2	Level 3	Total
	costs	financial					
RM'000	liabilities	RM'000	RM'000	RM'000	RM'000	RM'000	
Group							
30 June 2023							
Financial assets not measured at fair value							
Trade and other receivables*							
- Continuing operations	75,273	-	75,273				
- Discontinued operation	2,830	-	2,830				
Deposit	1,115	-	1,115	-	946	-	946
Cash and cash equivalents							
- Continuing operations	28,988	-	28,988				
- Discontinued operation	2,405	-	2,405				
	<u>110,611</u>	<u>-</u>	<u>110,611</u>				
Financial liabilities not measured at fair value							
Trade and other payables^							
- Continuing operations	-	(449,576)	(449,576)				
- Discontinued operation	-	(142,127)	(142,127)				
Loans and borrowings							
- Term loans and bridging loans	-	(149,560)	(149,560)	-	(179,716)	-	(179,716)
- Revolving credit	-	(12,000)	(12,000)	-	(12,000)	-	(12,000)
- Redeemable preference shares	-	(38,140)	(38,140)	-	-	(44,446)	(44,446)
- Bank overdraft	-	(4,985)	(4,985)	-	-	(4,985)	(4,985)
	<u>-</u>	<u>(796,388)</u>	<u>(796,388)</u>				

* Excluding prepayments and non-current deposits.

^ Excluding booking fee received and provision for reinstatement costs.

5. Financial assets and financial liabilities (cont'd.)

	Carrying amount			Fair value			
	Amortised costs RM'000	Other financial liabilities RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Company							
31 December 2023							
Financial assets not measured at fair value							
Trade and other receivables*	1,074	-	1,074				
Cash and cash equivalents	119	-	119				
	<u>1,193</u>	<u>-</u>	<u>1,193</u>				
Financial liabilities not measured at fair value							
Trade and other payables^	-	(5,479)	(5,479)				
Company							
30 June 2023							
Financial assets not measured at fair value							
Trade and other receivables*	266	-	266				
Cash and cash equivalents	595	-	595				
	<u>861</u>	<u>-</u>	<u>861</u>				
Financial liabilities not measured at fair value							
Trade and other payables^	-	(4,538)	(4,538)				
Term loan	-	(2,696)	(2,696)	-	(2,696)	-	(2,696)
	<u>-</u>	<u>(7,234)</u>	<u>(7,234)</u>				

* Excluding prepayments.

6. Profit/(Loss) before taxation

6.1. Significant items

The following items have been included in arriving at profit/(loss) before tax for the six months ended:

	Group	
	6 months ended	
	31.12.23	31.12.22[#]
	RM'000	RM'000
Audit fees paid to:		
- Auditors of the Company	243	223
- Other member firms of the auditors	79	78
Depreciation of property, plant and equipment	5,823	6,071
Amortisation of intangible asset	-	113
Government grant income	(52)	(190)
Gain on deconsolidation of subsidiary	(98,037)	-
Employee benefit expense*:		
Salaries, bonus and other costs	4,721	7,913
Contributions to defined contribution plans	819	771

* Employee benefit expense excluding directors' remuneration.

6.2. Related party transactions

Transactions with key management personnel comprised:

	Group	
	6 months ended	
	31.12.23	31.12.22
	RM'000	RM'000
Progress billings		
Key management personnel and connected person	2,949	72
Companies in which directors, key management personnel and connected person have substantial interests	-	1,468
	<u>2,949</u>	<u>1,540</u>
Finance cost		
Companies in which directors and key management personnel have substantial interests	111	245
	<u>111</u>	<u>245</u>

[#] Comparative information has been re-presented due to a discontinued operation. (Note 12)

7. Taxation

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the condensed interim consolidated statement of profit or loss are:

	Group	
	6 months ended	
	31.12.23	31.12.22[#]
	RM'000	RM'000
Current income tax expense	2,443	5,072
Deferred tax expense		
Origination and reversal of temporary differences	(354)	341
Changes in estimates related to prior years	-	-
	(354)	341
Total tax expense	2,089	5,413

8. Dividends

No dividend was paid for the current financial period reported on.

9. Earnings per share

	Group	
	6 months ended	
	31.12.23	31.12.22
Profit/(Loss) attributable to equity holders of the Company (RM'000)		
- from continuing operations	101,888	1,712
- from discontinued operation	(7,306)	2,224
Weighted average number of ordinary shares ('000) ⁽¹⁾	1,083,270	1,083,270
Basic and diluted earnings per share ("EPS") (RM cents) ⁽²⁾		
- from continuing operations	9.41	0.16
- from discontinued operation	(0.67)	0.21

Notes:

- 1) EPS have been computed based on the weighted average share capital of 1,083,269,594 shares for the respective six months ended 31 December 2023 (31 December 2022: 1,083,269,594 shares).
- 2) The diluted earnings per share for six months ended 31 December 2023 and 31 December 2022 are the same as the basic earnings per share.

[#] Comparative information has been re-presented due to a discontinued operation. (Note 12)

10. Net asset value

	Group		Company	
	31.12.23	30.06.23	31.12.23	30.06.23
Net asset value (RM'000)	285,019	190,770	113,856	111,769
Number of ordinary shares in issue ('000)	1,083,270	1,083,270	1,083,270	1,083,270
Net asset value per ordinary share (RM cents)	26.31	17.61	10.51	10.32

11. Property, plant and equipment

During the six months ended 31 December 2023, the Group acquired assets amounting to RM319,000 (31 December 2022: RM8,515,000) and disposed of assets amounting to RM Nil (31 December 2022: RM6,257,000).

12. Disposal group and assets classified as held for sales

Aspen Glove Sdn. Bhd. ("AGSB")

In December 2022, the Board of Directors approved the mandate to take the necessary steps to initiate the winding up process of its subsidiary, Aspen Glove Sdn. Bhd. ("AGSB"), comprising its healthcare segment. On 14 July 2023, AGBS submitted a winding-up petition to the High Court of Penang for winding up of AGBS pursuant to Section 465(1)(a) and (e) of the Companies Act 2016, by the reason of the inability of AGBS to pay its debts. The entire assets and liabilities related to AGBS was presented as a discontinued operation classified held-for-sale as at 30 June 2023, and the entire results from AGBS was presented separately on the statement of comprehensive income as 'Discontinued operation' for the financial year ended 30 June 2023. The discontinued operation was previously presented under the 'healthcare' reportable segment of the Group.

Global Vision Logistics Sdn. Bhd. ("GVL")

On 24 March 2023, the Group reclassified the investment in associate to non-current asset held for sale.

As at 30 June 2023, the Group measured the non-current assets held for sale at fair value less costs to sell. The Group used market approach in the fair value measurement and adopted the sales consideration of RM32,851,017 to approximate the fair value of the non-current asset held for sale. The level of the fair value hierarchy is categorised as Level 3.

On 24 July 2023, the divestment of 16.38% interest in GVL to Hartamas Mentari Sdn. Bhd. ("HMSB") and Swift Haulage Berhad ("SHB") for an aggregate cash consideration of RM32,851,017 was approved in the EGM. On 2 August 2023, the disposal of the equity interest and redeemable preference shares of GVL was completed.

13. Loans and borrowings

	Group			
	31.12.2023		30.6.23	
	Secured RM'000	Unsecured RM'000	Secured RM'000	Unsecured RM'000
Amount repayable in one year or less, or on demand				
Loans and borrowings	41,893	-	66,160	-
Lease liabilities	3,573	-	728	-
Revolving credit	-	-	12,000	-
Bank overdraft	4,999	-	4,985	-
	50,465	-	83,873	-
Amount repayable after one year				
Loans and borrowings	45,305	-	83,400	-
Lease liabilities	11,709	-	16,234	-
Redeemable preference shares	-	38,140	-	38,140
	57,014	38,140	99,634	38,140
Total loans and borrowings	107,479	38,140	183,507	38,140

The loans and borrowings are secured over the freehold land, fixed and floating charges over certain subsidiaries' present and future assets, fixed deposits placed by the subsidiaries, corporate guarantees by subsidiaries and corporate shareholder, and joint and several guarantees by certain directors of the subsidiaries.

14. Share capital

	Company			
	31.12.23		30.06.23	
	Number of shares '000	Amount RM'000	Number of shares '000	Amount RM'000
Beginning of interim period (excluding treasury shares)	1,083,270	316,786	1,083,270	316,786
Add: Share placement	-	-	-	-
Transaction costs	-	-	-	-
End of interim period (excluding treasury shares)	1,083,270	316,786	1,083,270	316,786

Treasury Shares

The Company had 47,800 treasury shares as at 31 December 2023 (30 June 2023: 47,800 treasury shares). The treasury shares held constitute 0.004% of the total number of ordinary shares outstanding as at 31 December 2023 (30 June 2023: 0.004%).

There were no disposal, transfer, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

15. Subsequent events

There are no known subsequent events which have led to adjustments to this set of interim financial statements.

F. Other information required by Listing Rule Appendix 7.2

1. Review

The condensed consolidated statement of financial position of Aspen (Group) Holdings Limited and its subsidiaries as at 31 December 2023 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended and certain explanatory notes have not been audited or reviewed.

1.1 Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion (this is not required for any audit issue that is a material uncertainty relating to going concern)

(a) Updates on the efforts taken to resolve each outstanding audit issue.

Not applicable.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

Not applicable.

2. Review of the performance of the Group

Consolidated Statement of Comprehensive Income

The Group recorded revenue of RM146.2 million in six months period ended 31 December 2023 (“**1H FY2024**”), remained stable as compared to six months period ended 31 December 2022 (“**1H FY2023**”). The Group’s revenue was primarily contributed by the property development segment from progressive construction of the Group’s ongoing projects namely VIVO EXECUTIVE APARTMENT and VILUXE Phase 1, and the sales of completed projects namely VERVEA, VERTU RESORT and BEACON EXECUTIVE SUITES. The increase of revenue in ongoing projects was due to better progress in construction work, especially VILUXE Phase 1 (targeted date of Certificate of Completion and Compliance (CCC) in third quarter of FY2024). Whereas there are lower sales achieved for completed projects due to low inventory (units are almost sold completely).

The increase in gross profit was mainly due to profit from completed projects. The Group’s operating activities recorded profit of RM103.5 million for 1H FY2024 compared to RM1.7 million for 1H FY2023. The profit was mainly contributed by other income due to the gain arising from the deconsolidation of subsidiary, Aspen Glove Sdn. Bhd. (“**AGSB**”) due to winding up, amounting to RM98.0 million. On 18 September 2023, the High Court of Malaya in Penang has ordered by consent that AGBS be wound up (the “**Winding Up Order**”) and the Official Receiver be appointed as the liquidator of AGBS. Following the Winding Up Order, the assets and liabilities of AGBS have been deconsolidated from the Group with effect from 18 September 2023.

Selling and distribution expenses decreased due to low inventory, resulting in a drop in marketing expenses (i.e.: legal fees and referral fees). Other operating expenses increased mainly due to loss on foreign exchange. Further to that, finance cost increased due to the cessation of vacant land to a qualifying asset, hence being charged out accordingly. Borrowing cost are charged out due to the

cessation of the vacant land, which was previously capitalised in development properties based on accounting standards.

There was no share of results of equity-accounted investees incurred in 1H FY2024 as on 24 March 2023, the Group reclassified the investment in associate to non-current asset held for sale. On 2 August 2023, the disposal of equity interest and redeemable preference shares of Global Vision Logistics Sdn. Bhd. (“GVL”) was completed.

As a result of the above, the Group recorded a profit after tax amounting to RM94.0 million for the period.

Consolidated Statement of Financial Position

Non-current assets

The Group’s non-current assets decreased by RM5.0 million from RM523.5 million as at 30 June 2023 to RM518.4 million as at 31 December 2023, attributed to the depreciation of property, plant and equipment amounting to RM5.8 million and offset against development properties cost being capitalised by RM0.3 million and deferred tax assets recognised by RM0.1 million.

Current assets

The Group’s current assets decreased by RM74.5 million from RM558.0 million as at 30 June 2023 to RM483.5 million as at 31 December 2023. There is a total decrease of RM7.4 million in contract asset, which was due to the additional progress billing issued to VILUXE Phase 1 and VIVO EXECUTIVE APARTMENT and RM7.7 million in contract costs arising from the costs incurred for the ongoing projects. A decrease in tax recoverable by RM1.1 million was due to tax refund. The decrease in trade and other receivables by RM18.8 million was due to better collection, whilst decrease in cash and cash equivalents by RM11.1 million is due to repayment of term loan and bridging loan. Lastly, disposal of interest in Global Vision Logistics Sdn. Bhd. (“GVL”) and deconsolidation of AGSB was completed. Hence, there is no disposal group and assets classified as held for sales as at 31 December 2023.

Current liabilities

The Group’s current liabilities decreased by RM176.9 million primarily due to liabilities directly associated with disposal group classified as held for sale of AGSB by RM143.6 million. The decrease is also attributable to repayment of loan and borrowings by RM33.4 million, contract liabilities by RM 4.1 million and tax liabilities by RM1.4 million. This was offset against an increase of trade and other payables by RM5.6 million due to additional construction cost borne by the Company due to better construction progress.

Non-current liabilities

The Group’s non-current liabilities decreased by RM47.3 million from RM302.7 million as at 30 June 2023 to RM255.4 million as at 31 December 2023, primarily due to repayment and reclassification of loans and borrowings, trade and other payables, and tax liabilities from non-current to current.

Equity

Both, reserves and non-controlling interests have increased due to deconsolidation of loss-making subsidiary for the period.

The Group reported a positive working capital of RM94.9 million as at 31 December 2023.

Consolidated Statement of Cash Flows

The Group recorded net cash generated from operating activities of RM40.1 million for 1H FY2024, which comprised operating cash inflows after working capital changes of RM44.6 million and tax payments of RM4.5 million. The net cash inflow from operations was mainly due to payables outstanding and offset against progress billings from sales of projects.

Net cash used in investing activities amounting to RM32.8 million, which was due to proceeds from disposal of GVL and offset by acquisition of property, plant and equipment.

Net cash outflow from financing activities amounting to RM83.7 million, RM76.4 million being the repayment of loans and borrowings and lease liabilities, and RM7.3 million as the interest cost paid to financial institution.

3. Material litigation

In February 2022, the Company's indirect subsidiary, Aspen Vision City Sdn. Bhd. ("**AVC**") received a Writ of Summons endorsed with a Statement of Claim (the "**Writ**") filed by a group of purchasers of AVC's development properties (the "**Purchasers**") in the High Court of Malaya at Penang (the "**Purchasers' Suit**"). Pursuant to the Writ, the Purchasers are claiming, inter alia, a sum of RM7,289,223.21 for alleged late delivery of vacant possession of development properties under the sale and purchase agreements previously entered into between AVC and the Purchasers. AVC denies the alleged late delivery and confirms it has delivered the vacant possession in accordance with the timeline stipulated by the Housing Controller and Ministry of Local Government Development of Malaysia. Based on this, AVC has a strong legal defence, and as such has been vigorously defending the Purchasers' Suit. The matter is currently still pending in court.

On 28 August 2023, Aspen Glove Sdn. Bhd. (in liquidation) ("**AGSB**") had received a Writ of Summons endorsed with a Statement of Claim (the "**Tialoc Writ**") filed by Tialoc Malaysia Sdn. Bhd. ("**Tialoc**") in the High Court of Malaya at Penang, Malaysia (the "**Suit**"). Tialoc had also named the directors of AGSB, the Company and the Company's direct subsidiaries, Aspen Vision All Sdn. Bhd. and KHTP Assets Sdn. Bhd, as co-defendants (the "**Co-Defendants**") in the Suit. Pursuant to the Tialoc Writ, Tialoc is seeking, inter alia, the following:- (a) a declaration that AGSB is indebted to Tialoc for the sum of RM78,102,643.78 plus financing charges as the alleged outstanding sum (the "**Alleged Outstanding Sum**"), and pursuant to the Adjudication Decision; (b) a declaration that the Co-Defendants are liable for alleged fraudulent trading under s.540(1) of the Companies Act 2016; (c) a declaration that the Co-Defendants are liable for the alleged debts owed by AGSB to Tialoc for the Alleged Outstanding Sum; and (d) an order that the Co-Defendants shall together with AGSB on joint and several basis and without any limitation of liability pay Tialoc for the Alleged Outstanding Sum.

On 18 September 2023, the High Court of Malaya in Penang has ordered by consent that AGSB be wound up (the "**Winding Up Order**") and the Official Receiver be appointed as the liquidator of AGSB. Following the Winding Up Order, the assets and liabilities of AGSB have been deconsolidated from the Group with effect from 18 September 2023.

On 27 December 2023, the Company, Aspen Vision All Sdn. Bhd. ("**AVA**") and the former directors of AGSB appointed by the Group (the "**Plaintiffs**") had initiated legal proceedings against (a) Tialoc; (b) its shareholder and related companies concerned; and (c) the respective directors of Tialoc, its shareholder and related companies concerned (collectively referred to as the "**Defendants**"), by way of issuance of a Writ of Summons endorsed with a Statement of Claim (the "**Aspen Writ**") in the High Court of Malaya at Penang, Malaysia. Pursuant to the Aspen Writ, the Plaintiffs are seeking, inter alia,

the following:- (a) a declaration that the Suit by Tialoc against the Plaintiffs is a collateral abuse of court process; (b) an order that the Defendants pay to the Company the sum of RM41,438,962.00 being losses caused by the Suit filed by Tialoc; (c) general damages to be assessed; (d) aggravated and/or exemplary damages to be assessed; and (e) an order that the Defendants pay to the Plaintiffs the legal costs incurred by the Plaintiffs in defending the Suit by Tialoc.

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

No forecast or prospect statement was disclosed to shareholders previously.

Nonetheless, the Company had, on 1 February 2024, issued a profit guidance disclosing that the Group is expecting to report a consolidated net profit in respect of the six (6) months financial period from 1 July 2023 to 31 December 2023. The Group's financial results for six (6) months financial period from 1 July 2023 to 31 December 2023 is in line with the profit guidance.

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 operating period and the next 12 months

Penang's real estate and housing sector is in the recovery phase post-Covid-19 pandemic and it is the second-best performing city in Southeast Asia. ¹

The growth and developments in Batu Kawan is expected to encourage the interest of homebuyers to buy properties in Batu Kawan including the Group's development properties in Aspen Vision City township. Penang Development Corporation continuously developing the industrial sector in Batu Kawan Industrial Park 2 (BKIP2) and Bandar Cassia Technology Park and East Batu Kawan (BKIP3).

In December 2023, Penang government has extended the Home Ownership Campaign (HOC) 3.0 which offers stamp duty exemption to first-time homebuyers to 31 December 2024, as part of efforts to promote the ownership of affordable homes to the people after receiving good responses from the campaign. ²

The Group's flagship development Aspen Vision City township has matured alongside rapid development in Batu Kawan as per the state government's strategic plan to establish Batu Kawan as a catalyst of growth for Seberang Perai, Penang. The Group will take advantage of the current market sentiment to gear up new launches and is also expecting the completion of Viluxe Phase 1 in the 3rd quarter of FY2024. Besides, the Group has launched Versa in July 2023 and held its inauguration ceremony on 19 January 2024, which the Group expects to grow its revenue over the next six months, while other potential new projects to be undertaken by the Group will be announced as and when there are material developments.

¹ <https://www.nst.com.my/property/2023/11/981649/penang-property-sector-recovery-phase-second-best-performing-sea>

² <https://theedgemalaysia.com/node/695095>

6. Dividend

(a) Current Financial Period Reported On:

Any dividend declared for the current financial period reported on?

No dividend was declared for the current financial period reported on.

(b) Corresponding Period of the Immediately Preceding Financial Year:

Any dividend declared for the corresponding period of the immediately preceding financial year?

No dividend was declared for the corresponding period of the immediately preceding financial year.

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

Not applicable.

(d) Date payable:

Not applicable.

(e) Books closure date:

Not applicable.

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

No dividend has been declared or recommended as the management plans to conserve cash in this soft property market. The Board may declare the payment of dividends when the market conditions improve and are more favourable.

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

The aggregate value of interested person transactions entered into during HY2024 are as follows:

Name of interested person	Nature of Relationship	Aggregate value of all interested person transaction during the financial period under review (excluding transactions less than S\$100,000 and transactions	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than

		conducted under shareholders' mandate pursuant to Rule 920)	S\$100,000)
Mr. Anilarasu A/L Amaranazan ("Mr. Anilarasu")	Mr. Anilarasu is deemed an interested person as he is the Group Managing Director and an Executive Director of the Company.	RM388,350.00 (After applying the 10% rebate/discount to the Sale Price of RM431,500.00)	
Lee Peng Cheong ("Mr. Lee") and Poh Mei Yan	The Company has deemed Mr. Lee as an interested person as he is (1) a director of Aspen Vision Group Sdn. Bhd. ("AVG") (which holds approximately 45.75% of the total issued and fully paid-up ordinary shares of the Company) and holds 3.71% of the ordinary shares of AVG, (2) a director of Aspen Vision Builders Sdn. Bhd., and (3) the brother of Datin Lee Ke Sin who is the spouse of Dato' Murly Manokharan, the Group's Executive Director, President and Group Chief Executive Officer and substantial shareholder of the Company. Poh Mei Yan is Mr. Lee's spouse.	RM1,276,920.00 (After applying the 10% rebate/discount to the Sale Price of RM705,000.00 and RM713,800.00 respectively.)	

8. Confirmation that the issuer has procured undertakings from all its directors and executive officers pursuant to Rule 720(1)

The Company confirms that it has procured undertakings from all its directors and executive officers pursuant to Rule 720(1).

9. Disclosure of acquisition (including incorporations) and sale of shares under Mainboard Rule 706A.

On 2 August 2023, the disposal of the equity interest and redeemable preference shares of GVL was completed.

No.	Associate	Date of announcement	Announcement Reference
1.	Global Vision Logistics Sdn. Bhd.	3 August 2023	SG230803OTHR8RF3

On 18 September 2023, the High Court of Malaya in Penang has ordered by consent that AGSB be wound up and the Official Receiver be appointed as the liquidator of AGSB.

No.	Subsidiary	Date of announcement	Announcement Reference
1.	Aspen Glove Sdn. Bhd.	19 September 2023	SG230919OTHLN47

10. Confirmation by the Board pursuant to Rule 705 (5) of the Listing Manual

On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the condensed interim financial statements for the six-month period ended 31 December 2023 to be false or misleading in any material aspect.

On behalf of the Board of Directors

Dato' Seri Nazir Ariff Bin Mushir Ariff
Executive Director

Dato' Murly Manokharan
President & Group Chief Executive Officer

13 February 2024