

**STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER ENDED 30 SEPTEMBER 2022**

	<b>INDIVIDUAL QUARTER</b>		<b>CUMULATIVE QUARTER</b>	
	CURRENT PERIOD QUARTER 30/09/2022 RM	PRECEDING YEAR CORRESPONDING QUARTER 30/9/2021 RM	CURRENT YEAR TO DATE 30/09/2022 RM	PRECEDING YEAR CORRESPONDING PERIOD 30/9/2021 RM
Revenue	-	-	-	-
Cost of sales	-	-	-	-
Gross profit	-	-	-	-
Other income	435,945	359,036	1,179,019	981,391
Administration expenses	(427,489)	(341,758)	(1,035,850)	(4,726,476)
Finance costs	(3,863)	(4,877)	(11,415)	(9,057)
Profit / (Loss) before taxation	4,593	12,401	131,754	(3,754,142)
Taxation	(19,500)	-	(19,500)	-
Profit / (Loss) for the financial year, attributable to owners of the Company	(14,907)	12,401	112,254	(3,754,142)
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive profit / (loss) for the financial period, attributable to owners of the Company	(14,907)	12,401	112,254	(3,754,142)
Profit / (Loss) per ordinary share ("EPS")				
a) Basic (sen)	(0.02)	0.02	0.16	(5.43)
b) Diluted (sen)	(0.02)	0.02	0.16	(5.43)

(The Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 December 2021)

**STATEMENT OF FINANCIAL POSITION AS AT 30 SEPTEMBER 2022**

	UNAUDITED ACCOUNTS 30/09/2022 RM	AUDITED ACCOUNTS 31/12/2021 RM
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	134,714	162,614
Right-of-use assets	292,949	322,469
	<u>427,663</u>	<u>485,083</u>
<b>Current assets</b>		
Other receivables	2,018,489	2,047,884
Current tax assets	24,457	24,457
Investment	4,046,521	-
Cash and bank balances	62,676,592	66,603,862
	<u>68,766,059</u>	<u>68,676,203</u>
<b>Total Assets</b>	<u>69,193,722</u>	<u>69,161,286</u>
<b>EQUITY</b>		
Share capital	69,125,087	69,125,087
Retained earnings / (Accumulated Losses)	(1,057,410)	(1,169,665)
Equity attributable to owners of the Company	<u>68,067,677</u>	<u>67,955,422</u>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Lease liabilities	110,660	195,315
	<u>110,660</u>	<u>195,315</u>
<b>Current liabilities</b>		
Other payables	821,048	875,581
Lease liabilities	194,337	134,968
	<u>1,015,385</u>	<u>1,010,549</u>
<b>Total Liabilities</b>	<u>1,126,045</u>	<u>1,205,864</u>
<b>Total Equity and Liabilities</b>	<u>69,193,722</u>	<u>69,161,286</u>
Number of shares issued	69,125,087	69,125,087
Net assets per share attributable to equity holders of the Company (RM)	0.98	0.98
Net assets (RM)	68,067,677	67,955,422

(The Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 31 December 2021)

**STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 SEPTEMBER 2022**

	9 MONTHS ENDED 30/09/2022 RM	9 MONTHS ENDED 30/9/2021 RM
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before taxation	131,754	(3,754,142)
Adjustments for:		
Depreciation of property, plant and equipment	46,305	85,743
Depreciation of right-of-use assets	107,136	137,255
Property, plant and equipment written off	-	2,217
Loss on disposal of property, plant and equipment	-	155,292
Interest expense on lease liabilities	11,415	9,057
Income distribution from investment	(54,553)	(605)
Interest income	(1,089,966)	(981,391)
Operating loss before changes in working capital	(847,909)	(4,346,574)
Decrease/(Increase) in other receivables	(63,601)	(5,606)
Increase / (Decrease) in other payables	(74,032)	1,885,519
Cash used in operations	(985,542)	(2,466,661)
Tax paid	-	(6,395)
Net cash used in operating activities	(985,542)	(2,473,056)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Income distribution received from investment	-	922
Interest received	1,237,515	837,621
Purchase of property, plants and equipment	(18,405)	(159,907)
Proceed from disposal of property, plants and equipment	-	250,000
Withdrawal of / (Placement in) deposit with maturity more than 3 months	4,000,000	(62,000,000)
Net cash from / (used in) investing activities	5,219,110	(61,071,364)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Payments of lease liabilities	(114,317)	(334,887)
Net cash used in financing activities	(114,317)	(334,887)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	4,119,251	(63,879,307)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR</b>	603,862	69,910,304
<b>CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR</b>	4,723,113	6,030,997
Cash and cash equivalents consist of: -		
Petty cash and cash in bank	676,592	2,030,997
Investment	4,046,521	-
Deposits placed with licensed banks	62,000,000	66,000,000
Cash and bank balances	66,723,113	68,030,997
Deposits more than 3 months	(62,000,000)	(62,000,000)
Cash and cash equivalents	4,723,113	6,030,997

(The Statement of Cash Flows should be read in conjunction with the audited financial statements for the year ended 31 December 2021)

**STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER ENDED 30 SEPTEMBER 2022**

	Attributable to owners of the Company		
	Share capital RM	Retained earnings RM	Total RM
<b>9 months ended 30 September 2022</b>			
<b>Balance as at 1 January 2022</b>	69,125,087	(1,169,664)	67,955,423
Profit for the financial period	-	112,254	112,254
Other comprehensive income, net of tax	-	-	-
Total comprehensive loss	-	112,254	112,254
<b>Balance as at 30 September 2022</b>	<b>69,125,087</b>	<b>(1,057,410)</b>	<b>68,067,677</b>
<b>9 months ended 30 September 2021</b>			
<b>Balance as at 1 January 2021</b>	69,125,087	1,187,346	70,312,433
Loss for the financial period	-	(3,754,142)	(3,754,142)
Other comprehensive income, net of tax	-	-	-
Total comprehensive loss	-	(3,754,142)	(3,754,142)
<b>Balance as at 30 September 2021</b>	<b>69,125,087</b>	<b>(2,566,796)</b>	<b>66,558,291</b>

(The Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2021)

QUARTERLY REPORT FOR THE QUARTER ENDED 30 SEPTEMBER 2022

**A EXPLANATORY NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2022**

**A1 Basis of preparation**

The unaudited interim financial statements have been prepared in accordance with the requirements of Malaysian Financial Reporting Standard ("MFRS") 134 Interim Financial Reporting issued by the Malaysian Accounting Standards Board ("MASB") and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements of the Company for the financial year ended 31 December 2021.

**A2 Changes in accounting policies**

The accounting policies applied by the Company are consistent with those applied in the audited financial statements for the financial year ended 31 December 2021 and new MFRS and amendments to MFRSs which became effective for annual period beginning on 1 January 2022. The initial application of these new MFRS and amendments to MFRSs has no material impact on this interim financial reporting.

A2.1 During the current financial year, the Company has adopted the following new accounting standards and/or interpretations (including the consequential amendments, if any):-

**MFRSs and/or IC Interpretations (Including The Consequential Amendments)**

Amendments to MFRS 3: Reference to the Conceptual Framework

Amendments to MFRS 116: Property, Plant and Equipment – Proceeds before Intended Use

Amendments to MFRS 137: Onerous Contracts – Cost of Fulfilling a Contract

Annual Improvements to MFRS Standards 2018 – 2020

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) did not have any material impact on the Company's financial statements.

## **A2 Changes in accounting policies (Cont'd)**

A2.2 The Company has not applied in advance the following accounting standards and/or interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective for the current financial year:-

<b>MFRSs and/or IC Interpretations (Including The Consequential Amendments)</b>	<b>Effective Date</b>
MFRS 17 Insurance Contracts	1 January 2023
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
Amendments to MFRS 17 Insurance Contracts	1 January 2023
Amendment to MFRS 17: Initial Application of MFRS 17 and MFRS 9 – Comparative Information	1 January 2023
Amendment to MFRS 101: Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to MFRS 101: Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108: Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) is expected to have no material impact on the financial statements of the Company upon their initial application.

## **A3 Auditors' report**

There was no qualification on the audited financial statements of the Company for the financial year ended 31 December 2021.

## **A4 Seasonal or cyclical factors**

The business of the Company is not affected by seasonal or cyclical factors during the current financial period under review.

## **A5 Items of unusual nature and amount**

There were no unusual items affecting the assets, liabilities, equity, net income or cash flows of the Company because of their nature, size or incidence during the current financial period under review.

**A6 Changes in estimates**

There were no changes in estimates which have a material effect on the results of the current financial period under review.

**A7 Debt and equity securities**

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the current financial period under review.

**A8 Dividends paid to equity holders of the Company**

The Company has not paid any dividends during the financial period ended 30 September 2022.

**A9 Other income**

	<u>CURRENT QUARTER</u>		<u>CUMULATIVE QUARTER</u>	
	Current Year Current Quarter 30/09/2022 RM	Preceding Year Corresponding Quarter 30/9/2021 RM	Current Year Cumulative Period 30/09/2022 RM	Preceding Year Corresponding Cumulative Period 30/9/2021 RM
Interest income	377,931	359,036	1,089,966	981,391
Income distribution from investment	41,514	-	54,553	605
Rental Income	16,500	-	34,500	-
	<u>435,945</u>	<u>359,036</u>	<u>1,179,019</u>	<u>981,996</u>

**A10 Segmental information**

Segmental information by activities is not presented as the Company is solely involve in investment holding activities.

Segmental reporting by geographical area is not presented as the Company's activities are predominantly in Malaysia.

**A11 Valuation of property, plant and equipment**

There was no valuation of the property, plant and equipment in the current financial period under review.

**A12 Significant event during the financial period**

Other than the status of corporate proposals disclosed in Note B6, there was no significant event during the current quarter and year-to-date ended 30 September 2022.

**A13 Event after the reporting period**

There was no material event subsequent to the quarter ended 30 September 2022.

**A14 Changes in the composition of the Company**

During the financial period, there were no changes in the composition of the Company as at the date of this announcement.

**A15 Contingent liabilities and contingent assets**

As at the date of this announcement, the Directors of the Company are not aware of any material contingent liabilities or contingent assets that may impact the financial performance of the Company.



**B EXPLANATORY NOTES PURSUANT TO MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD**

**B1 Review of the performance of the Company**

(a) Current Quarter

The Company recorded a profit before tax of RM4,593 for the current financial quarter ended 30 September 2022 versus RM12,401 profit before tax in the previous year corresponding financial quarter ended September 2021 mainly due to higher legal fee and staff cost incurred during the current financial quarter partly moderated by higher interest income.

(b) Cumulative Quarter

Cumulatively, the Company recorded a profit before tax of RM131,754 for the current quarter ended 30 September 2022 versus RM3,754,142 loss before tax in the previous corresponding quarter ended 30 September 2021 mainly due to the non-recurring corporate exercise expenses incurred and provided, retrenchment benefit expenses, loss on disposal of property, plant and equipment and non-executive directors' gratuity incurred in corresponding cumulative financial quarter ended 30 September 2021 together with higher staff cost incurred in the same period.

**B2 Material changes to the results compared to the immediate preceding quarter**

The Company recorded profit before tax of RM4,593 in the current quarter under review as compared to the profit before tax of RM36,357 in the immediate preceding quarter mainly due to higher legal fee and staff cost incurred during the current financial quarter ended 30 September 2022 partly moderated by higher interest income.

**B3 Future prospects**

On 31 May 2018, Pimpinan Ehsan Berhad ("PEB" or the "Company") announced that it had been notified by Bursa Malaysia Securities Berhad ("Bursa Securities") that it is a Cash Company pursuant to Paragraph 8.03(1) of the Main Market Listing Requirements of Bursa Securities ("MMLR") following the disposal of its principal subsidiary, namely TRIplc Berhad, to Puncak Niaga Holdings Berhad ("Disposal"). In this respect, the Company must comply with the requirements in Paragraph 8.03 and Practice Note 16 of the MMLR.

In the event the Company fails to comply with the obligations to regularise its condition, Bursa Securities may suspend the trading of the listed securities of the Company on the 6th market day after the date of notification of suspension by Bursa Securities and may de-list the Company, subject to the Company's right to appeal against the de-listing.

The Company has on 24 May 2021 entered into a conditional share sale agreement ("SSA") with reNIKOLA Sdn Bhd ("reNIKOLA"), Tengku Zaiton Ibni Sultan Abu Bakar ("Tengku Zaiton") and Boumhidi Abdelali ("Adel") (Collectively, the "Vendors") for the proposed acquisition of the entire equity interest ("Sale Shares") of reNIKOLA Holdings Sdn Bhd, which is proposed to own the following direct wholly-owned subsidiaries pursuant to a proposed internal restructuring to be undertaken by the Vendors ("Proposed Restructuring"):

- (i) reNIKOLA (Arau) Sdn. Bhd. (“reNIKOLA (Arau)”);
- (ii) reNIKOLA (Gebeng) Sdn. Bhd. (“reNIKOLA (Gebeng)”);
- (iii) reNIKOLA (Pekan) Sdn. Bhd. (“reNIKOLA (Pekan)”);
- (iv) reNIKOLA Solar Sdn. Bhd. (“reNIKOLA Solar”); and
- (v) reNIKOLA (BKH) Sdn. Bhd. (“reNIKOLA (BKH)”).

for a total purchase consideration of RM373.0 million (“Purchase Consideration”), to be satisfied via the issuance of 348,598,130 new ordinary shares in the Company (“PEB Shares”) at an issue price of RM1.07 per PEB Share. The SSA is entered into pursuant to the heads of agreement entered into between the Company and the Vendors as disclosed in the announcement by the Company on 19 February 2021 (“Proposed Acquisition”).

Please refer to Note B6(a) for further details.

#### **B4 Profit forecast**

The Company has not issued any profit forecast in a public document.

#### **B5 Taxation**

	<b>CURRENT QUARTER</b>		<b>CUMULATIVE QUARTER</b>	
	Current Year Current Quarter 30/09/2022 RM	Preceding Year Corresponding Quarter 30/09/2021 RM	Current Year Cumulative Period 30/09/2022 RM	Preceding Year Corresponding Cumulative Period 30/09/2021 RM
Current tax expense based on profit for the financial year	19,500	-	19,500	-
Over provision in prior year	-	-	-	-
	<u>19,500</u>	<u>-</u>	<u>19,500</u>	<u>-</u>

#### **B6 Status of corporate proposals**

PEB was classified as a Cash Company pursuant to Paragraphs 8.03(1) and 8.03A(2) of the MMLR following the completion of the Disposal. As a Cash Company, the Company is required to, among others, regularise its condition by submitting a proposal to acquire a new core business to the Securities Commission Malaysia for its approval within 12 months from the completion of the Disposal. The 12-month time frame had expired on 30 May 2019 and the Company had since obtained approval from Bursa Securities for extension of time of up to 30 September 2022. Bursa Securities has, via its letter dated 6 October 2022, decided to grant the Company a further extension of time up to 31 March 2023 to submit a regularisation plan to the regulatory authorities.

The aforesaid extension of time is without prejudice to Bursa Securities’ right to proceed to suspend the trading of the listed securities of the Company and to de-list the Company in the event:

- (i) the Company fails to submit a regularisation plan to the Securities Commission Malaysia on or before 31 March 2023;
- (ii) the Company fails to obtain the approval from any of the regulatory authorities necessary for the implementation of its regularisation plan; or
- (iii) the Company fails to implement its regularisation plan within the time frame or extended time frame stipulated by any of the regulatory authorities.

Upon occurrence of any of the events set out in (i) to (iii) above, Bursa Securities may suspend the trading of the listed securities of Company on the 6th market day after the date of notification of suspension by Bursa Securities and may de-list the Company, subject to the Company's right to appeal against the delisting.

(a) Proposed Regularisation Plan

The Company has on 24 May 2021 entered into a conditional share sale agreement ("SSA") with reNIKOLA Sdn Bhd ("reNIKOLA"), Tengku Zaiton Ibni Sultan Abu Bakar ("Tengku Zaiton") and Boumhidi Abdelali ("Adel") (Collectively, the "Vendors") for the proposed acquisition of the entire equity interest ("Sale Shares") of reNIKOLA Holdings Sdn Bhd, which is proposed to own the following direct wholly-owned subsidiaries pursuant to a proposed internal restructuring to be undertaken by the Vendors ("Proposed Restructuring"):

- (i) reNIKOLA (Arau) Sdn. Bhd. ("reNIKOLA (Arau)");
- (ii) reNIKOLA (Gebeng) Sdn. Bhd. ("reNIKOLA (Gebeng)");
- (iii) reNIKOLA (Pekan) Sdn. Bhd. ("reNIKOLA (Pekan)");
- (iv) reNIKOLA Solar Sdn. Bhd. ("reNIKOLA Solar"); and
- (v) reNIKOLA (BKH) Sdn. Bhd. ("reNIKOLA (BKH)").

for a total purchase consideration of RM373.0 million ("Purchase Consideration"), to be satisfied via the issuance of 348,598,130 new ordinary shares in the Company ("PEB Shares") at an issue price of RM1.07 per PEB Share. The SSA is entered into pursuant to the heads of agreement entered into between the Company and the Vendors as disclosed in the announcement by the Company on 19 February 2021 ("Proposed Acquisition").

On 10 November 2021, the Company has entered into a supplemental agreement to the SSA with the reNIKOLA, Tengku Zaiton, Adel and B.Grimm Power Malaysia Sdn Bhd ("**B.Grimm**") (collectively, the "**Vendors**") ("**Supplemental SSA**").

The Supplemental SSA relates to the conditional inclusion of B.Grimm as an additional vendor of the shares in reNIKOLA Holdings subject to the completion of the subscription by B.Grimm for new ordinary shares in reNIKOLA Holdings ("**reNIKOLA Holdings Shares**"), which represent 45.0% of the enlarged issued number of reNIKOLA Holdings Shares ("**B.Grimm Subscription Shares**") for a total cash consideration of RM367.0 million ("**Proposed Subscription**").

Pursuant to the Proposed Subscription, and subject to the fulfilment (or, if applicable, waiver) of the conditions precedent of the SSA, the Company shall acquire the B.Grimm Subscription Shares for a consideration of RM367.0 million to be satisfied by the issuance of 285,216,652 new PEB Shares at an issue price of approximately RM1.2867 per Share.

Upon completion of the Proposed Acquisition, reNIKOLA's and B.Grimm's shareholdings in the Company will increase from nil to 36.5% and 40.6% respectively. In view thereof and pursuant to the Proposed Acquisition, reNIKOLA, B.Grimm and their PAC intend to seek an exemption from the SC under Paragraph 4.08(1)(a) of the

Rules from the obligation to undertake a Mandatory Offer to acquire the remaining PEB Shares not already owned by them upon the Proposed Acquisition becoming unconditional.

On 10 November 2021, the Company entered into a heads of agreement ("**HOA**") with reNIKOLA in relation to proposed acquisition of Additional Assets, for a total purchase consideration to be agreed at a later date and to be satisfied via the issuance of new ordinary shares in PEB ("**Shares**") at an issue price of RM1.2867 per Share ("**Proposed Additional Acquisition**").

The Proposed Additional Acquisition shall form part of the Proposed Acquisition pursuant to the SSA and Supplemental SSA, and the Company's overall regularisation plan to regularise its condition as a Cash Company in accordance with Paragraph 8.03(5) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

The salient terms agreed between PEB and reNIKOLA in respect of the Proposed Additional Acquisition under the HOA shall be incorporated into a new supplemental SSA and/or such other documents to be executed between the Vendors and PEB upon such other terms and subject to the conditions to be mutually agreed ("**Supplemental SSA II**").

On 10 March 2022, the Company announced that PEB and reNIKOLA had on 10 March 2022 entered into a supplemental heads of agreement on extension of the Longstop Date (as defined therein) for the execution of a second supplemental SSA for the Proposed Additional Acquisition from 10 March 2022 to 30 June 2022 ("**Supplemental HOA**").

On 8 June 2022, on behalf of the Board of Directors of the Company ("**Board**"), MIDF Amanah Investment Bank Berhad ("**MIDF Investment**") announce that the Company has, on 8 June 2022 entered into a second supplemental agreement to the SSA with the Vendors ("**Supplemental SSA II**") to acquire/own, through the acquisition by the Company of the entire equity interest in reNIKOLA Holdings or interest in the relevant project company and land holding company, the following additional assets:

- (i) entire equity interest in reNIKOLA Solar II Sdn Bhd ("**reNIKOLA Solar II**"), all of the redeemable preference shares ("**RPS**") in BGMC BRAS Power Sdn Bhd ("**BGMC BRAS Power**") and entire equity interest in a special purpose vehicle company to be incorporated which in turn will own one piece of land held under the issue document of title: Geran 33590, Lot 3222, Mukim Sungai Petani, Daerah Kuala Muda, Negeri Kedah ("**Kuala Muda Land**") (under Transaction A);
- (ii) rights to acquire the entire equity interest in Idiwani Solar Sdn Bhd ("**Idiwani Solar**") (under Transaction D),

The equity interest in reNIKOLA Solar II and Idiwani Solar and RPS in BGMC BRAS Power, collectively referred to as ("**Additional Assets**").

The proposed acquisition of the Additional Assets shall, together with the proposed acquisition by the Company of the entire equity interest in reNIKOLA Holdings with (i) the assets originally to be acquired under the SSA and (ii) certain other companies to be included in the reNIKOLA Holdings group being reNIKOLA Management (as defined below), pursuant to the Supplemental SSA II, be referred to as the ("**Proposed Acquisition**").

Further to the above, on behalf of the Board, MIDF Investment also wishes to announce that the Company has via the Supplemental SSA II, restated the SSA and amended the structure of the transactions under the Proposed Acquisition to comprise the following:

- (i) Proposed Acquisition of Group Companies A namely the proposed acquisition of the entire equity interest of reNIKOLA Holdings, and through the acquisition of reNIKOLA Holdings, interests in the following companies;
  - (a) reNIKOLA (Arau) Sdn Bhd ("**reNIKOLA (Arau)**");
  - (b) reNIKOLA (Gebeng) Sdn Bhd ("**reNIKOLA (Gebeng)**");
  - (c) reNIKOLA (Pekan) Sdn Bhd ("**reNIKOLA (Pekan)**");
  - (d) reNIKOLA Solar Sdn Bhd ("**reNIKOLA Solar**");
  - (e) reNIKOLA Solar II;
  - (f) reNIKOLA Management Sdn Bhd ("**reNIKOLA Management**");
  - (g) BGMC BRAS Power; and
  - (h) a special purpose vehicle company to be incorporated which will own the Kuala Muda Land ("**Land SPV**"); and
- (ii) Proposed Other Acquisition

Additionally, the Supplemental SSA II records the agreement between the Company and the Vendors in respect of the respective sets of conditions precedent, warranties and other terms for Transactions A, B, C and D of the Proposed Acquisition.

In conjunction with the execution of the Supplemental SSA II, the Company announced the following proposals, will also be undertaken to form the Company's overall regularisation plan to regularise its condition as a Cash Company in accordance with Paragraph 8.03(5) of the Listing Requirements:

- (i) Proposed Share Split;
- (ii) Proposed Private Placement I; and
- (iii) Proposed Exemption I.

(collectively with the Proposed Acquisition of Group Companies A, to be known as the "**Proposed Regularisation Plan**")

In addition to transactions related to the Proposed Regularisation Plan, the Supplemental SSA II also sets out the agreement of the parties for the Proposed Other Acquisitions.

In conjunction with the Proposed Other Acquisitions, The Company also proposed to undertake the following:

- (i) Proposed Private Placement II; and
- (ii) Proposed Exemption II.

The Proposed Other Acquisitions, Proposed Private Placement II and Proposed Exemption II, which do not form part of the Proposed Regularisation Plan will be implemented after the completion of the Proposed Regularisation Plan.

Other than the above, there is no other pending corporate proposal for the current financial period under review.

## **B7 Borrowings and debts securities**

Total borrowings of the Company were analysed as follows:

	Non-current RM	Current RM	Total RM
As at 30 September 2022			
Lease liabilities	<u>110,660</u>	<u>194,337</u>	<u>304,997</u>

## **B8 Derivatives**

The Company does not have outstanding derivatives (including financial instruments designated as hedging instruments) during the current financial period under review.

## **B9 Material litigation**

On 30 June 2022, the Company announced that on 29 June 2022, The Company had received a copy of Writ of Summons and Statement of Claim dated 27 June 2022 (“Suit”) from one Kazuomi Kaneto and DPI Solar 1 Pte Ltd (“Plaintiffs”) alleging that the Company had, among others, the following:-

1. procured and induced the breach of fiduciary duties and/or trust of the relevant defendants (not the Company) owed to the Plaintiffs;
2. wilfully and recklessly failed to make such inquiries as an honest and reasonable man would make of, the dishonest and fraudulent designs of the relevant defendants (not the Company);
3. unlawfully conspired to injure the Plaintiffs by unlawful means; and
4. wrongfully and/or unlawfully interfered with the Plaintiffs’ trade.

The Company has no dealings whatsoever with the Plaintiffs. The Suit is due to the disputes between the Plaintiffs and the promoters, director and/or shareholders of the Kuala Muda Project (as defined below) and Machang Project (as defined below).

On 19 January 2022, reNIKOLA Sdn Bhd (“reNIKOLA”) has entered into deeds of arrangement with Idiqa Holding Sdn Bhd to, among others, subscribe new redeemable preference shares (“RPS”) in Idiwan Solar Sdn Bhd (the project company for 30 MW solar plant in Machang) as well as subscribe new RPS and acquire Machang Estate Sdn Bhd and Machang Estate (II) Sdn Bhd (“Machang Project”).

On 24 March 2022, reNIKOLA has entered into deeds of arrangement with BGMC Corporation Sdn Bhd and Bras Ventures Bhd (where applicable) to, among others, subscribe new RPS in BGMC Bras Power Sdn Bhd (the project company for 30 MW solar plant in Kuala Muda) as well as subscribe new RPS and acquire Kuala Muda Estate Sdn Bhd (“Kuala Muda Project”).

Pursuant to the supplemental agreement to SSA dated 8 June 2022 (“Supplemental SSA”) entered into between the Company and inter alia, reNIKOLA Sdn Bhd, the Company is to acquire/own, through reNIKOLA Holdings, inter alia, the Machang Project and Kuala Muda Project. The Company’s acquisition of reNIKOLA Holdings is not completed yet and is subject to the fulfilment of all conditions precedent under the Supplemental SSA, which include the due diligence by the Company.

The Company has appointed solicitors to defend the Suit and the Board of Directors has been advised by the Company's solicitors that the Suit has no merits, and is frivolous, vexatious and an abuse of the Court's process. Meanwhile, the Company is also considering a counterclaim against Plaintiffs for, inter alia, damages.

On 19 July 2022, the Board announced that the Company has filed an application for striking out of the Suit. The Company has also filed an affidavit to oppose the Plaintiffs' application for an interlocutory injunction, in relation to the Writ of Summons and Statement of Claim filed vide Kuala Lumpur High Court Civil Suit No.: WA-22NCC-287-06/2022 ("**the Suit**").

Further, the Board has also been informed that the following Defendants, amongst others, have each filed an application for striking out of the Suit and filed affidavits to oppose the Plaintiffs' application for an interlocutory injunction:

1. reNIKOLA Sdn Bhd;
2. reNIKOLA Holdings Sdn Bhd; and
3. Mr Lim Beng Guan.

On 12 August 2022, The Board announced that the Company, amongst others, had on 11 August 2022 entered into a settlement agreement with Kazuomi Kaneto and DPI Solar 1 Pte Ltd in relation to the Suit (the "**Settlement**").

The Settlement entails the acceptance of reNIKOLA to subscribe for new redeemable preference shares in the Machang Project and Kuala Muda Project in accordance with the deeds of arrangements entered into between reNIKOLA, Idiqa Holding Sdn Bhd and Idiwan Solar, and reNIKOLA and BGMC Corporation Sdn Bhd and Bras Ventures Bhd respectively, and assist on the resolution of the disputes between the relevant parties.

The completion of the Settlement is subject to the approval of the Suruhanjaya Tenaga in respect of the subscription of new redeemable preference shares in the Machang Project and Kuala Muda Project by reNIKOLA.

The Settlement is strictly without any admission of wrongdoing and/or liability by the Company arising from the Suit. In addition, the Company does not have any financial obligations pursuant to the Settlement.

The Company will make further announcements on the development of the Settlement as and when necessary.

Other than the above, there was no material litigation pending for the current financial period under review.

#### **B10 Dividend**

No dividend has been proposed or declared as at the date of this announcement.

**B11 Profit / (Loss) per share ("EPS")**

	<u>INDIVIDUAL QUARTER</u>		<u>CUMULATIVE QUARTER</u>	
	Current Year Current Quarter 30/09/2022 RM	Preceding Year Corresponding Quarter 30/9/2021 RM	Current Year Cumulative Period 30/09/2022 RM	Preceding Year Corresponding Cumulative Period 30/9/2021 RM
a) Numerator Company's profit / (loss) after tax used as numerator in the calculation of basic and diluted EPS	(14,907)	12,401	112,254	(3,754,142)
b) Denominator Weighted average number of ordinary shares for basic EPS	69,125,087	69,125,087	69,125,087	69,125,087
Weighted average number of ordinary shares for diluted EPS	69,125,087	69,125,087	69,125,087	69,125,087
Profit / (Loss) per ordinary share:				
a) Basic (sen)	(0.02)	0.02	0.16	(5.43)
b) Diluted (sen)	(0.02)	0.02	0.16	(5.43)

**B12 Notes to the Statement of Comprehensive Income**

Total comprehensive income for the financial quarter is arrived at after charging / (crediting) the following items: -

	<u>CURRENT YEAR</u>	<u>PRECEDING YEAR</u>
	Current Quarter 30/09/2022 RM	Corresponding Quarter 30/9/2021 RM
Depreciation of property, plant and equipment	15,935	15,278
Depreciation of right-of-use assets	40,416	33,360
Property, plant and equipment written off	-	2,217
Loss on disposal of property, plant and equipment	-	155,292
Interest expense on lease liabilities	3,863	4,877
Interest income	(377,931)	(359,036)
Income distribution from investment	(41,514)	-
Rental income	(16,500)	-

Other than as per disclosed above, the Company does not have other material items that recognised as (profit)/loss in the Statement of Comprehensive Income in the current financial period under review.



### B13 Status of utilisation of proceeds raised from corporate proposal

As at 30 September 2022, details of the utilisation of the proceeds of RM210.00 million from the Disposal of TRIplc Berhad are as follows:

Purpose	Proposed Utilisation (RM'million)	Actual Earned / (Utilisation) (RM'million)	Balance Unutilise (RM'million)	Note
To acquire/develop new business(es) / asset(s) to be identified	55.54	7.53	63.07	1
Working capital requirements in custodian account	9.00	(5.81)	3.19	2
Proposed Special Dividend	134.79	(134.79)	-	3
Working capital requirements	7.17	(7.17)	-	4
Defraying expenses incidental to the Disposal	3.50	(3.18)	0.32	5
Total	210.00	(143.42)	66.58	

Notes:

1. This allocation is placed in accounts opened with financial institutions licensed by Bank Negara Malaysia and operated by a custodian and earned interest income.
2. Bursa Securities has, vide its letter dated 28 September 2020, decided to allow the Company to withdraw from the custodian account for the purposes stated in the application for modification of compliance with Paragraph 8.03(4) of the Main Market Listing Requirements of Bursa Securities to withdraw RM3.50 million from the custodian account ("Application").

On 23 September 2021, MIDF Investment had, on behalf of Board of Directors of PEB, announced that Bursa Securities had, vide its letter dated 22 September 2021, decided to allow our Company to withdraw RM5.50 million from the Custodian Account, subject to the following conditions:

- (i) PEB is required to seek shareholders' prior approval to withdraw the said amount;
- (ii) The withdrawal is to be utilised in accordance with the manner as stated in the Application; and
- (iii) The withdrawal can only be made as and when the amounts are actually incurred and falling due and payable. The request for the withdrawal must be accompanied with the relevant supporting documents to be presented to the custodians.

On 14 October 2021, a circular to shareholders in relation to the proposed modification of compliance with Paragraph 8.03(4) of the Main Market Listing Requirements of Bursa Securities and Notice of Extraordinary General Meeting ("EGM") was issued to seek shareholders' prior approval to the withdrawal of RM5.50 million from the Custodian Account.

On 29 October 2021, The Board of Directors announced that that the resolution set out in the Notice of EGM dated 14 October 2021 was duly passed by the shareholders of the Company at the EGM held on 29 October 2021.

As at 30 September 2022, the Company has withdrawn RM5.81 million (RM3.50 million drawn under RM3.50 million budget approved by Bursa on 28 September 2020 and RM2.31 million drawn under additional budget of RM5.50 million approved by Bursa on 22 September 2021) from the custodian account for the purpose of utilisation in relation to day-to-day operational expenses.

3. A special cash dividend of RM1.95 per ordinary shares in respect of the financial year ended 31 December 2018 was paid on 3 July 2018 to the shareholders of the Company whose name appears in the Record of Depositors of the Company on 19 June 2018.
4. The working capital requirements are intended for the purpose of day-to-day operational expenses of the Company which include employee benefits and day-to-day administrative and operating expenses such as directors' remuneration and professional fees.
5. The actual expenses incurred in relation to the Disposal comprise professional fees such as advisers, lawyers, valuers, regulatory fees and other related costs amounted to RM2.70 million in FYE 2018. Excess of this allocation was utilised for working capital expenses.

**PART A2: SUMMARY OF KEY FINANCIAL INFORMATION**

Summary of Key Financial Information for the period ended 30/09/2022.

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current Year Current Quarter 30/09/2022 RM'000	Preceding Year Corresponding Quarter 30/9/2021 RM'000	Current Year Cumulative Period 30/09/2022 RM'000	Preceding Year Corresponding Cumulative Period 30/9/2021 RM'000
1 Revenue	-	-	-	-
2 Profit / (Loss) before taxation	5	12	132	(3,754)
3 Profit / (Loss) for the year	(15)	12	112	(3,754)
4 Profit / (Loss) attributable to ordinary equity holders of the Company	(15)	12	112	(3,754)
5 Basic profit / (loss) per share (sen)	(0.02)	0.02	0.16	(5.43)
6 Proposed /Declared dividend per share (sen)	N/A	N/A	N/A	N/A
	<b>AS AT END OF CURRENT PERIOD</b>		<b>AS AT PRECEDING YEAR END</b>	
7 Net assets per share attributable to ordinary equity holders of the Company (RM)	0.98		0.98	

**PART A3 : ADDITIONAL INFORMATION**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current Year Current Quarter 30/09/2022 RM'000	Preceding Year Corresponding Quarter 30/9/2021 RM'000	Current Year Cumulative Period 30/09/2022 RM'000	Preceding Year Corresponding Cumulative Period 30/9/2021 RM'000
1 Gross interest income	378	359	1,090	982
2 Gross interest expense	4	5	11	9