

NOTES TO THE REPORT FOR THE QUARTER AND FINANCIAL YEAR ENDED 30 JUNE 2024

PART A: EXPLANATORY NOTES PURSUANT TO MALAYSIAN FINANCIAL REPORTING STANDARD (“MFRS”) 134: INTERIM FINANCIAL REPORTING

A1. BASIS OF PREPARATION

These condensed consolidated interim financial statements (“Interim Financial Report”) are unaudited and have been prepared in accordance with the Malaysian Financial Reporting Standard (“MFRS”) 134 ‘*Interim Financial Reporting*’ issued by the Malaysian Accounting Standards Board (“MASB”), the International Accounting Standard (“IAS”) 34 ‘*Interim Financial Reporting*’ and the requirements of Companies Act 2016 in Malaysia, where applicable.

This Interim Financial Report has also been prepared in accordance with paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”).

This unaudited Interim Financial Report should be read in conjunction with the Group’s audited consolidated financial statements as at and for the financial year ended 30 June 2023. They do not include all of the information required for a complete set of financial statements prepared in accordance with MFRS Accounting Standards. However, selected explanatory notes attached to this Interim Financial Report provide explanation of events and transactions that are significant for an understanding of the changes in the financial position and performance of the Group since the preceding financial year ended 30 June 2023.

The following are accounting standards, interpretations and amendments of the MFRS Accounting Standards that have been issued by MASB but have not been adopted by the Group:

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2024

- Amendment to MFRS 16, *Leases – Lease Liability in a Sale and Leaseback*
- Amendments to MFRS 101, *Presentation of Financial Statements – Non-current Liabilities with Covenants and Classification of Liabilities as Current or Non-current*
- Amendments to MFRS 107, *Statement of Cash Flows and MFRS 7, Financial Instruments: Disclosures – Supplier Finance Arrangements*

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2025

- Amendments to MFRS 121, *The Effects of Changes in Foreign Exchange Rates – Lack of Exchangeability*

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2026

- Amendments to MFRS 9, *Financial Instruments* and MFRS 7, *Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments*

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after 1 January 2027

- MFRS 18, *Presentation and Disclosure in Financial Statement*
- MFRS 19, *Subsidiaries without Public Accountability: Disclosures*

MAA GROUP BERHAD (“MAAG” or “the Company”)

Registration No. 199801015274 (471403-A)

NOTES TO THE REPORT FOR THE QUARTER AND FINANCIAL YEAR ENDED 30 JUNE 2024

A1. BASIS OF PREPARATION (CONTINUED)

MFRS Accounting Standards, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed

- Amendments to MFRS 10, *Consolidated Financial Statements* and MFRS 128, *Investments in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The Group plans to apply the abovementioned accounting standards, interpretations and amendments:

- from the annual period beginning on 1 July 2024 for the amendments that are effective for annual periods beginning on or after 1 January 2024.
- from the annual period beginning on 1 July 2025 for the amendments that are effective for annual periods beginning on or after 1 January 2025.
- from the annual period beginning on 1 July 2025 for the amendments that are effective for annual periods beginning on or after 1 January 2026.
- from the annual period beginning on 1 July 2027 for the accounting standards that are effective for annual periods beginning on or after 1 January 2027.

The initial application of the accounting standards, interpretations or amendments is not expected to have any material financial impact to the current period and prior period financial statements of the Group.

A2. CHANGES IN MATERIAL ACCOUNTING POLICY

MFRS 17, Insurance Contracts

The Group’s General Insurance subsidiary has initially applied MFRS 17 from 1 July 2023, replacing MFRS 4. This standard has brought significant changes to the accounting for insurance contracts and reinsurance contracts. As a result, the Group has restated certain comparative amounts and presented a third statement of financial position as at 1 July 2022.

The nature and effects of the key changes in the Group’s accounting policies resulting from its adoption of MFRS 17 are summarised below.

(i) Recognition, measurement and presentation of insurance contracts

MFRS 17 establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts and reinsurance contracts. It introduces a model that measures groups of contracts based on the Group’s General Insurance subsidiary’s estimates of the present value of future cash flows that are expected to arise as the Group’s General Insurance subsidiary fulfils the contracts and an explicit risk adjustment for non-financial risk.

Under MFRS 17, insurance revenue in each reporting period represents the changes in the liabilities for remaining coverage that relate to services for which the Group’s General Insurance subsidiary expects to receive consideration and an allocation of premiums that relate to recovering insurance acquisition cash flows. In addition, investment components are no longer included in insurance revenue and insurance service expenses.

The Group’s General Insurance subsidiary applies the Premium Allocation Approach (“PAA”) to simplify the measurement of contracts. When measuring liabilities for remaining coverage (“LRC”), the PAA is similar to the Group’s General Insurance subsidiary’s previous accounting treatment. However, when measuring liabilities for incurred claims (“LIC”), the Group’s General Insurance subsidiary now discounts the future cash flows (unless they are expected to occur in one year or less from the date on which the claims are incurred) and includes an explicit risk adjustment for non-financial risk.

Insurance finance income and expenses, included entirely in the profit or loss, are presented separately from insurance revenue and insurance service expenses.

Income and expenses from reinsurance contracts other than insurance finance income and expenses are now presented as a single net amount in profit or loss. Previously, amounts recovered from reinsurers and reinsurance expenses were presented separately.

NOTES TO THE REPORT FOR THE QUARTER AND FINANCIAL YEAR ENDED 30 JUNE 2024

A2. CHANGES IN MATERIAL ACCOUNTING POLICY (continued)

MFRS 17, *Insurance Contracts* (continued)

(ii) Transition approach

The standard requires MFRS 17 to be applied retrospectively (the “full retrospective approach”) unless impracticable. If a full retrospective approach is impracticable there is an option to choose either a modified retrospective approach or a fair value approach. If reasonable and supportable information necessary to apply the full retrospective approach is not available, the fair value approach must be applied. The Group’s General Insurance subsidiary has assessed that the application of full retrospective approach is impracticable due to data availability challenges and majority of the groups of insurance contracts of the company are expected to apply the full retrospective approach on transition.

Changes in accounting policies resulting from the adoption of MFRS 17 have been applied using a full retrospective approach. Under the full retrospective approach, at 1 July 2022, the Group:

- Identified, recognised and measured each group of insurance and reinsurance contracts as if MFRS 17 had always been applied;
- Identified, recognised and measured any assets for insurance acquisition cash flows as if MFRS 17 had always been applied, except that the recoverability assessment was not applied before 1 January 2022;
- Derecognised previously reported balances that would not have existed if MFRS 17 had always been applied. These included some deferred acquisition costs for insurance contracts, insurance receivables and payables. Under MFRS 17, they are included in the measurement of the insurance contracts; and
- Recognised any resulting net difference in equity.

The Group has applied the transition provisions in MFRS 17 and accordingly has not disclosed the impact of the adoption of MFRS 17 on each financial statement line item and earnings per share. The effects of adopting MFRS 17 on the consolidated financial statements at 1 July 2022 are presented in the statement of changes in equity.

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A3. COMMENTS ABOUT SEASONAL OR CYCLICAL FACTORS

The Group’s business operations were not significantly affected by any seasonal or cyclical factors.

A4. UNUSUAL ITEMS DUE TO THEIR NATURE, SIZE OR INCIDENCE

There were no unusual items affecting assets, liabilities, equity, net income or cash flows during the current quarter and financial year ended 30 June 2024.

A5. SIGNIFICANT ESTIMATES AND CHANGES IN ESTIMATES

The preparation of this Interim Financial Report in conformity with MFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

There were no changes in estimates that have had any material effect during the current quarter and financial year ended 30 June 2024.

A6. DEBT AND EQUITY SECURITIES

There were no issuances, repurchases and repayments of debt and equity securities during the current quarter and financial year ended 30 June 2024.

A7. DIVIDEND PAID

No dividend was paid by the Company during the current quarter and financial year ended 30 June 2024.

A8. SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

There was no significant event subsequent to the end of the current quarter and financial year ended 30 June 2024.

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NOTES TO THE REPORT FOR THE QUARTER AND FINANCIAL YEAR ENDED 30 JUNE 2024

A9. CHANGES IN THE COMPOSITION OF THE GROUP

Dissolution of subsidiaries

- (a) On 7 August 2023, MAA Capital Singapore Pte Ltd (“MAACS”), a wholly owned sub-subsidiary of the Company has been struck off and de-registered from the Register of Companies pursuant to Section 344A, Chapter 50 of the Singapore Companies Act.
- (b) On 10 August 2023, Glovtec Sdn Bhd, a wholly owned sub-subsidiary of the Company has been struck off and de-registered from the Companies Commission of Malaysia pursuant to Section 551(3) of the Companies Act 2016.
- (c) On 1 May 2024, MAA Holdings (BVI) Ltd, a wholly owned sub-subsidiary of the Company has been struck off and de-registered from the Register of Companies pursuant to Section 213(1)(c) of the BVI Business Companies Act, 2004.

Incorporation of subsidiary

- (d) On 6 December 2023, MAAX Capital Sdn Bhd, a wholly owned sub-subsidiary of the Company had subscribed for 100 ordinary shares at an issue price of RM1.00 each, representing 100% of the share capital in a new subsidiary, MAAX Invotrade Sdn Bhd, a company incorporated in Malaysia, for a total consideration of RM100.

Changes of equity shareholding in subsidiaries

- (e) During the current financial year, Hospitality 360 Sdn Bhd (“H360”), a 51% sub-subsidiary of the Company, had:
 - on 22 September 2023, via its subsidiary, Ruby Luxury Sdn Bhd (“RLSB”) issued 98 new ordinary shares at an issue price of RM1 each for cash. H360 and Wawasan Hakiki Sdn Bhd had subscribed an additional 58 and 40 ordinary shares respectively. With this additional subscription of 58 ordinary shares in RLSB, H360’s equity interest in RLSB diluted from 100% to 60% and the Group recorded an increase in retained earnings of RM766,975 and decrease in non-controlling interest of RM766,975; and
 - on 2 January 2024, via its sub-subsidiary, Staysuites Malaysia Sdn Bhd (“SMSB”) disposed 51 ordinary shares, representing 51% of the share capital of Chariskey Suites Sdn Bhd (“CSSB”) to Perfect Host (M) Sdn Bhd (“PHSB”), a 41% subsidiary of H360, for a total consideration of RM1. With the said disposal, PHSB’s direct equity interest in CSSB increased to 51% and H360’s effective equity interest in CSSB, via PHSB has increased from 26% to 40%.
- (f) On 21 May 2024, MAA Corp had acquired 400 ordinary shares of 10Star Cinemas Sdn Bhd (“10Star”), representing 40% of the share capital of 10Star from CineComm Sdn Bhd, for a total consideration of RM0.80. With the said acquisition, MAA Corp’s equity interest in 10Star increased from 60% to 100%.

The Group recognised a decrease in retained earnings of RM6,537,694 and increase in non-controlling interest of RM6,537,693.

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A9. CHANGES IN THE COMPOSITION OF THE GROUP (continued)

Disposal of subsidiary

- (g) As disclosed in Note B6(b) of this Interim Financial Report, MAA International Group Ltd (“MAAIG”), a wholly owned sub-subsidiary had completed disposal of 579,805 common shares in MAA General Assurance Philippines Inc (“MAAGAP”), representing 85.0% equity interest in MAAGAP.

With the said disposal, MAAGAP ceased to be a subsidiary of the Group and became an associate company of MAAIG with the remaining of 15.0% equity interest.

Details of the disposal of 85.0% equity interest in MAAGAP are as follows:

- (i) On 26 January 2024, MAAIG had completed the disposal of 123,464 common shares in MAAGAP, representing 18.1% equity interest in MAAGAP (“Tranche 1 Sale Shares”) for a cash consideration of USD10,498,144 or RM46,685,435 (based on exchange rate of USD1:RM4.73).

With this completion of Tranche 1 Sale Shares, MAAIG’s equity interest in MAAGAP diluted from 100% to 81.9%.

- (ii) On 3 May 2024, MAAIG completed the disposal of 456,341 common shares of MAAGAP, representing 66.9% equity interest in MAAGAP (“Tranche 2 Sale Shares”) for a cash consideration of USD38,802,675 or RM184,535,435 (based on exchange rate of USD: RM4.73).

With the completion of Tranche 2 Sale Shares, MAAIG’s equity interest in MAAGAP diluted from 81.9% to 15.0%.

MAAGAP had ceased to be subsidiary of the Group effective from 3 May 2024 and recognised a net gain of RM62,801,258 from the disposal of MAAGAP.

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A9. CHANGES IN THE COMPOSITION OF THE GROUP (continued)

Acquisition of subsidiaries

- (h) On 21 February 2024, MAA Corporation Sdn Bhd (“MAA Corp”), a wholly owned subsidiary of the Company had acquired 10,200,000 ordinary shares of Nilam Timur Sdn Bhd (“Nilam”), representing 100% of the share capital of Nilam from Himpunan Sentiasa Sdn Bhd, for a total consideration of RM6,500,000.

The Group recognised a gain on bargain purchase of RM2,282,000 in profit or loss from the said acquisition.

- (i) On 2 December 2022, Edumaax Sdn Bhd (“Edumaax”), a wholly owned sub-subsiidiary of the Company entered into a conditional sale and purchase agreements (“SPA”) with MAACA Labuan Ltd, Tunku Yaacob Khyra and Samuele Minotti (collectively referred as the “Sellers”) to acquire 1,000,000 shares, representing 100% of the issued and paid-up share capital of Villa Castiglioni S.R.L (“VC”), for a total cash consideration of Euro (“€”)2,200,000 or RM10,362,000 equivalent (based on the exchange rate of €1.00 = RM4.71) and assumption of advance from the shareholders of VC/the Sellers at completion.

During the previous financial year ended 30 June 2023, Edumaax has accounted for the purchase consideration paid for the acquisition of VC as ‘Other Receivable’ instead of investment in subsidiary at acquisition date, pending the completion of shares transfer to Edumaax.

On 28 June 2024, with the completion of shares transferred to Edumaax, VC became the wholly owned subsidiary of Edumaax.

The Group recognised a goodwill of RM6,249,237 from the said acquisition.

Additional investment in an associate

- (j) The Company had additional acquired over the period from February to June 2024 from the market, a total of 351,638,200 ordinary shares of KNM Group Berhad (“KNM Group”), representing approximately a total of 8.70% of the total issued and paid-up share capital of KNM Group as of 30 June 2024, for a total purchase consideration of RM46,760,547.

Hence resulting in the increase of effective ownership interest and voting interest of the Group’s investment in KNM Group from 8.56% as of 30 June 2023 to 17.25% as of 30 June 2024.

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A10. OPERATING SEGMENTS

At the end of reporting period, the Group has five reporting segments, as described below, which are the Group’s strategic business units. The strategic business units offer different products and services and are managed separately because they employ different technology and marketing strategies. The Group’s Executive Committee comprising key functional heads and Executive Directors monitors the operating results of the strategic business units as well as relying on the segmental information as disclosed below for purposes such as resource allocation and performance assessment.

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

- Investment Holdings - investment holdings
- Education Services - provision of education services and operation of tuition centers
- Credit Services - provision of money lending, debt factoring and other credit activities
- Hospitality Services - provision of hospitality services, food and beverage, retailer of Cigars, and other services including logistics, renovation and facilities management service
- Cinema Services - provision of film distribution and cinema businesses

The Group’s other non-reportable segments comprise property management, advisory and consultancy services.

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NOTES TO THE REPORT FOR THE QUARTER AND FINANCIAL YEAR ENDED 30 JUNE 2024

A10. OPERATING SEGMENTS (continued)

3 months period ended 30 June 2024 (“4Q FY2024”)

CONTINUING OPERATIONS

	Reportable segments					Total reportable segments	Other non-reportable segments	Consolidated total
	Investment Holdings	Education Services	Credit Services	Hospitality Services	Cinema Services			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
OPERATING REVENUE								
External revenue	2,830	6,261	3,370	15,573	3,300	31,334	31	31,365
Inter-segment revenue	4,492	859	187	2,345	-	7,883	652	8,535
Total operating revenue	7,322	7,120	3,557	17,918	3,300	39,217	683	39,900
RESULTS								
Revenue	78	6,261	3,249	15,573	3,300	28,461	30	28,491
Investment income	1,384	-	-	-	-	1,384	-	1,384
Interest income	1,368	-	121	-	-	1,489	1	1,490
Realised (losses)/gains	(164)	(31)	-	19	-	(176)	-	(176)
Fair value (losses)/gains	(3,987)	(2,421)	-	-	-	(6,408)	-	(6,408)
Other income/(expenses) - net	(1,092)	(1,825)	90	(10,863)	(40)	(13,730)	(2)	(13,732)
Management expenses	(13,913)	(8,801)	(494)	(22,736)	(4,882)	(50,826)	(1,025)	(51,851)
Impairment loss on financial instruments	(446)	(33)	(12,050)	(345)	-	(12,874)	-	(12,874)
Finance costs	(450)	(953)	-	(1,131)	(228)	(2,762)	(319)	(3,081)
Segment operating loss	(17,222)	(7,803)	(9,084)	(19,483)	(1,850)	(55,442)	(1,315)	(56,757)
Share of (loss)/profit of equity accounted associates	(1,719)	-	-	9	-	(1,710)	-	(1,710)
Loss before tax	(18,941)	(7,803)	(9,084)	(19,474)	(1,850)	(57,152)	(1,315)	(58,467)
Tax income/(expense)	854	(309)	7	(47)	-	505	(91)	414
Loss for the quarter	(18,087)	(8,112)	(9,077)	(19,521)	(1,850)	(56,647)	(1,406)	(58,053)

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NOTES TO THE REPORT FOR THE QUARTER AND FINANCIAL YEAR ENDED 30 JUNE 2024

A10. OPERATING SEGMENTS (continued)

Financial year ended 30 June 2024 (“FY2024”)

CONTINUING OPERATIONS

	Reportable segments					Total reportable segments	Other non-reportable segments	Consolidated total
	Investment Holdings	Education Services	Credit Services	Hospitality Services	Cinema Services			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
OPERATING REVENUE								
External revenue	4,733	27,035	11,857	58,719	7,467	109,811	49	109,860
Inter-segment revenue	17,541	3,089	758	2,397	-	23,785	2,985	26,770
Total operating revenue	22,274	30,124	12,615	61,116	7,467	133,596	3,034	136,630
RESULTS								
Revenue	281	27,035	11,315	58,719	7,467	104,817	46	104,863
Investment income	2,093	-	-	-	-	2,093	-	2,093
Interest income	2,359	-	542	-	-	2,901	3	2,904
Realised (losses)/gains	(164)	(32)	-	102	-	(94)	-	(94)
Fair value (losses)/gains	(6,362)	(2,432)	-	-	-	(8,794)	-	(8,794)
Other (expenses)/income - net	(14,935)	(1,063)	108	(9,097)	(34)	(25,021)	(10)	(25,031)
Management expenses	(32,559)	(38,220)	(1,406)	(73,622)	(12,269)	(158,076)	(3,234)	(161,310)
Impairment loss on financial instruments	(1,640)	(105)	(17,684)	(1,197)	-	(20,626)	(1)	(20,627)
Finance costs	(2,820)	(1,439)	(20)	(2,190)	(1,072)	(7,541)	(1,133)	(8,674)
Segment operating loss	(53,747)	(16,256)	(7,145)	(27,285)	(5,908)	(110,341)	(4,329)	(114,670)
Share of (loss)/profit of equity accounted associates	(1,481)	-	-	27	-	(1,454)	-	(1,454)
Loss before tax	(55,228)	(16,256)	(7,145)	(27,258)	(5,908)	(111,795)	(4,329)	(116,124)
Tax income/(expense)	1,557	(1,633)	-	(241)	-	(317)	(386)	(703)
Loss for the financial year	(53,671)	(17,889)	(7,145)	(27,499)	(5,908)	(112,112)	(4,715)	(116,827)

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3 months period ended 30 June 2023 (“4Q FY2023”)

CONTINUING OPERATIONS

	Reportable segments					Total reportable segments	Other non-reportable segments	Consolidated total
	Investment Holdings	Education Services	Credit Services	Hospitality Services	Cinema Services			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
OPERATING REVENUE								
External revenue	1,931	6,530	3,797	11,297	2,205	25,760	7	25,767
Inter-segment revenue	4,499	551	233	17	-	5,300	518	5,818
Total operating revenue	6,430	7,081	4,030	11,314	2,205	31,060	525	31,585
RESULTS								
Revenue	59	6,524	3,616	11,297	2,205	23,701	6	23,707
Investment income	1,163	-	-	-	-	1,163	-	1,163
Interest income	709	6	181	-	-	896	1	897
Realised gains	-	6	-	-	-	6	-	6
Fair value gains	1,459	3	-	-	-	1,462	-	1,462
Other income/(expenses) - net	452	2,448	(39)	(432)	15	2,444	(1)	2,443
Management expenses	(6,950)	(9,486)	(356)	(15,355)	(2,716)	(34,863)	(323)	(35,186)
Reversal of impairment loss/(Impairment loss)								
on financial instruments	1	(135)	(9,655)	(257)	-	(10,046)	-	(10,046)
Finance costs	(760)	(185)	(4)	(316)	(197)	(1,462)	(151)	(1,613)
Segment operating loss	(3,867)	(819)	(6,257)	(5,063)	(693)	(16,699)	(468)	(17,167)
Share of profit of equity accounted associates	49	-	-	5	-	54	-	54
Loss before tax	(3,818)	(819)	(6,257)	(5,058)	(693)	(16,645)	(468)	(17,113)
Tax expense	(1,170)	(306)	407	(412)	-	(1,481)	(51)	(1,532)
Loss for the quarter	(4,988)	(1,125)	(5,850)	(5,470)	(693)	(18,126)	(519)	(18,645)

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Financial year ended 30 June 2023 (“FY2023”)

CONTINUING OPERATIONS

	Reportable segments					Total reportable segments	Other non-reportable segments	Consolidated total
	Investment Holdings	Education Services	Credit Services	Hospitality Services	Cinema Services			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
OPERATING REVENUE								
External revenue	3,430	28,173	12,352	45,094	6,509	95,558	16	95,574
Inter-segment revenue	12,570	3,963	712	53	-	17,298	1,117	18,415
Total operating revenue	16,000	32,136	13,064	45,147	6,509	112,856	1,133	113,989
RESULTS								
Revenue	237	28,110	11,823	45,094	6,509	91,773	13	91,786
Investment income	1,600	-	-	-	-	1,600	-	1,600
Interest income	1,593	63	529	-	-	2,185	3	2,188
Realised (losses)/gain	(456)	6	-	-	-	(450)	-	(450)
Fair value gains	13,847	14,114	-	-	-	27,961	-	27,961
Other income/(expenses) - net	2,861	3,331	(486)	751	27	6,484	(10)	6,474
Management expenses	(22,600)	(38,607)	(1,275)	(57,365)	(9,876)	(129,723)	(1,558)	(131,281)
Reversal of impairment loss/(Impairment loss) on financial instruments	1	(173)	(12,416)	(249)	-	(12,837)	-	(12,837)
Finance costs	(2,262)	(923)	(4)	(1,400)	(627)	(5,216)	(339)	(5,555)
Segment operating (loss)/profit	(5,179)	5,921	(1,829)	(13,169)	(3,967)	(18,223)	(1,891)	(20,114)
Share of profit of equity accounted associates	132	-	-	14	-	146	-	146
(Loss)/Profit before tax	(5,047)	5,921	(1,829)	(13,155)	(3,967)	(18,077)	(1,891)	(19,968)
Tax (expense)/income	(1,780)	(3,676)	(62)	(457)	-	(5,975)	(113)	(6,088)
(Loss)/Profit for the financial year	(6,827)	2,245	(1,891)	(13,612)	(3,967)	(24,052)	(2,004)	(26,056)

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A10. OPERATING SEGMENTS (continued)

	Reportable segments						Total reportable segments	Other non-reportable segments	Consolidated total
	Investment Holdings	General Insurance	Education Services	Credit Services	Hospitality Services	Cinema Services			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
30 June 2024									
ASSETS									
Other assets	183,790	-	86,027	69,231	40,246	36,966	416,260	15,143	431,403
Goodwill on business combinations	-	-	32,814	-	-	-	32,814	-	32,814
Investments in associates	1,628	-	-	-	75	-	1,703	-	1,703
Asset classified as held for sale	40,786	-	-	-	-	-	40,786	-	40,786
Segment assets / Consolidated total assets	226,204	-	118,841	69,231	40,321	36,966	491,563	15,143	506,706
LIABILITIES									
Other liabilities	12,624	-	49,997	725	60,489	15,576	139,411	1,620	141,031
Borrowings	-	-	-	-	124	-	124	11,965	12,089
Segment liabilities / Consolidated total liabilities	12,624	-	49,997	725	60,613	15,576	139,535	13,585	153,120
30 June 2023 (Restated)									
ASSETS									
Other assets	126,319	395,732	80,722	63,570	43,892	26,196	736,431	2,180	738,611
Goodwill on business combinations	-	-	26,911	-	-	-	26,911	-	26,911
Investments in associates	765	-	-	-	48	-	813	-	813
Segment assets / Consolidated total assets	127,084	395,732	107,633	63,570	43,940	26,196	764,155	2,180	766,335
LIABILITIES									
Other liabilities	5,337	227,173	37,219	1,271	53,141	11,993	336,134	229	336,363
Borrowings	40,187	-	-	-	169	-	40,356	15,481	55,837
Segment liabilities / Consolidated total liabilities	45,524	227,173	37,219	1,271	53,310	11,993	376,490	15,710	392,200

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A11. OPERATING REVENUE

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Revenue	28,491	23,707	104,863	91,786
Investment income	1,384	1,163	2,093	1,600
Interest income	1,490	897	2,904	2,188
	31,365	25,767	109,860	95,574

A12. REVENUE

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Revenue from Hospitality Services				
- hotel room and hotel related services	9,740	7,701	35,306	29,212
- food and beverage	1,386	1,040	8,170	4,842
- sale of cigar and accessories	977	1,204	4,470	4,225
- others	3,470	1,352	10,773	6,815
	15,573	11,297	58,719	45,094
Revenue from Credit Services from:				
- loans from money lending and other credit activities	2,841	4,867	9,643	9,619
- debt factoring business	408	(1,250)	1,672	2,204
	3,249	3,617	11,315	11,823
Fee income from Education Services	6,261	6,524	27,035	28,110
Revenue from Cinema Services	3,300	2,205	7,467	6,509
Management and other service fee income	108	64	327	250
	28,491	23,707	104,863	91,786

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A13. INVESTMENT INCOME

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Rental income from investment properties	414	314	1,104	736
Investments at fair value through profit or loss (“FVTPL”)				
Dividend income				
Equity securities				
- quoted in Malaysia	(7)	1	-	6
- quoted outside Malaysia	(888)	7	(878)	17
- unquoted outside Malaysia	1,865	841	1,866	841
Unit trusts quoted outside Malaysia	-	-	1	-
	970	849	989	864
	1,384	1,163	2,093	1,600

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A14. INTEREST INCOME

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Investments at fair value through other comprehensive income ("FVOCI")				
Interest income				
Corporate debt securities unquoted in Malaysia	714	710	1,439	1,428
Investments at amortised cost ("AC")				
Interest income				
Investment notes unquoted in Malaysia	120	181	541	529
Interest income from:				
- staff loans	24	6	103	85
- associates	24	(19)	59	-
- fixed and call deposits	608	19	762	146
	656	6	924	231
	1,490	897	2,904	2,188

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A15. REALISED GAINS AND LOSSES

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Property, plant and equipment Net (losses)/gains	(14)	5	69	(1)
Investments at FVTPL Net realised (losses)/gains				
Equity securities				
- quoted in Malaysia	4	2	3	(15)
- quoted outside Malaysia	(166)	(1)	(166)	(434)
	(162)	1	(163)	(449)
	(176)	6	(94)	(450)

A16. FAIR VALUE GAINS AND LOSSES

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Fair value (losses)/gains on investment properties	(3,844)	(103)	(3,876)	14,134
Investments at FVTPL Net fair value (losses)/gains				
Equity securities				
- quoted in Malaysia	42	(13)	48	3
- quoted outside Malaysia	(2,421)	(881)	(5,047)	12,528
- unquoted outside Malaysia	(197)	2,452	78	1,286
Unit trusts				
- unquoted in Malaysia	19	3	8	8
- quoted outside Malaysia	(7)	4	(5)	2
	(2,564)	1,565	(4,918)	13,827
	(6,408)	1,462	(8,794)	27,961

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A17. NET IMPAIRMENT LOSS ON FINANCIAL INSTRUMENTS

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
(Impairment loss)/Reversal of impairment loss on:				
- loans from money lending and other credit activities	(10,839)	(11,238)	(15,402)	(12,289)
- factoring receivables	(1,211)	1,618	(2,313)	278
- trade and other receivables	(378)	(392)	(1,304)	(422)
- interest receivables from investment notes	(21)	(123)	(49)	(146)
- investments at AC	21	88	81	(259)
- amounts due from associate	(446)	1	(1,640)	1
	(12,874)	(10,046)	(20,627)	(12,837)

A18. FINANCE COSTS

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Interests on:				
- lease liabilities	(1,933)	(707)	(4,381)	(2,636)
- loans from substantial shareholder	(299)	(750)	(2,604)	(2,187)
- borrowings	(514)	-	(514)	-
- hire purchase liabilities	(2)	(2)	(11)	(14)
- investment notes	-	(4)	(20)	(4)
- loan from director	(19)	-	(19)	-
- margin trading finance liability	-	-	-	(383)
Dividends on redeemable preferences shares	(314)	(150)	(1,125)	(331)
	(3,081)	(1,613)	(8,674)	(5,555)

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A19. LOSS BEFORE TAX FOR THE QUARTER AND FINANCIAL YEAR

Loss before tax for the quarter and financial year is arrived at after (charging)/crediting:

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Property, plant and equipment written off	(8)	(53)	(11)	(70)
Impairment loss on:				
- right-of-use assets	(11,480)	(682)	(11,480)	(682)
- intangible assets	(216)	(247)	(216)	(247)
- goodwill	(346)	-	(346)	-
- investments in associates	(44,471)	-	(44,471)	-
Bad debts written off	(201)	(85)	(264)	(533)
Realised foreign exchange gains/(losses) – net	765	2,845	515	(1,022)
Unrealised foreign exchange (losses)/gains – net	(3,142)	3,272	(3,800)	3,387
Gain on disposal of Turiya	29,073	-	29,073	-
Gain on bargain purchase	701	-	2,067	-
Depreciation of property, plant and equipment	(1,897)	(744)	(5,495)	(4,929)
Depreciation of right-of-use assets	(9,795)	(4,114)	(21,443)	(13,401)
Amortisation of intangible assets	(78)	(70)	(238)	(249)

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A20. DISCONTINUED OPERATION

The results of discontinued operation related to the Group’s General Insurance business in Philippines via its subsidiary, MAAGAP which was disposed during the financial year as disclosed in Note A9(e) of this Interim Financial Report. This General Insurance business was not a discontinued operation or classified as held for sale as at 30 June 2023 and the comparative consolidated statement of profit or loss and other comprehensive income has been re-presented to show the discontinued operation separately from continuing operations.

Results of discontinued operation:

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM’000	RM’000	RM’000	RM’000
Operating revenue	17,081	36,679	143,300	146,729
Insurance revenue	15,748	33,208	131,453	133,899
Insurance service expenses	(6,628)	(8,160)	(41,695)	(60,076)
Net expenses from reinsurance contracts	(7,124)	(23,475)	(75,270)	(69,478)
Insurance service results	1,996	1,573	14,488	4,345
Investment income	1,333	3,471	11,847	12,830
Realised gains/(losses)	1	(30)	116	449
Fair value gains/(losses)	112	(627)	2,441	3,506
Net reversal of impairment loss on investments on other investments	94	39	170	46
Net investment return	1,540	2,853	14,574	16,831
Net finance expenses from insurance contracts	70	1,211	1,272	1,476
Net finance income from reinsurance contracts held	(398)	(2,214)	(3,214)	(2,765)
Net insurance finance expenses	(328)	(1,003)	(1,942)	(1,289)
Net insurance and investment results	3,208	3,423	27,120	19,887
Other income/(expenses) - net	7,979	(1,294)	8,550	3,345
Finance costs	(3)	(22)	(49)	(59)
Results from operating activities	11,184	2,107	35,621	23,173
Tax expense	(1,830)	(2,986)	(4,349)	(6,366)
Results from operating activities, net of tax	9,354	(879)	31,272	16,807
Gain on disposal of discontinued operation	62,801	-	62,801	-
Profit/(Loss) for the quarter/year	72,155	(879)	94,073	16,807

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A21. ASSET HELD FOR SALE

The asset classified as held for sale comprised of the remaining 15% equity interest in MAAGAP which are measured at the lower of carrying amount and fair value less costs to sell.

A22. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The following table analyses the financial assets and financial liabilities of the Group in the condensed consolidated statement of financial position by the classes and categories of financial instruments to which they are assigned by their measurement basis.

	30.6.2024	Restated 30.6.2023
	RM'000	RM'000
<u>Assets</u>		
Financial assets at FVTPL		
Investments in equity securities	35,794	83,677
Investments in unit trusts	974	452
	36,768	84,129
Financial assets at FVOCI		
Investments in government debt securities	-	66,835
Investments in corporate debt securities	-	1,385
Investments in equity securities	139	18,736
	139	86,956
Financial assets at AC		
Investments in government debt securities	-	29,424
Investments in corporate debt securities	-	118,628
Investments in investment notes	2,132	3,527
Reinsurance contract assets	-	81,138
Loans and receivables	58,979	56,674
Trade and other receivables	30,605	76,772
Cash and cash equivalents	107,684	32,993
	199,400	399,156
Total financial assets	236,307	570,241
<u>Liabilities</u>		
Financial liabilities at AC		
Insurance contract liabilities	-	183,241
Borrowings	12,089	55,837
Trade and other payables	64,595	92,870
Total financial liabilities	76,684	331,948

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A22. FINANCIAL INSTRUMENTS (continued)

(b) Fair values of investments

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

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.

Level 3: unobservable inputs for the asset or liability.

The following table shows the Group’s investments recorded at fair value at the reporting date analysed by the various level within the fair value hierarchy:

30 June 2024

	Carrying values	Level 1	Level 2	Level 3	Total fair values
	RM’000	RM’000	RM’000	RM’000	RM’000
Investments measured at fair value					
Investments at FVTPL					
Equity securities					
- Quoted in Malaysia	949	949	-	-	949
- Quoted outside Malaysia	9,309	9,309	-	-	9,309
- Unquoted outside Malaysia	25,536	-	-	25,536	25,536
Unit trusts					
- Unquoted in Malaysia	417	-	417	-	417
- Quoted outside Malaysia	557	557	-	-	557
	36,768	10,815	417	25,536	36,768
Investments at FVOCI					
Equity securities					
- Unquoted in Malaysia	100	-	-	100	100
- Unquoted outside Malaysia	39	-	-	39	39
	139	-	-	139	139
Investments for which fair values are disclosed					
Investments at AC					
Investment notes unquoted in Malaysia	2,132	-	-	2,132	2,132
	2,132	-	-	2,132	2,132

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A22. FINANCIAL INSTRUMENTS (continued)

(b) Fair values of investments (continued)

The following table shows the Group’s investments recorded at fair value at the reporting date analysed by the various level within the fair value hierarchy: (continued)

30 June 2023 (Audited)

	Carrying values	Level 1	Level 2	Level 3	Total fair values
	RM’000	RM’000	RM’000	RM’000	RM’000
Investments measured at fair value					
Investments at FVTPL					
Equity securities					
- Quoted in Malaysia	135	135	-	-	135
- Quoted outside Malaysia	58,337	58,337	-	-	58,337
- Unquoted outside Malaysia	25,205	-	-	25,205	25,205
Unit trusts					
- Unquoted in Malaysia	409	-	409	-	409
- Quoted outside Malaysia	43	43	-	-	43
	84,129	58,515	409	25,205	84,129
Investments measured at fair value					
Investments at FVOCI					
Government debt securities					
quoted outside Malaysia	66,835	66,835	-	-	66,835
Corporate debt securities					
quoted outside Malaysia	1,385	1,385	-	-	1,385
Equity securities					
- Quoted outside Malaysia	17,751	17,751	-	-	17,751
- Unquoted in Malaysia	100	-	-	100	100
- Unquoted outside Malaysia	885	-	-	885	885
	86,956	85,971	-	985	86,956
Investments for which fair values are disclosed					
Investments at AC					
Government debt securities					
quoted outside Malaysia	29,424	28,295	-	-	28,295
Corporate debt securities					
quoted outside Malaysia	118,628	115,379	-	-	115,379
Investment notes unquoted in Malaysia					
	3,527	-	-	3,527	3,527
	151,579	143,674	-	3,527	147,201

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A22. FINANCIAL INSTRUMENTS (continued)

(b) Fair values of investments (continued)

The fair values of quoted equity securities and unit trusts in and outside Malaysia are determined by reference to their quoted market bid prices at the end of the reporting period.

The fair values of government and corporate debt securities are determined by reference to the quoted market prices within the bid-offer price range, at the close of business at the end of the reporting period or the last trading day as applicable.

The fair values of unquoted equity securities are determined to approximate the net assets value of the investee at the end of the reporting period.

The carrying amounts of investment notes approximate its fair value at the end of reporting period.

The Group’s policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. There were no transfers among Level 1, 2 and 3 of their fair value hierarchy during the current period ended 30 June 2024.

Level 3 fair value

The following table show a reconciliation from the opening balances to the closing balances for Level 3 investments unquoted securities investments:

	Unquoted equity securities	
	FVTPL	FVOCI
	RM’000	RM’000
At 1 July 2022	22,562	942
Fair value gain recognised in profit or loss	1,286	-
Effect of movement in exchange rates	1,357	43
At 30 June 2023 / 1 July 2023	25,205	985
Fair value gain recognised in profit or loss	78	-
Derecognised arising from disposal of subsidiary	-	(846)
Effect of movement in exchange rates	253	-
At 30 June 2024	25,536	139

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A23. CONTINGENT ASSETS AND LIABILITIES

There were no contingent assets and liabilities as at 30 June 2024.

A24. CAPITAL COMMITMENTS

Significant capital expenditures contracted but not provided for as at the end of the reporting period are as follows:

	30.6.2024	<u>Audited</u> 30.6.2023
	RM'000	RM'000
Property, plant and equipment		
- Computer and software	510	510
- Furniture, fitting and equipment	1,360	2,751
- Renovation	12,914	14,686
	14,784	17,947

A25. RELATED PARTY DISCLOSURES

All related party transactions and balances within the Group had been entered into the normal course of business and were carried out on normal commercial terms. The Company monitors related party transactions to comply with the requirements under Chapter 10 of the Main Market Listing Requirements of Bursa Securities.

A26. PRIOR YEAR ADJUSTMENTS

During the financial year, the Group made prior year adjustments (“PYAs”) to reflect the correct recognition of right-of use assets, lease liabilities and variable lease expense in the previous years' financial results of a subsidiary.

The following table show the effects of PYAs to each of the line items in the condensed consolidated statement of profit or loss for financial year ended 30 June 2023:

	As previously stated	Effect of PYAs	Restated
	RM'000	RM'000	RM'000
Other operating income/(expenses) - net	10,586	(35)	10,551
Management expenses	(153,790)	(715)	(154,505)
Finance cost	(5,844)	230	(5,614)
Loss before tax	(222)	(520)	(742)
Loss for the financial year	(11,375)	(520)	(11,895)
Loss for the financial year attributable to:			
- Owners of the Company	(1,416)	(204)	(1,620)
- Non-controlling interest	(9,959)	(316)	(10,275)

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

A26. PRIOR YEAR ADJUSTMENTS (CONTINUED)

The following table show the effects of PYAs to each of the line items in the condensed consolidated statement of financial position as at 1 July 2022 and 30 June 2023:

	As at 1.7.2022		
	As previously stated	Effect of PYAs	Restated
	RM'000	RM'000	RM'000
ASSETS			
Right-of-use assets	37,398	(15,128)	22,270
EQUITY			
Retained earnings	102,219	2,348	104,567
Non-controlling interests	(18,854)	4,487	(14,367)
LIABILITIES			
Lease liabilities	45,286	(21,634)	23,652
Trade and other payables	94,929	(329)	94,600

	As at 30.6.2023		
	As previously stated	Effect of PYAs	Restated
	RM'000	RM'000	RM'000
ASSETS			
Right-of-use assets	42,717	5,243	47,960
EQUITY			
Retained earnings	103,605	2,144	105,749
Non-controlling interests	(32,337)	4,171	(28,166)
LIABILITIES			
Lease liabilities	52,573	282	52,855
Trade and other payables	94,223	(1,353)	92,870

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

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

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE

Group

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	Restated RM'000	RM'000	Restated RM'000
Operating revenue				
- Continuing operations	31,365	25,767	109,860	95,574
- Discontinued operations	17,081	36,679	143,300	146,729
	48,446	62,446	253,160	242,303
(Loss)/Profit before tax				
- Continuing operations	(58,467)	(17,113)	(116,124)	(19,968)
- Discontinued operations	73,985	2,107	98,422	23,173
	15,518	(15,006)	(17,702)	3,205

Current financial quarter ended 30 June 2024 (“4Q FY2024”) against preceding financial year’s corresponding quarter ended 30 June 2023 (“4Q FY2023”)

The Group’s operating revenue for 4Q FY2024 has decreased by 22.4% to RM48.4 million as compared to RM62.4 million in 4Q FY2023, of which Continuing operations recorded an increase of 21.7% to RM31.4 million (4Q FY2023: RM25.8 million) and Discontinued operations recorded a decrease of 53.4% to RM17.1 million (4Q FY2023: RM36.7 million).

The Group recorded a Profit Before Tax (“PBT”) of RM15.5 million in 4Q FY2024 as compared to Loss Before Tax (“LBT”) of RM15.0 million in 4Q FY2023, of which Continuing operations recorded a higher LBT of RM58.5 million (4Q FY2023: LBT of RM17.1 million) and Discontinued operations recorded a higher PBT of RM74.0 million (4Q FY2023: PBT of RM2.1 million).

For Continuing operations, LBT was mainly contributed by LBT of RM18.9 million (4Q FY2023: LBT of RM3.8 million) from Investment Holdings segment, LBT of RM19.5 million (4Q FY2023: LBT of RM5.1 million) from Hospitality Services segment, LBT of RM9.1 million (4Q FY2023: LBT of RM6.3 million) from Credit Services segment, LBT of RM7.8 million (4Q FY2023: LBT of RM0.8 million) from Education Services segment, LBT of RM1.9 million (4Q FY2023: LBT of RM0.7 million) from Cinema Services segment and LBT of RM1.3 million (4Q FY2023: LBT of RM0.5 million) from Other segment.

The profit attributed to Discontinued operation in 4Q FY2024 included a profit contribution of RM11.2 million from MAAGAP cum a gain of RM62.8 million arising from the disposal of the company.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)

Group (continued)

Current financial year ended 30 June 2024 (“FY2024”) against preceding financial year ended 30 June 2023 (“FY2023”)

The Group’s operating revenue for FY2024 has increased by 4.5% to RM253.2 million as compared to RM242.3 million in FY2023, of which Continuing operations recorded an increase of 14.9% to RM109.9 million (FY2023: RM95.6 million) and Discontinued operations recorded a decrease of 2.3% to RM143.3 million (FY2023: RM146.7 million).

The Group recorded a LBT of RM17.7 million for FY2024 as compared to PBT of RM3.2 million in FY2023, of which Continuing operations recorded a higher LBT of RM116.1 million (FY2023: LBT of RM20.0 million) and Discontinued operations recorded a higher PBT of RM98.4 million (FY2023: PBT of RM23.2 million).

For Continuing operations, LBT was mainly contributed by LBT of RM55.2 million (FY2023: LBT of RM5.0 million) from Investment Holdings segment, LBT of RM27.3 million (FY2023: LBT of RM13.2 million) from Hospitality Services segment, LBT of RM16.2 million (FY2023: PBT of RM5.9 million) in Education Services segment, LBT of RM7.1 million (FY2023: LBT of RM1.8 million) in Credit Services segment, LBT of RM5.9 million (FY2023: LBT of RM4.0 million) from Cinema Services segment and LBT of RM4.3 million (FY2023: LBT of RM1.9 million) from Other segment.

The profit attributed to Discontinued operation in FY2024 included a profit contribution of RM31.3 million from MAAGAP cum a gain of RM62.8 million arising from the disposal of the company.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)

Investment Holdings

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Operating revenue	2,830	1,931	4,733	3,430
Loss before tax	(18,941)	(3,818)	(55,228)	(5,047)

Current financial quarter ended 30 June 2024 (“4Q FY2024”) against preceding financial year’s corresponding quarter ended 30 June 2023 (“4Q FY2023”)

Investment Holdings segment recorded higher operating revenue of RM2.8 million in 4Q FY2024 as compared to RM1.9 million in 4Q FY2023, which comprised mainly from interest, dividend and rental income.

Investment Holdings segment recorded a higher LBT of RM18.9 million in 4Q FY2024 as compared to RM3.8 million in 4Q FY2023. In 4Q FY2024, the Investment Holdings segment recorded a gain of RM29.1 million from disposal of Turiya, however, this gain was offset by impairment loss on investment in associates of RM44.5 million, higher management expenses of RM13.9 million (4Q FY2023: RM7.0 million) and higher fair value losses of RM2.6 million (4Q FY2023: gains of RM1.5 million) on equities investments at FVTPL.

Current financial year ended 30 June 2024 (“FY2024”) against preceding financial year ended 30 June 2023 (“FY2023”)

Investment Holdings segment recorded higher operating revenue of RM4.7 million in FY2024 as compared to RM3.4 million in FY2023, which comprised mainly of interest income of RM2.4 million (FY2023: RM1.6 million), investment income of RM2.1 million (FY2023: RM1.6 million) and revenue of RM0.2 million (FY2023: RM0.2 million).

Investment Holdings segment recorded a higher LBT of RM55.2 million in FY2024 as compared to RM5.0 million in FY2023. In FY2024, the Investment Holdings segment recorded a gain of RM29.1 million from disposal of Turiya, however, this gain was offset by impairment loss on investment in associates of RM44.5 million, fair value losses of RM4.9 million (FY2023: gains of RM13.8 million) on equities investments at FVTPL and higher management expenses of RM32.6 million (FY2023: RM22.6 million).

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)

Education Services

Education Services comprised of the following business units:

- Kasturi Academy Sdn Bhd (“Kasturi”) – offers private tuition for Malaysia National secondary school curriculum;
- St John’s International Edu Group Sdn Bhd and Alfaakademik Sdn Bhd (collectively known as “SJI Group”) – operates international school and offers primary and secondary education and private tuition for Cambridge, IGCSE O-Level and A-Level programmes;
- Imperium Edumaax Sdn Bhd (“Imperium Edumaax”) – offers tertiary education for certificates, foundations, diplomas, bachelor degrees and professional accountancy qualifications. Imperium Edumaax is also a Human Resource Development Corporation (“HRDF Corp”) training provider offering a suite of continuous professional development and training programmes; and
- Edumaax Sdn Bhd and other dormant subsidiaries (“Others unit”) – investment holding and other business units on development.

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM’000	RM’000	RM’000	RM’000
<u>CONTINUING OPERATIONS</u>				
Operating revenue	6,261	6,530	27,035	28,173
(Loss)/Profit before tax	(7,803)	(819)	(16,256)	5,921

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)

Education Services (continued)

Current financial quarter ended 30 June 2024 (“4Q FY2024”) against preceding financial year’s corresponding quarter ended 30 June 2023 (“4Q FY2023”)

	4Q FY2024				
	Kasturi	SJI Group	Imperium Edumaax	Others unit	Total
	RM’000	RM’000	RM’000	RM’000	RM’000
<u>CONTINUING OPERATIONS</u>					
Operating revenue	304	5,762	195	-	6,261
(Loss)/Profit before tax	(399)	531	(3,267)	(4,688)	(7,803)

	4Q FY2023				
	Kasturi	SJI Group	Imperium Edumaax	Others unit	Total
	RM’000	RM’000	RM’000	RM’000	RM’000
<u>CONTINUING OPERATIONS</u>					
Operating revenue	347	5,788	395	-	6,530
(Loss)/Profit before tax	(617)	1,083	(2,797)	1,512	(819)

(i) Kasturi

Kasturi recorded operating revenue of RM0.3 million (4Q FY2023: RM0.3 million) with a lower LBT of RM0.4 million (4Q FY2023: LBT of RM0.6 million) in 4Q FY2024. The lower loss mainly contributed by decrease in staff costs and rental expenses.

(ii) SJI Group

SJI Group recorded operating revenue of RM5.8 million (4Q FY2023: RM5.8 million) with a lower PBT of RM0.5 million (4Q FY2023: RM1.1 million) in 4Q FY2024. The lower profit was mainly due to increase in staff cost by RM0.2 million, impairment loss on receivables by RM0.2 million and marketing expenses by RM0.1 million.

(iii) Imperium Edumaax

Imperium Edumaax recorded a lower operating revenue of RM0.2 million (4Q FY2023: RM0.4 million) with a higher LBT of RM3.3 million (4Q FY2023: RM2.8 million) in 4Q FY2024. The loss mainly caused by decrease in revenue which affected by the reduction in the number of students enrolment.

MAA GROUP BERHAD (“MAAG” or “the Company”)

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NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024**B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)**Education Services (continued)

Current financial quarter ended 30 June 2024 (“4Q FY2024”) against preceding financial year’s corresponding quarter ended 30 June 2023 (“4Q FY2023”) (continued)

(iv) Others unit

For 4Q FY2024, Others unit recorded a LBT of RM4.7 million as compared to a PBT of RM1.5 million. The loss in 4Q FY2024 was mainly due to fair value loss of RM2.4 million from an investment property and business development expenditures associated with various other business units operating within the education segment. The PBT in 4Q FY2023 mainly contributed from other income.

Current financial year ended 30 June 2024 (“FY2024”) against preceding financial year ended 30 June 2023 (“FY2023”)

	FY2024				
	Kasturi	SJI Group	Imperium Edumaax	Others unit	Total
	RM’000	RM’000	RM’000	RM’000	RM’000
<u>CONTINUING OPERATIONS</u>					
Operating revenue	1,308	24,660	1,067	-	27,035
(Loss)/Profit before tax	(1,680)	4,906	(10,798)	(8,704)	(16,256)
	FY2023				
	Kasturi	SJI Group	Imperium Edumaax	Others unit	Total
	RM’000	RM’000	RM’000	RM’000	RM’000
<u>CONTINUING OPERATIONS</u>					
Operating revenue	1,269	24,336	2,568	-	28,173
(Loss)/Profit before tax	(2,371)	5,049	(9,603)	12,846	5,921

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)

Education Services (continued)

Current financial year ended 30 June 2024 (“FY2024”) against preceding financial year ended 30 June 2023 (“FY2023”) (continued)

(i) Kasturi

Kasturi recorded operating revenue of RM1.3 million (FY2023: RM1.3 million) with a lower LBT of RM1.7 million (FY2023: LBT of RM2.4 million) in FY2024. The lower loss mainly contributed by decrease in staff cost and rental expenses.

(ii) SJI Group

SJI Group recorded an increase in operating revenue of RM24.7 million (FY2023: RM24.3 million) but with a lower in PBT of RM4.9 million (FY2023: RM5.0 million) in FY2024 mainly due to higher marketing expenses by RM0.1 million.

(iii) Imperium Edumaax

Imperium Edumaax reported a lower operating revenue of RM1.1 million (FY2023: RM2.6 million) and a higher LBT of RM10.8 million (FY2023: RM9.6 million) in FY2024. The loss was mainly caused by decrease in revenue which affected by the reduction in the number of students enrolment.

(iv) Others unit

Others unit reported a LBT amounting to RM8.7 million in FY2024 as compared to PBT of RM12.8 million in FY2023. The loss in FY2024 was mainly due to fair value loss of RM2.4 million from an investment property and business development expenditures associated with various other business units operating within the education segment. The profit in FY2023 mainly attributed by fair value gain of RM14.1 million from an investment property.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)

Credit Services

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Operating revenue/(loss)	3,370	3,797	11,857	12,352
Loss before tax	(9,084)	(6,257)	(7,145)	(1,829)

Current financial quarter ended 30 June 2024 (“4Q FY2024”) against preceding financial year’s corresponding quarter ended 30 June 2023 (“4Q FY2023”)

Credit Services segment recorded a 154.3% increase in operating revenue of RM3.4 million in 4Q FY2024 as compared to RM3.8 million in 4Q FY2023, which comprised mainly income of RM2.8 million (4Q FY2023: RM4.9 million) from money lending and other credit activities and RM0.4 million (4Q FY2023: losses of RM1.3 million) from debt factoring business.

Credit Services segment recorded a higher LBT of RM9.1 million in 4Q FY2024 as compared to RM6.3 million in 4Q FY2023. This was mainly due to higher total impairment loss on receivables of RM12.0 million (FY2023: RM9.6 million) which comprised of RM10.8 million (4Q FY2023: RM11.2 million) on loans from money lending and other credit facilities and RM1.2 million (4Q FY2023: reversal of impairment loss of RM1.6 million) on factoring receivables.

Current financial year ended 30 June 2024 (“FY2024”) against preceding financial year ended 30 June 2023 (“FY2023”)

Credit Services segment recorded a 4.0% decrease in operating revenue of RM11.9 million in FY2024 as compared to RM12.4 million in FY2023, which comprised mainly of income of RM9.6 million (FY2023: RM9.6 million) from money lending and other credit activities and income of RM1.7 million (FY2023: RM2.2 million) from debt factoring business.

Credit Services segment recorded a higher LBT of RM7.2 million in FY2024 as compared to RM1.8 million in FY2023. This was mainly due to higher total impairment loss on receivables of RM17.7 million (FY2023: RM12.0 million) which comprised of RM15.4 million (FY2023: RM12.3 million) on loans from money lending and other credit facilities and RM2.3 million (FY2023: reversal of impairment loss of RM0.3 million) on factoring receivables.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)

Hospitality Services

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Operating revenue	15,573	11,297	58,719	45,094
Loss before tax	(19,474)	(5,058)	(27,258)	(13,155)

Current financial quarter ended 30 June 2024 (“4Q FY2024”) against preceding financial year’s corresponding quarter ended 30 June 2023 (“4Q FY2023”)

Hospitality services segment recorded an increase in operating revenue of RM15.6 million (4Q FY2023: RM11.3 million) which mainly contributed of RM9.7 million (4Q FY2023: RM7.7 million) from the hospitality industry, RM1.0 million (4Q FY2023: RM1.2 million) from cigar division, RM1.4 million (4Q FY2023: RM1.0 million) and RM3.5 million (4Q FY2023: RM1.4 million) from other services.

In 4Q FY2024, the Hospitality services segment recorded a LBT of RM19.5 million (4Q FY2023: RM5.1 million) was mainly caused by LBT of RM19.3 million (Q4 FY2023: LBT of RM11.8 million) from hospitality industry and LBT of RM0.4 million (Q4 FY2023: PBT of RM0.2 million) from cigar division and PBT of RM0.1 million (Q4 FY2023: LBT of RM0.6 million) from other services.

Current financial year ended 30 June 2024 (“FY2024”) against preceding financial year ended 30 June 2023 (“FY2023”)

For FY2024, the Hospitality services segment recorded an increase in operating revenue of RM58.7 million (FY2023: RM45.1 million) which mainly contributed of RM35.3 million (FY2023: RM29.2 million) from the hospitality industry, RM4.5 million (FY2023: RM4.2 million) from cigar division, RM8.2 million (FY2023: RM4.8 million) and RM10.8 million (FY2023: RM6.8 million) from other services.

For FY2024, the Hospitality services segment recorded a LBT of RM27.3 million (FY2023: LBT of RM13.2 million) caused by LBT of RM27.7 million (FY2023: LBT of RM12.1 million) from hospitality industry, LBT of RM0.5 million (FY2023: PBT of RM0.3 million) from cigar division and LBT of RM0.6 million (FY2023: LBT of RM1.7 million) from other services.

The increase in operating revenue compared to last financial year was mainly due to the additional short-term accommodation operating in Malaysia and better revenue performance of a subsidiary which provides renovation services. In spite of the increase in revenue compared to last financial year, the LBT of RM19.2 million (FY2023: LBT of RM12.6 million) was mainly due to higher operating costs resulting from inflationary pressures, which in line global inflation.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B1. REVIEW OF THE OPERATING SEGMENTS PERFORMANCE (continued)

Cinema Services

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
Operating revenue	3,300	2,205	7,467	6,509
Loss before tax	(1,850)	(693)	(5,908)	(3,967)

Current financial quarter ended 30 June 2024 (“4Q FY2024”) against preceding financial year’s corresponding quarter ended 30 June 2023 (“4Q FY2023”)

Cinema Services segment recorded a 49.7% increase in operating revenue of RM3.3 million in 4Q FY2024 as compared to RM2.2 million in 4Q FY2023.

Cinema Services segment recorded a higher LBT of RM1.9 million in 4Q FY2024 as compared to LBT of RM0.7 million in 4Q FY2023 due to higher management expenses of RM4.9 million (4Q FY2023: RM2.7 million).

Current financial year ended 30 June 2024 (“FY2024”) against preceding financial year ended 30 June 2023 (“FY2023”)

Cinema Services segment recorded a 14.7% increase in operating revenue of RM7.5 million in FY2024 as compared to RM6.5 million in FY2023.

Cinema Services segment recorded a higher LBT of RM5.9 million in FY2024 as compared to LBT of RM4.0 million in FY2023 due to higher management expenses of RM12.3 million (FY2023: RM9.9 million) and higher finance costs of RM1.1 million (FY2023: RM0.6 million).

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B2. MATERIAL CHANGE IN PERFORMANCE OF THE CURRENT QUARTER AS COMPARED WITH THE IMMEDIATE PRECEDING QUARTER

	Quarter ended	
	30.6.2024	31.3.2024
	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>		
Operating revenue	31,365	27,557
Loss before tax	(58,467)	(31,048)

The Group’s Continuing operations recorded higher operating revenue of RM31.4 million in the current quarter ended 30 June 2024 (“4Q FY2024”) as compared to RM27.6 million in the immediate preceding quarter ended 31 March 2024 (“3Q FY2024”). In 4Q FY2024, the Group recorded higher revenue of RM28.5 million (3Q FY2024: RM26.9 million), investment and interest income of RM2.9 million (3Q FY2024: RM0.6 million).

The Group recorded a higher LBT of RM58.5 million in 4Q FY2024 as compared to RM31.0 million in 3Q FY2024. Despite of the higher operating revenue and a gain of RM29.1 million on disposal of Turiya, the higher LBT was mainly due to the impairment loss on investment in associates of RM44.5 million, higher management expenses of RM51.9 million (3Q FY2024: RM40.7 million) and higher fair value losses of RM2.6 million (3Q FY2024: gains of RM0.6 million) on equities investments at FVTPL.

B3. COMMENTARY ON PROSPECTS

The Group will continue to cultivate the growth of its existing business segments and simultaneously be on the lookout for new business opportunities. This strategic shift aims to establish more diverse revenue stream.

The Group has allocated the proceeds for future investment opportunities, encompassing the expansion of existing businesses within the Group’s education, money lending and/or debt factoring, cinema and hospitality segments, as well as for potential acquisitions of new business and/or assets.

The Group aims to enhance its presence in its rapidly growing hospitality and leisure business segment, with a focus on strategic collaboration. This includes concentrating on hotel and serviced apartment management portfolios and expanding Airbnb and homestay property management in central business districts.

Similarly, the Group plans to expand its film distribution and cinema business in Sabah as well as its education segment to establish private international schools.

In growing and enhancing its financing segment, the Group will continuously pursue growth opportunities in terms of building its loan and debt factoring portfolio.

Despite the challenging economic outlook, the Group remains optimistic of its future prospects and to improve its profitability.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B4. PROFIT FORECAST OR PROFIT GUARANTEE

There was no profit forecast or profit guarantee issued by the Group.

B5. TAX EXPENSE

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
	RM'000	RM'000	RM'000	RM'000
<u>CONTINUING OPERATIONS</u>				
<u>Current tax expense</u>				
Malaysia				
- current quarter/year	(402)	(939)	(2,265)	(5,087)
- over provision in prior periods	(348)	(241)	(373)	(164)
	(750)	(1,180)	(2,638)	(5,251)
<u>Deferred tax income/(expense)</u>				
Malaysia				
- origination and reversal of temporary differences	1,164	(352)	1,935	(837)
Total tax income/(expense)	414	(1,532)	(703)	(6,088)

The effective tax rates of the Group’s Continuing operations for the current quarter and financial year ended 30 June 2024 and preceding financial year’s corresponding quarter and financial year ended 30 June 2023 were lower than the statutory tax rate of 24% mainly due to non-recognition of deferred tax assets on the losses recorded by certain subsidiaries.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B6. CORPORATE PROPOSALS

- (a) On 22 June 2021, MAAG had entered into an unconditional share sale and purchase agreement with Ithmaar Bank B.S.C. (Closed) (“Ithmaar Bank”) for the acquisition of 132,151,497 ordinary shares in Turiya Berhad (“Turiya”) (“Sale Shares”), representing approximately 57.78% equity interest in Turiya, for a cash consideration of RM23,787,269.46 or RM0.18 per Turiya Shares (“Acquisition”). The Acquisition was completed on the same day.

Upon completion of the Acquisition, MAAG’s shareholding in Turiya increased from nil to approximately 57.78%. Accordingly, MAAG is obliged to extend a mandatory take-over offer to acquire all the remaining ordinary shares in Turiya (“Shares” or the “Turiya Shares”) Shares not already held by MAAG (“Offer Shares”) at a cash offer price of RM0.18 per Offer Share pursuant to Section 218(2) of the Capital Markets and Services Act, 2007 (“CMSA”) and paragraph 4.01(a) of the Rules on Take-overs, Mergers and Compulsory Acquisitions (“Rules”) issued by the Securities Commission Malaysia (“SC”) (“Offer”).

Following thereto, on 22 June 2021, Mercury Securities Sdn Bhd (“Mercury Securities”) had on behalf of MAAG, served a take-over notice to the Board of Directors of Turiya informing them of the Offer (“Notice”). Pursuant to paragraph 11.02(1) of the Rules, the Offer document is to be dispatched to the holders of the Offer Shares (“Holders”) by 13 July 2021, i.e. within 21 days from the date of the Notice.

However, MAAG has not despatched the Offer document to the Holders due to the various litigation initiated by Empire Holdings Ltd (“Empire”), the previous holder of the Sale Shares, against MAAG (“Litigation”). The prolonged Litigation between Empire and MAAG over the past approximately 3 years had hindered the ability of MAAG to initiate the Offer.

The SC had, *vide* its letter dated 15 April 2024:

- (i) given its consent for MAAG to dispose its existing holdings of 132,151,497 Turiya Shares (i.e. the Sale Shares) pursuant to paragraph 19.02 of the Rules;
- (ii) given its consent for MAAG to withdraw the Offer pursuant to paragraph 9.11 of the Rules; and
- (iii) exempted MAAG from having to undertake the Offer pursuant to Section 219 of the CMSA.

On 26 April 2024, MAAG had entered into a share sale and purchase agreement with Khidmat Kejora Sdn Bhd and Neo Pixel Sdn Bhd (collectively, the “Purchasers”) for the disposal of MAAG’s entire holding of 132,151,497 Turiya Shares (“Sale Shares”), representing 57.78% shareholding in Turiya, to the Purchasers for a total cash consideration of RM52,860,598.80 or RM0.40 per Sale Share (“Disposal of Turiya”).

Given the above as well as the Disposal of Turiya being entered into on 26 April 2024, the Offer was withdrawn on the same date and that the Purchasers assumed the obligation to undertake a separate take-over offer and they served the holders of the Offer Shares with a separate take-over offer in compliance with the Rules.

MAAG had also on 26 April 2024 served the Board of Directors of Turiya a notice conveying its withdrawal of the Offer notice.

The Disposal of Turiya had completed via direct business transaction on 26 April 2024.

B6. CORPORATE PROPOSALS (continued)

- (b) On 15 November 2023, MAA International Group Ltd (“MAAIG” or the “Seller”), a wholly-owned subsidiary of MAA Corporation Sdn Bhd, which in turn is a wholly-owned subsidiary of the Company had on the same date entered into a conditional share sale and purchase agreement (“SSPA”) with Triple P Philippines Pte Ltd (“Triple P” or the “Purchaser”) for the proposed disposal of 579,805 common shares in MAA General Assurance Philippines Inc (“MAAGAP”) (“Sale Shares”), representing 85.0% equity interest in MAAGAP, by MAAIG to the Purchaser for a disposal consideration of USD49.30 million to be wholly satisfied in cash, with an option granted by MAAIG to Triple P for the sale of the remaining 102,318 MAAGAP Shares (“Option Shares”) (“Option”), representing 15.0% equity interest in MAAGAP, on the terms and conditions contained in the SSPA (“Proposed Disposal of MAAGAP”).

Subject to the terms and conditions set out in the SSPA dated 15 November 2023, MAAIG has agreed to sell 123,464 common shares of MAAGAP, representing approximately 18.1% of the issued share capital of MAAGAP (“Tranche 1 Sale Shares”) and 456,341 common shares of MAAGAP, representing approximately 66.9% of the issued share capital of MAAGAP (“Tranche 2 Sale Shares”) to the Purchaser, and grant to the Purchaser an option to purchase 102,318 common shares of MAAGAP, representing approximately 15.0% of the issued share capital of MAAGAP (“Tranche 3 Sale Shares”) and the Purchaser has agreed to purchase the Tranche 1 Sale Shares and the Tranche 2 Sale Shares from MAAIG, and acquire the option to purchase the Tranche 3 Sale Shares.

The Proposed Disposal of MAAGAP was approved by the shareholders at the Extraordinary General Meeting held on 5 January 2024.

On 26 January 2024, the conditions precedent for Tranche 1 Sale Shares under the SSPA have been fulfilled and that the purchase consideration of USD10,498,144 or RM49,685,273 (based on exchange rate of USD1: RM4.73) in accordance with the terms of the SSPA has been satisfied.

On 3 May 2024, the conditions precedent for Tranche 2 Sale Shares under the SSPA had been fulfilled and that the purchase consideration of USD38,802,675 or RM184,535,435 (based on exchange rate of USD1: RM4.76) in accordance with the terms of the SSPA had been satisfied.

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NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024**B7. STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS**

The status of utilisation of proceeds raised from corporate proposals as at the end of reporting period are as follow:

(a) Disposal of Turiya

	Purpose	Proposed utilisation	Actual proceeds received	Actual utilisation	Expected timeframe for utilisation	Deviation	Explanation (if the deviation is 5% or more)	Remaining unutilised proceeds
		RM'000	RM'000	RM'000		RM'000		RM'000
(i)	General working capital requirements	52,806	52,806	37,582	No limit specified	-	-	15,224 (N1)
	Total	52,806	52,806	37,582		-	-	15,224

^(N1) The remaining unutilised proceeds received have been placed as deposit with banks.

MAA GROUP BERHAD (“MAAG” or “the Company”)

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NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024**B7. STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS**

The status of utilisation of proceeds raised from corporate proposals as at the end of reporting period are as follow (continued):

(b) Disposal of MAAGAP

	Purpose	Proposed utilisation	Actual proceeds received	Actual utilisation	Expected timeframe for utilisation	Deviation	Explanation (if the deviation is 5% or more)	Remaining unutilised proceeds
		RM'000	RM'000	RM'000		RM'000		RM'000
(i)	Tranche 1 and Tranche 2 Future investment opportunity(ies) including existing business expansion and/or prospective new business(es) and/or asset(s) to be acquired	140,020	142,104	98,417 ^(N3)	Within 24 months from receipt of proceeds	-	-	43,687
(ii)	Working capital	32,180	32,653	9,090	Within 24 months from receipt of proceeds	-	-	23,563
(iii)	Repayment of a shareholder’s loan	43,995	44,640	42,791	Within 12 months from receipt of proceeds	-	-	1,849
(iv)	Repayment of intercompany loans from MAAGAP	13,406	13,612	12,633	Within 11 months from the date of share sale and purchase agreement	-	-	979
(v)	Estimated expenses for the Proposed Disposal	1,200	1,212	2,312	Within 3 months from the date of share sale and purchase agreement	1,100	^(N4)	-
	Total for Tranche 1 and Tranche 2	230,801	234,221 ^(N2)	165,243		1,100		70,078 ^(N5)

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B7. STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS (continued)

The status of utilisation of proceeds raised from corporate proposals as at the end of reporting period are as follow (continued):

(b) Disposal of MAAGAP (continued)

	Purpose	Proposed utilisation	Actual proceeds received	Actual utilisation	Expected timeframe for utilisation	Deviation	Explanation (if the deviation is 5% or more)	Remaining unutilised proceeds
		RM'000	RM'000	RM'000		RM'000		RM'000
(vi)	Tranche 3 Future investment opportunity(ies) including existing business expansion and/or prospective new business(es) and/or asset(s) to be acquired	40,730	-	-	Within 24 months from receipt of proceeds	-	-	-
	Total	271,531	234,221 (N2)	165,243		1,100	-	70,078 (N5)

^(N2) Actual proceeds for Tranche 1 amounting to USD10,498,136 or RM49,685,273 (based on exchange rate of USD1: RM4.73) was received on 26 January 2024, meanwhile actual proceeds for Tranche 2 amounting to USD38,802,675 or RM184,535,435 (based on exchange rate of USD1: RM4.76) was received on 3 May 2024.

MAA GROUP BERHAD (“MAAG” or “the Company”)

Registration No. 199801015274 (471403-A)

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B7. STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE PROPOSALS (continued)

The status of utilisation of proceeds raised from corporate proposals as at the end of reporting period are as follow (continued):

(b) Disposal of MAAGAP (continued)^(N3) RM98.4 million has been utilised for the following:

No.		RM'000
1	Education Services	16,874
2	Money lending and/or debt factoring Services	13,700
3	Hospitality Services	5,648
4	Cinema Services	9,000
5	Acquiring prospective new businesses and/or assets	
	- Acquisition of 351,638,200 ordinary shares of KNM Group as disclosed in Note A9(j)	46,760
	- Acquisition of 10,200,000 ordinary shares of Nilam Timur Sdn Bhd	6,435
	Total	<u>98,417</u>

^(N4) The deviation is mainly due to the additional professional fees incurred for the Proposed Disposal of MAAGAP.^(N5) The remaining unutilised proceeds received have been placed as deposit with banks

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B8. BORROWINGS

The Group’s borrowings as at the end of the reporting period are as follows:

	30.6.2024	Audited 30.6.2023
	RM’000	RM’000
<u>Non-current</u>		
Unsecured:		
- Loans from substantial shareholder	-	40,187
- Redeemable preference shares	8,659	3,180
	8,659	43,367
Secured:		
- Hire purchase liabilities	82	124
	8,741	43,491
<u>Current</u>		
Unsecured:		
- Redeemable preference shares	3,306	12,301
Secured:		
- Hire purchase liabilities	42	45
	3,348	12,346
	12,089	55,837

The Group’s borrowings are denominated in Ringgit Malaysia (RM).

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD (“PLAINTIFF” or “EMPIRE”) VS ITHMAAR DEVELOPMENT COMPANY LTD (“1ST DEFENDANT” or “IDC”), ITHMAAR BANK B.S.C. (“2ND DEFENDANT” OR “IB”), MAA GROUP BERHAD (“3RD DEFENDANT” or “MAAG”), TUNKU DATO' YAACOB KHYRA (“4TH DEFENDANT” OR “TY”) AND TURIYA BERHAD (“5TH DEFENDANT” OR “TURIYA”) (COLLECTIVELY REFERRED TO AS “DEFENDANTS”)

On 5 July 2021, MAAG had served with a sealed copy of a Writ of Summons dated 3 July 2021 (“Writ”) from the Plaintiff (Empire) together with the Notice of Application dated 3 July 2021 and Affidavit in Support of Sarin Sahadev Mohan Swami affirmed on 2 July 2021 (“Injunction Application”).

Empire’s claim against the 1st Defendant (IDC) and 2nd Defendant (IB) is inter alia for breach of contract and/or duty of care and/or good faith as lender and/or charge in respect of 132,151,497 ordinary shares in the 5th Defendant (Turiya) held as security and/or by way of charge by IDC, and owned at all material times by Empire (“the Turiya Shares”), pursuant to a Share Charge dated 20 April 2008 and a Charge Supplement dated 28 October 2015, arising out of and/or in connection with the IDC’s and/or IB’s sale and/or disposal of the Turiya Shares to the MAAG at below market value and/or at an undervalue, pursuant to a share sale and purchase agreement entered into between the IB and MAAG on 22 June 2021 (“Share Sale and Purchase Agreement”) to acquire the Turiya Shares, without reasonable or any notice to Empire, and contrary to and/or in breach of the representations and/or agreement by Abdulla Taleb made for and on behalf of the IDC and/or IB to Empire for inter alia the redemption inter alia of the Turiya Shares by Empire (“the Agreement”) and/or giving rise to an estoppel against the sale and transfer of the Turiya Shares to MAAG.

Further to the e-review case management held on 7 July 2021, the Court issued an Ad Interim Injunctive Order (interim injunction) against MAAG, IDC and the IB.

On 27 September 2021, the decision on the inter-parties for Empire’s Injunction Application was delivered by Yang Arif Tuan Ong Chee Kwan, Judicial Commissioner (“YA OCK”), via e-review. YA OCK decided as follows:

- (i) Empire’s Injunction Application is dismissed;
- (ii) The Ad Interim Injunctive Order against the Defendants, first granted on 7 July 2021, is set aside; and
- (iii) Empire to pay cost of RM35,000 each to IDC and IB, MAAG and TY.

The solicitors for Empire filed, on 27 September 2021, the notices of appeal against the High Court’s decision to dismiss the Empire’s Injunction Application and to set aside the Ad Interim Injunction Order (“Appeals”). On 28 September 2021, they filed the Notice of Motion for an Erinford Injunction (“Notice of Motion”).

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD (“PLAINTIFF” or “EMPIRE”) VS ITHMAAR DEVELOPMENT COMPANY LTD (“1ST DEFENDANT” or “IDC”), ITHMAAR BANK B.S.C. (“2ND DEFENDANT” OR “IB”), MAA GROUP BERHAD (“3RD DEFENDANT” or “MAAG”), TUNKU DATO' YAACOB KHYRA (“4TH DEFENDANT” OR “TY”) AND TURIYA BERHAD (“5TH DEFENDANT” OR “TURIYA”) (COLLECTIVELY REFERRED TO AS “DEFENDANTS”) (continued)

Empire and MAAG agreed to grant each other certain undertakings, pending the disposal of the Appeals by the Court of Appeal. In exchange for the abovementioned undertakings by MAAG to Empire, and the abovementioned cross-undertakings by Empire to MAAG, Empire agreed to withdraw its Notice of Motion against MAAG.

The Appeals were heard by the Court of Appeal on 1 December 2021, and the Court of Appeal delivered their unanimous decision as follows:

- (i) The Appeals were dismissed.
- (ii) The decision by YA OCK, at the High Court of Malaya (“High Court”) at Kuala Lumpur dated 27 September 2021, was upheld.
- (iii) The Court of Appeal awarded costs of RM20,000 to the MAAG.

Empire’s solicitors had filed a Notice of Application dated 27 December 2021, pursuant to Order 14A of the Rules of Court 2012 (“Order 14A Application”) and Affidavit in Support of Tan Seow Wan, affirmed on 27 December 2021, to dispose of the civil suite action No. WA-22NCC-295-07/2021 in respect of the Acquisition (“Litigation”), filed against MAAG.

Empire through its solicitors, filed a Notice of Application dated 29 December 2021, applying to the High Court for an injunction against MAAG, pending the disposal of the Order 14A Application and, an affidavit in support of Tan Seow Wan, affirmed on 31 December 2021 (“Second Injunction Application”).

On 6 January 2022, the High Court fixed the Order 14A Application for hearing on 18 February 2022 and the trial dates for the Litigation be rescheduled to 15 June 2022, 16 June 2022 and 17 June 2022.

The Order 14A Application filed by Empire was heard by the High Court on 18 February 2022. The Order 14A Application was dismissed; and costs of RM30,000 each was awarded to IDC, IB, MAAG and TY. Following the dismissal of the Order 14A Application, the Second Injunction Application filed by Empire pending the disposal of the Order 14A Application was struck out by the High Court, with no order as to costs.

Empire’s solicitors had on 3 March 2022 filed a notice of appeal with the Court of Appeal against the KL High Court’s decision to dismiss the Order 14A Application (“Order 14A Appeal”). The Court of Appeal fixed the hearing date for the Order 14A Appeal on 30 March 2023.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD (“PLAINTIFF” or “EMPIRE”) VS ITHMAAR DEVELOPMENT COMPANY LTD (“1ST DEFENDANT” or “IDC”), ITHMAAR BANK B.S.C. (“2ND DEFENDANT” OR “IB”), MAA GROUP BERHAD (“3RD DEFENDANT” or “MAAG”), TUNKU DATO' YAACOB KHYRA (“4TH DEFENDANT” OR “TY”) AND TURIYA BERHAD (“5TH DEFENDANT” OR “TURIYA”) (COLLECTIVELY REFERRED TO AS “DEFENDANTS”) (continued)

The Trial for the Litigation was conducted physically at the High Court before YA OCK, on 15 June 2022, 16 June 2022, 28 September 2022, 29 September 2022 and 30 September 2022.

As the Trial for the Litigation was part heard, YA OCK fixed additional trial dates for the Litigation to be concluded, on 28 November 2022, 29 November 2022 and 30 November 2022.

On 22 November 2022, MAAG’s solicitor was served with a sealed Notice of Application and Supporting Affidavit (“Postponement Application”) by Empire’s solicitor. The Case Management for the Postponement Application was fixed on 28 November 2022 which was later vacated to 30 November 2022.

On 30 November 2022, YA OCK heard the Postponement Application and dismissed the Postponement Application and further awarded costs of RM30,000 to the IDC, IB, MAAG and TY. The High Court also fixed 27 February 2023 to hear the submission of ‘no case to answer’ by parties who elected to submit a ‘no case to answer’.

On 3 February 2023, MAAG’s solicitor was served by Empire’s solicitor, a notice of motion seeking an order that the entire proceedings at the High Court is stayed until the disposal of the Appeal and that all proceedings at the High Court be postponed and/or stayed pending the full and final disposal of the Appeal (“Notice of Motion”). The Case Management for the said Notice of Motion was conducted on 9 February 2023 and concluded on 10 February 2023. The Court fixed 30 March 2023 to hear the Notice of Motion.

On 24 March 2023, the High Court heard the oral submission of ‘No Case to Answer’ by solicitors of the Defendants (IDC, IB, MAAG and TY). After hearing the oral submission, YA OCK decided in favour of the Defendants and awarded costs of RM80,000 each to the IDC, IB, MAAG and TY. Later, MAAG’s solicitor was served with an unsealed notice of appeal from Empire’s solicitors (“295 Appeal”).

On 30 March 2023, the Court of Appeal struck off the Notice of Motion and allowed Empire’s solicitor to file a formal application to allow Order 14A Appeal and 295 Appeal to be heard together.

On 13 April 2023, a Case Management was conducted where the Court of Appeal gave its directions in terms of Empire’s application to consolidate Order 14A Appeal and 295 Appeal.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (a) KUALA LUMPUR HIGH COURT CIVIL SUIT NO. WA-22NCC-295-07/2021 EMPIRE HOLDINGS LTD ("PLAINTIFF" or "EMPIRE") VS ITHMAAR DEVELOPMENT COMPANY LTD ("1ST DEFENDANT" or "IDC"), ITHMAAR BANK B.S.C. ("2ND DEFENDANT" OR "IB"), MAA GROUP BERHAD ("3RD DEFENDANT" or "MAAG"), TUNKU DATO' YAACOB KHYRA ("4TH DEFENDANT" OR "TY") AND TURIYA BERHAD ("5TH DEFENDANT" OR "TURIYA") (COLLECTIVELY REFERRED TO AS "DEFENDANTS") (continued)

On 17 May 2023, MAAG's solicitor was served with an unsealed copy of a notice of motion filed by Empire's solicitor to apply to the Court of Appeal to have the Order 14A Appeal and 295 Appeal heard together ("Consolidation Application"). The Case Management for the Consolidation Application was conducted on 18 May 2023 where Court of Appeal gave directions in terms of filing of cause paper.

On 22 June 2023, the Case Management for 295 Appeal was conducted wherein the solicitors for the 1st, 2nd, 3rd, and 4th Respondent raised objections regarding the filing of certain documents by Empire in the Record of Appeal. The Court of Appeal has further fixed 25 July 2023 for a Case Management.

The hearing for the Consolidation Application was conducted on 15 September 2023 where the Court of Appeal allowed Empire's Consolidation Application. The Order 14A Appeal will be heard first followed by the 295 Appeal.

During a Case Management conducted on 27 September 2023, the Court of Appeal fixed the Hearing date for both the Order 14A Appeal and the 295 Appeal on 26 July 2024.

During the Case Management which commenced on 18 March 2024 and concluded on 21 March 2024, the Court of Appeal fixed a hearing on 18 April 2024, 9 a.m. at the Court of Appeal, Putrajaya for parties to record the Consent Judgment for the 295 Appeal and Order 14A Appeal.

On 18 April 2024, the Consent Judgment was entered between parties to record the following:

- (i) withdrawal by Empire of the Main Suit Appeal and of the Order 14A Appeal against MAAG, TY and Turiya, without liberty to file afresh; and
- (ii) no order as to costs against Empire in the 295 Appeal and in the Order 14A Appeal.

Accordingly, the Court of Appeal dismissed the 295 Appeal and the Order 14A Appeal against MAAG, TY and Turiya.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”)

MAAG, on 22 June 2022, had been served with cause papers relating to the Judicial Review Application, including, a sealed copy of an ex parte application for leave to commence judicial review dated 7 June 2022 from the Applicant (Empire), an Affidavit in Support affirmed on 7 June 2022, by Tan Seow Wan, the General Manager of Empire, and a sealed order of the High Court dated 13 June 2022.

In the Empire’s Judicial Review Application, Empire applied, ex-parte for:

- (i) leave of the High Court to apply for a Mandamus order to compel the 1st Respondent (SC) to investigate the allegations made by 3rd Respondent (Turiya), in a thorough and complete manner, regarding contraventions of securities laws and the Listing Requirements in respect of a Notice of Unconditional Mandatory Take-Over Offer by the 2nd Respondent (MAAG) for all the remaining shares in Turiya which is not already held by the 2nd Respondent (MAAG) (“Notice”);
- (ii) an order that the whole of MAAG’s unconditional mandatory take-over offer (“Offer”) process be stayed pending the disposal of the Empire’s Judicial Review Application and if leave is granted, pending the disposal of the substantive Empire’s Judicial Review Application;
- (iii) costs in the cause; and
- (iv) such further reliefs as the High Court deems fit and suitable.

On 13 June 2022, the High Court granted the following orders, ex-parte:

- (i) that Empire be granted leave to apply for a Mandamus order to compel the SC to investigate the Empire’s allegations, in a thorough and complete manner, regarding contraventions of securities laws and the Listing Requirements in respect of the Notice; and
- (ii) a stay order that the whole Offer process be stayed pending the disposal of the substantive application of the Empire’s Judicial Review Application.

On 4 July 2022, the solicitors of MAAG filed with the High Court and served on Empire, MAAG’s Notice of Application for security for costs against Empire (“MAAG Application for Security for Costs”), MAAG’s Supporting Affidavit and MAAG’s Certificate of Urgency.

On 8 August 2022, SC filed a Notice of Application for security for costs against Empire (“SC Application for Security for Costs”) and an affidavit in support of the SC Application for Security for Costs, affirmed by Ahmad Zulkharnain bin Musa, General Manager of the Take-overs & Mergers Department of the SC, on 8 August 2022.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

On 11 August 2022, the following matters were conducted at the KL High Court (Special Powers Court 1), before Yang Arif Hakim Dato’ Ahmad Kamal bi Md. Shahid (“YA Dato’ Ahmad Kamal”):

- (i) Case Management for the substantive Hearing of Empire’s Judicial Review Application;
- (ii) Hearing for the Application for Security for Costs; and
- (iii) Hearing for the SC Application for Security for Costs.

During the Hearing for the SC Application for Security for Costs, YA Dato’ Ahmad Kamal provided directions for submissions of cause paper and fixed the hearing of SC Application for Security for Costs on 17 October 2022.

All parties, and YA Dato’ Ahmad Kamal, agreed that the MAAG Application for Security for Costs and the SC Application for Security for Costs should be heard together on 17 October 2022.

YA Dato’ Ahmad Kamal also fixed a new Case Management date for the substantive Hearing for Empire’s Judicial Review Application (Enclosure 13) on 17 October 2022, after the Hearing for the MAAG Application for Security for Costs (Enclosure 16) and the SC Application for Security for Costs (Enclosure 33).

The Case Management at the High Court, for Empire’s Judicial Review Application, was held on 6 September 2022 (“Case Management”).

During the Case Management, the High Court provided directions for the submission of cause paper and fixed the hearing for the MAAG Application for Security for Costs and the SC Application for Security for Costs and the case management for the substantive Hearing for Empire’s Judicial Review Application on 16 November 2022.

On 9 September 2022, solicitors for MAAG filed the following cause papers with the High Court:

- 1. Notice of Application to the High Court for, among others, the following orders:
 - (i) a variation of the Stay Order dated 13 June 2022, to allow MAAG to submit an application to the SC under Paragraph 15.01 of the Rules on Take-overs, Mergers and Compulsory Acquisitions (“TOM Rules”) for the SC’s consent for MAAG:
 - a. to nominate its proxy for appointment to the board of directors of Turiya; and
 - b. to vote at Turiya’s 42nd Annual General Meeting (“AGM”), scheduled to be held on 20 September 2022;

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

(b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

- (ii) as a consequence of Order (i) above, the rights of MAAG to vote at Turiya’s 42nd AGM and all subsequent AGMs, extraordinary general meetings and other meetings of shareholders of Turiya, be restored;
- (iii) as an alternative, an Order for Turiya’s 42nd AGM to be postponed pending MAAG obtaining the consent of the SC in accordance with the TOM Rules; and
- (iv) as an alternative, an Order for Resolutions 2, 3, 5 and 6, as set out in Turiya’s 42nd AGM Notice, not be tabled.

(“Variation Application”).

- 2. Affidavit in Support of the Variation Application, affirmed by Anand Kanagasingam, Group Chief Operating Officer of MAAG, on 9 September 2022;
- 3. Certificate of Urgency; and
- 4. A letter from the Solicitors for MAAG to the High Court dated 9 September 2022.

On 14 September 2022, the High Court heard submissions on MAAG’s request for an Order to postpone Turiya’s AGM.

On 15 September 2022, the High Court refused MAAG’s request for an Order to postpone Turiya’s AGM.

On 16 November 2022, YA Dato’ Ahmad Kamal adjourned the Variation Application hearing as the counsel for Empire was taken ill. YA Dato’ Ahmad Kamal had fixed 24 November 2022 to hear the following matters:

- 1. Hearing for the Application in Enclosure 16;
- 2. Hearing for the Application in Enclosure 33;
- 3. Hearing for the Variation Application; and
- 4. Case Management for the substantive Hearing of Empire’s Judicial Review Application.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

On 24 November 2022, the following matters were heard before YA Dato’ Ahmad Kamal

1. Hearing for the Application in Enclosure 16;
2. Hearing for the Application in Enclosure 33; and
3. Hearing for the Variation Application.

and YA Dato’ Ahmad Kamal had reserved his decision on all the matters set out above to be delivered on 9 January 2023. The Case Management for the substantive Hearing of Empire’s Judicial Review Application was also fixed on 9 January 2023.

On 10 January 2023, YA Dato’ Ahmad Kamal delivered his decisions for the following matter:

1. Application for Security for Costs (Enclosure 16); and
2. The SC Application for Security for Costs (Enclosure 33); and
3. Variation Application (Enclosure 42).

The High Court decided in favour of MAAG in MAAG Application for Security for Costs and ordered Empire to pay MAAG’s solicitor, RM20,000 to be held as Security for Costs. The High Court also decided in favour of SC in SC Application for Security for Costs and ordered Empire to pay SC’s solicitor, RM20,000 to be held as Security for Costs. The High Court also allowed MAAG’s Variation Application and awarded costs of RM5,000 to MAAG for the Variation Application. Further to that, the High Court also fixed a Case Management for Empire’s Judicial Review on 26 January 2023.

On 19 January 2023, MAAG’s solicitor was served with an unsealed copy of a notice of appeal by Empire’s solicitor appealing against the decision of the Variation Application. (“Variation Appeal”)

Case Management for the substantive Hearing of Empire’s Judicial Review Application was held on 26 January 2023 where the High Court gave directions in terms of submission of cause paper and fixed 17 July 2023 as the substantive Hearing of Empire’s Judicial Review Application.

On 3 May 2023, MAAG solicitors was served with an unsealed copy of a Notice of Application filed by Empire’s solicitor at the High Court seeking the following:

- (i) a stay of execution of the decision of YA Dato’ Ahmad Kamal approving the Variation Application; and

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

(b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

- (ii) a stay of proceedings of the substantive Hearing for Empire’s Judicial Review Application, pending the disposal of Empire’s appeal to the Court of Appeal against YA Dato’ Ahmad Kamal’s decision delivered on 10 January 2023, approving the Variation Application (“Notice of Application for Stay”). The High Court has fixed the Hearing for the Notice of Application for Stay on 9 May 2023.

On 9 May 2023, the High Court heard Empire’s Notice of Application for Stay and gave directions on the submission of the cause paper. The hearing for the Notice of Application for Stay was fixed on 17 July 2023. Further thereto, Empire’s solicitor also orally applied to the High Court for an ad interim which was later dismissed by YA Dato’ Ahmad Kamal.

On 10 May 2023, MAAG’s solicitor was served with an unsealed notice of motion filed by the solicitors for Empire at the Court of Appeal. Empire has applied for an ad interim order for stay of execution of YA Dato’ Ahmad Kamal decision in allowing the Variation Application (“Court of Appeal Ad Interim Stay Application”). The Case Management for the Court of Appeal Ad Interim Stay Application was held on 11 May 2023 wherein the court gave directions on submission of cause. Another Case Management was fixed on 12 May 2023.

On 22 May 2023, MAAG’s solicitor was served with an unsealed Notice of Motion seeking directions from the Court of Appeal regarding MAAG’s nomination of Tunku Dato’ Yaacob Khyra as a director of Turiya (“Turiya Notice of Motion”). The Case Management for Turiya Notice of Motion was held on 23 May 2023 and the Court fixed 23 June 2023 for the Turiya Notice of Motion hearing.

On 23 June 2023, the hearing for the Court of Appeal Ad Interim Stay Application and Turiya Notice of Motion was adjourned as a member of the Court of Appeal panel was ill and was unable to proceed with the hearing. A new hearing date was fixed during the Case Management on 26 June 2023 wherein the Court of Appeal fixed 11 September to hear the Court of Appeal Ad Interim Stay Application and Turiya Notice of Motion.

On 4 July 2023, another Case Management was held wherein the Court of Appeal fixed 3 August 2023 to hear the Court of Appeal Ad Interim Stay Application and Turiya Notice of Motion.

On 17 July 2023, the hearing for the Substantive Hearing for Empire’s Judicial Review Application and the Notice of Application for Stay was converted to a Case Management as the Applicant’s solicitor was taken ill and the Court had rescheduled the aforementioned matters to be heard on 16 August 2023.

On 3 August 2023, the Court of Appeal had adjourned the hearing of the Court of Appeal Ad Interim Stay Application and Turiya Notice of Motion as the solicitors for the Applicant was taken ill. The Court of Appeal fixed 14 August to hear the Court of Appeal Ad Interim Stay Application and Turiya Notice of Motion.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

During the hearing of the Court of Appeal Ad Interim Stay Application and Turiya Notice of Motion on 14 August 2023, the Court of Appeal struck of the Turiya Notice of Motion and dismissed the Court of Appeal Ad Interim Stay Application.

On 16 August 2023, the High Court heard the submissions from the Applicant, 1st Respondent and 2nd Respondent in respect to the Substantive Hearing for Empire Judicial Review’s Application. The High Court has fixed 12 September 2023 to further hear parties submission on the Notice of Application for Stay.

On 17 August, a Case Management was held wherein the Court of Appeal has fixed the dates for the submission of cause papers as well as the hearing date for the Variation Appeal. The Variation Appeal was fixed on 11 October 2023.

On 12 September 2023, the High Court heard submissions in respect of the Substantive Hearing for Empire’s Judicial Review Application and the Notice of Application for Stay and reserved its decision for the Notice of Application for Stay on 21 September 2023 and the Substantive Hearing for Empire’s Judicial Review Application on 31 October 2023.

On 21 September 2023, the High Court delivered its decision in respect of the Notice of Application for Stay and dismissed the said Notice of Application and awarded costs of RM5,000 to MAAG.

On 11 October 2023, the Court of Appeal heard the Variation Appeal and dismissed the appeal and awarded costs of RM10,000 to the MAAG.

The decision of the High Court for Empire’s Judicial Review Application (Enclosure 13) was delivered by YA Dato’ Ahmad Kamal on 31 October 2023, at 9am, by way of Zoom Hearing.

YA Dato’ Ahmad Kamal dismissed Empire’s Judicial Review Application, and awarded costs of RM10,000 to MAAG.

YA Dato’ Ahmad Kamal granted a consequential order to set aside the Stay Order, which was granted on 13 June 2022. The Stay Order suspended MAAG’s unconditional mandatory take-over offer for all the remaining shares in Turiya.

Solicitors for Empire made an oral application for an interim stay of today’s High Court’s decision, pending Empire’s appeal to the Court of Appeal. Empire’s application was dismissed by YA Dato’ Ahmad Kamal.

On 2 November 2023, MAAG’s solicitors, Deol & Gill, received a letter from Zailan & Co., solicitors for Empire, together with the sealed copy of Empire’s Notice of Appeal dated 31 October 2023 (“JR Appeal” and “JR Stay Appeal”).

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

Being dissatisfied with the decisions of YA Dato’ Ahmad Kamal, delivered on 31 October 2023, Empire appealed to the Court of Appeal, appealing against:

1. the dismissal of Empire’s Judicial Review Application (Enclosure 13); and the setting aside of the Stay Order granted on 13 June 2022.

MAAG has instructed its solicitors to defend MAAG’s position at this appeal.

On 6 November 2023, MAAG’s solicitors, Deol & Gill, received an e-mail from Zailan & Co., solicitors for Empire, together with the following documents:

1. Zailan & Co.’s letter dated 6 November 2023;
2. the unsealed and undated notice of application to the High Court, for a stay of execution of the High Court’s decision delivered on 31 October 2023, to dismiss Empire’s Judicial Review Application, and to set aside the Stay Order granted on 13 June 2022 (“High Court Decision”), pending Empire’s appeal to the Court of Appeal against the High Court Decision (“Stay of Execution Application”);
3. the affidavit in support affirmed on 6 November 2023, by Muhammad Yahya bin Abdullah @ Ayyah, a director of Empire; and
4. a certificate of urgency dated 6 November 2023.

MAAG has instructed its solicitors to oppose the Stay of Execution Application.

The Hearing for the Stay of Execution Application was conducted at the High Court, on 15 November 2023, before Yang Arif Hakim Dato’ Ahmad Kamal. During the Hearing, YA Dato’ Ahmad Kamal provided the following directions:

1. The SC (1st Respondent) is to file their affidavit in reply on or before 29 November 2023;
2. Empire to file their further reply to the SC’s and MAAG’s affidavit in reply on or before 13 December 2023;
3. Parties to file written submissions on or before 15 January 2024;
4. Parties to file written submissions in reply (if any) on or before 29 January 2024; and
5. The Hearing for the Stay of Execution Application is fixed on 20 February 2024, at 11am, by way of Zoom Hearing.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

- (b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

Solicitors for Empire made an oral application for an interim stay of the High Court Decision, pending the disposal of the Stay of Execution Application. Empire’s application was dismissed by YA Dato’ Ahmad Kamal.

The Case Management for JR Appeal and JR Stay Appeal was conducted on 29 January 2024 at the Court of Appeal via E-review.

During the Case Management, the Court directed all the parties to file their written submissions on 22 April 2024 and their submissions in reply on 6 May 2024 by 12.00 noon for both the JR Appeal and JR Stay Appeal.

The Court fixed a Case Management for both the JR Appeal and JR Stay Appeal on 6 May 2024 via E-Review at 9.00 a.m. to update the Court on the status of filing of the submissions.

The Court fixed both the JR Appeal and the JR Stay Appeal to be heard together on 20 May 2024 at 9.00 a.m. via Zoom.

The hearing for the Stay of Execution Application (“Enclosure 175”) was heard before YA Dato’ Ahmad Kamal at the High Court of Malaya at Kuala Lumpur on 20 February 2024.

During the hearing, solicitors for Empire, Messrs Zailan & Co, had informed the Judge of the withdrawal of Enclosure 175, and that the only party seeking costs is the SC (1st Respondent).

Upon hearing submissions from all parties, the Judge made the following orders:

1. Enclosure 175 is withdrawn;
2. No order as to costs for the MAAG (2nd Respondent) and the Turiya (3rd Respondent); and
3. Costs of RM 3,000 to be awarded to the SC (1st Respondent).

On 29 February 2024, the solicitors for Empire, Messrs. Zailan & Co, filed a letter to the Court of Appeal for the JR Appeal, to notify the Court of Appeal that the parties reached a settlement, and that they intend to record a Consent Judgment for the JR Appeal to effect the same.

The Court of Appeal fixed a Case Management on 1 March 2024 via e-Review before Puan Mariam Hasanah binti Othman to address parties on the recording of the Consent Judgment for the JR Appeal before the panel of Judges of the Court of Appeal.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B9. CHANGES IN MATERIAL LITIGATION (continued)

(b) HIGH COURT OF MALAYA AT KUALA LUMPUR (SPECIAL POWERS DIVISION) (“HIGH COURT”) APPLICATION FOR JUDICIAL REVIEW NO. WA-25-391-06/2022 (“EMPIRE’S JUDICIAL REVIEW APPLICATION”) EMPIRE HOLDINGS LTD (“APPLICANT” OR “EMPIRE”) VS SECURITIES COMMISSION MALAYSIA (“1ST RESPONDENT” OR “SC”), MAA GROUP BERHAD (“2ND RESPONDENT” OR “MAAG”) AND TURIYA BERHAD (“3RD RESPONDENT” OR “TURIYA”) (continued)

During the Case Management on 1 March 2024, the Court of Appeal fixed a hearing on 4 April 2024 at the Court of Appeal, Putrajaya, for parties to record the Consent Judgment for the JR Appeal between the parties.

On 28 February 2024, the solicitors for Empire, Messrs. Zailan & Co, filed a letter to the Court of Appeal for the JR Stay Appeal, to notify the Court of Appeal that the parties reached a settlement, and that they intend to record a Consent Judgment for the JR Stay Appeal to effect the same.

The Court of Appeal fixed a Case Management on 7 March 2024 via e-Review before Puan Mariam Hasanah binti Othman to address parties on the recording of the Consent Judgment for the JR Stay Appeal before the panel of Judges of the Court of Appeal.

During the Case Management on 7 March 2024, the Court of Appeal fixed a hearing on 4 April 2024 at the Court of Appeal, Putrajaya, for parties to record the Consent Judgment for the JR Stay Appeal between the parties.

The hearing at the Court of Appeal for the JR Appeal and JR Stay Appeal was held on 4 April 2024, wherein parties had appeared before the panel of the Court of Appeal to record the Consent Judgement between parties.

The Consent Judgment was entered between parties to record the following:

1. withdrawal by Empire in the JR Appeal and the JR Stay Appeal;
2. no order as to costs towards all the Respondents in the JR Stay Appeal; and
3. no order as to costs towards the MAAG (2nd Respondent) and the Turiya (3rd Respondent) in the JR Appeal, and costs of RM3,000 to be paid by Empire to the SC (1st Respondent).

B10. DIVIDEND PAYABLE

The Board of Directors does not recommend any dividend in respect of the current financial year ended 30 June 2024.

NOTES TO THE REPORT FOR THE QUARTER AND YEAR ENDED 30 JUNE 2024

B11. BASIC EARNINGS/(LOSS) PER SHARE (“EPS/(LPS)”)

	Individual Period		Cumulative Period	
	Current Quarter Ended 30.6.2024	Corresponding Quarter Ended 30.6.2023	Current Year Ended 30.6.2024	Corresponding Year Ended 30.6.2023
Profit/(Loss) attributable to the owners of the Company (RM'000)				
- Continuing operations	(45,959)	(15,103)	(97,373)	(15,798)
- Discontinued operations	71,567	(879)	92,590	16,824
	25,608	(15,982)	(4,783)	1,026
Weighted average number of ordinary shares in issue ('000)				
Basic EPS/(LPS) from (sen)				
- Continuing operations	(17.43)	(5.73)	(36.92)	(5.99)
- Discontinued operations	27.14	(0.33)	35.11	6.38
Basic EPS/(LPS)	9.71	(6.06)	(1.81)	0.39

B12. AUDITOR’S REPORT ON PRECEDING ANNUAL FINANCIAL STATEMENTS

The auditor’s report on the audited financial statements for the financial year ended 30 June 2023 was not qualified.

B13. AUTHORISED FOR ISSUE

The Interim Financial Report was authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 30 August 2024.