



**WELLSPIRE HOLDINGS BERHAD**

Registration No: 202101026155 (1426455-A)

Incorporated in Malaysia

**UNAUDITED INTERIM FINANCIAL REPORT  
FOR THE FINANCIAL PERIOD ENDED  
30 SEPTEMBER 2022**

**UNAUDITED CONDENSED COMBINED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME<sup>(1)</sup>**

	Note	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
		Unaudited Current Year Quarter	Unaudited Preceding Year Corresponding Quarter	Unaudited Current Year-to-date	Unaudited Preceding Year Year-to-date
		30.09.2022 RM'000	30.09.2021 <sup>(2)</sup> RM'000	30.09.2022 RM'000	30.09.2021 <sup>(2)</sup> RM'000
Revenue		30,280	N/A	90,789	N/A
Cost of sales		<u>(24,458)</u>	<u>N/A</u>	<u>(71,297)</u>	<u>N/A</u>
Gross profit		5,822	N/A	19,492	N/A
Other operating income		421	N/A	1,086	N/A
Net gain on impairment of financial instruments		17	N/A	76	N/A
Selling and administrative expenses		<u>(4,007)</u>	<u>N/A</u>	<u>(14,341)</u>	<u>N/A</u>
Profit before operations		2,253	N/A	6,313	N/A
Interest income		-	N/A	1	N/A
Interest expenses		<u>(68)</u>	<u>N/A</u>	<u>(243)</u>	<u>N/A</u>
Profit before tax	B12	2,185	N/A	6,071	N/A
Tax expense	B5	<u>(795)</u>	<u>N/A</u>	<u>(2,540)</u>	<u>N/A</u>
<b>Profit for the financial period</b>		1,390	N/A	3,531	N/A
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss:					
Foreign currency translation, net of tax		<u>(272)</u>	<u>N/A</u>	<u>(322)</u>	<u>N/A</u>
<b>Total comprehensive income for the financial period</b>		<u>1,118</u>	<u>N/A</u>	<u>3,209</u>	<u>N/A</u>
<b>Profit attributable to:</b>					
Owners of the Company		962	N/A	2,034	N/A
Non-controlling interests		<u>428</u>	<u>N/A</u>	<u>1,497</u>	<u>N/A</u>
		<u>1,390</u>	<u>N/A</u>	<u>3,531</u>	<u>N/A</u>
<b>Total comprehensive income attributable to:</b>					
Owners of the Company		757	N/A	1,792	N/A
Non-controlling interests		<u>361</u>	<u>N/A</u>	<u>1,417</u>	<u>N/A</u>
		<u>1,118</u>	<u>N/A</u>	<u>3,209</u>	<u>N/A</u>

**UNAUDITED CONDENSED COMBINED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME<sup>(1)</sup>  
(CONTINUED)**

	Note	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
		Unaudited Current Year Quarter	Unaudited Preceding Year Corresponding Quarter	Unaudited Current Year-to-date	Unaudited Preceding Year Year-to-date
		30.09.2022	30.09.2021 <sup>(2)</sup>	30.09.2022	30.09.2021 <sup>(2)</sup>
		RM'000	RM'000	RM'000	RM'000
<b>Earnings per share to Owners of the Company</b>					
Basic/Diluted earnings per share (sen)	B11	0.14	N/A	0.29	N/A

**Notes**

1. The Unaudited Condensed Combined Statement of Profit or Loss and Other Comprehensive Income is prepared based on the combined results of Wellspire Holdings Berhad and its combining entities for the period ended 30 September 2022. The basis of preparation of the Unaudited Condensed Combined Statement of Profit or Loss and Other Comprehensive Income is disclosed in Note A1 and should be read in conjunction with the Accountants' Report included in the prospectus of Wellspire Holdings Berhad dated 27 December 2022 ("**Prospectus**") and the accompanying explanatory notes attached to this interim financial report.
2. This is the first financial report announced in compliance with ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"). There are no comparative figures for the preceding corresponding quarter and year-to-date available as no interim financial report is prepared for the comparative financial period concerned.

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**WELLSPIRE HOLDINGS BERHAD**  
Registration No: 202101026155 (1426455-A)  
Unaudited Interim Financial Report for the Third Quarter ended 30 September 2022

**UNAUDITED CONDENSED COMBINED STATEMENT OF FINANCIAL POSITION<sup>(1)</sup>**

	Note	Unaudited As at 30.09.2022 RM '000	Audited As at 31.12.2021 RM '000
<b>ASSETS</b>			
<i>Non-current assets</i>			
Property, plant and equipment		915	504
Right-of-use assets		1,361	1,805
		2,276	2,309
<i>Current assets</i>			
Inventories		5,672	6,251
Trade and other receivables		16,183	18,451
Cash and bank balances		13,132	5,882
		34,987	30,584
<b>TOTAL ASSETS</b>		<b>37,263</b>	<b>32,893</b>
<b>EQUITY AND LIABILITIES</b>			
Invested equity <sup>(2)</sup>		11,501	11,501
Share capital		12,000	2,000
Reserves		(11,523)	(11,281)
Retained earnings		10,345	8,311
		22,323	10,531
Non-controlling interests		5,377	3,941
<b>TOTAL EQUITY</b>		<b>27,700</b>	<b>14,472</b>
<b>LIABILITIES</b>			
<i>Non-current liabilities</i>			
Lease liabilities		429	405
Deferred tax liabilities		2,077	1,297
Borrowings	B8	236	308
		2,742	2,010
<i>Current liabilities</i>			
Lease liabilities		906	1,973
Borrowings	B8	4,287	9,815
Trade and other payables		1,209	2,734
Current tax liabilities		419	1,889
		6,821	16,411
<b>TOTAL LIABILITIES</b>		<b>9,563</b>	<b>18,421</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>37,263</b>	<b>32,893</b>
Net assets per share (Sen) <sup>(3)</sup>		94.99	78.00

**UNAUDITED CONDENSED COMBINED STATEMENT OF FINANCIAL POSITION  
(CONTINUED)**

**Notes**

1. The Unaudited Condensed Combined Statement of Financial Position is prepared based on the combined results of Wellspire Holdings Berhad and its combining entities for the period ended 30 September 2022. The basis of preparation of the Unaudited Condensed Combined Statement of Financial Position is disclosed in Note A1 and should be read in conjunction with the Accountants' Report included in the Prospectus and the accompanying explanatory notes attached to this interim financial report.
2. For the purpose of this combined interim financial report, the invested equity as of 30 September 2022 is the aggregate of the share capital of the other combining entities, namely Wellspire, Vine Growth Holdings Pte Ltd ("**Vine Growth**") and its subsidiaries.
3. Net assets per ordinary share is calculated based on the Company's combined issued share capital of 23,501,000 ordinary shares as at 30 September 2022 and 13,501,000 ordinary shares as at 31 December 2021.

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**WELLSPIRE HOLDINGS BERHAD**  
Registration No: 202101026155 (1426455-A)  
Interim Financial Report for the Financial Period ended 30 September 2022

**UNAUDITED CONDENSED COMBINED STATEMENT OF CHANGES IN EQUITY<sup>(1)(2)</sup>**

	Share capital RM'000	Invested equity RM'000	Foreign currency translation reserve RM'000	Merger reserve RM'000	Legal reserve RM'000	Distributable Retained earnings RM'000	Equity attributable to common controlling shareholders of the combining entities RM'000	Non- controlling interests RM'000	Total equity RM'000
<b>Unaudited</b>									
<b>Balance as at 1 January 2022</b>	2,000	11,501	(613)	(10,721)	53	8,311	10,531	3,941	14,472
Issuance of ordinary shares	10,000	-	-	-	-	-	10,000	19	10,019
Profit for the financial period	-	-	-	-	-	2,034	2,034	1,497	3,531
Other comprehensive loss, net of tax	-	-	(242)	-	-	-	(242)	(80)	(322)
Total comprehensive income	-	-	(242)	-	-	2,034	1,792	1,417	3,209
<b>Balance as at 30 September 2022</b>	12,000	11,501	(855)	(10,721)	53	10,345	22,323	5,377	27,700

**Notes :**

- The basis of preparation of the Unaudited Condensed Combined Statement of Changes in Equity is disclosed in Note A1 and should be read in conjunction with the Accountants' Report included in the Prospectus and the accompanying explanatory notes attached to this interim financial report.
- This is the first financial report announced in compliance with the Listing Requirements. There are no comparative figures for the preceding corresponding year's corresponding quarter available as no interim financial report is prepared for the comparative financial period concerned.

**WELLSPIRE HOLDINGS BERHAD**

Registration No: 202101026155 (1426455-A)

Interim Financial Report for the Financial Period ended 30 September 2022

**UNAUDITED CONDENSED COMBINED STATEMENT OF CASH FLOWS<sup>(1)(2)</sup>**

	<b>Unaudited Current Year- to-date 30.09.2022 RM '000</b>	<b>Unaudited Preceding Year Year-to-date 30.09.2021<sup>(2)</sup> RM '000</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	6,071	N/A
Adjustments for:		
Depreciation of:		
- property, plant and equipment	174	N/A
- right-of-use assets	978	N/A
Interest expense on:		
- borrowings	201	N/A
- lease liabilities	95	N/A
Interest income	(1)	N/A
Inventories written down	197	N/A
Reversal of impairment loss on trade receivables	(76)	N/A
Operating profit before changes in working capital	7,639	N/A
Changes in working capital		
Inventories	294	N/A
Trade and other receivables	2,119	N/A
Trade and other payables	(1,538)	N/A
Cash generated from operations	8,514	N/A
Interest received	1	N/A
Tax paid	(3,235)	N/A
Net cash from operating activities	5,280	N/A

**WELLSPIRE HOLDINGS BERHAD**

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Interim Financial Report for the Financial Period ended 30 September 2022

**UNAUDITED CONDENSED COMBINED STATEMENT OF CASH FLOWS (CONTINUED)**

	<b>Unaudited Current Year- to-date 30.09.2022 RM '000</b>	<b>Unaudited Preceding Year Year-to-date 30.09.2021<sup>(2)</sup> RM '000</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of:		
- property, plant and equipment	(597)	N/A
- right-of-use assets	(52)	N/A
Net cash used in investing activities	(649)	N/A
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Payments of lease liabilities	(1,625)	N/A
Proceeds from issuance of shares	10,000	N/A
Proceeds from issuance of shares to NCI	19	N/A
Repayments of borrowings	(5,772)	N/A
Net cash from financing activities	<u>2,622</u>	<u>N/A</u>
Net increase in cash and cash equivalents	7,253	N/A
Effects of exchange rate changes on cash and cash equivalents	(3)	N/A
Cash and cash equivalents at beginning of financial period	<u>5,882</u>	<u>N/A</u>
Cash and cash equivalents at end of financial period	<u><u>13,132</u></u>	<u><u>N/A</u></u>

**Notes:**

- The basis of the preparation of the Unaudited Condensed Combined Statement of Cash Flows is disclosed in Note A1 and should be read in conjunction with the Accountants' Report included in the Prospectus and the accompanying explanatory notes attached to this interim financial report.
- This is the first financial report announced in compliance with the Listing Requirements. There are no comparative figures for the preceding corresponding year's corresponding quarter available as no interim financial report is prepared for the comparative financial period concerned.



# WELLSPIRE HOLDINGS BERHAD

Registration No: 202101026155 (1426455-A)

Interim Financial Report for the Financial Period ended 30 September 2022

## PART A – EXPLANATORY NOTES ON COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARDS 134, INTERIM FINANCIAL REPORTING

### A1 –Basis of Preparation

The interim financial report of Wellspire Holdings Berhad (“Wellspire” or “Company”) and its subsidiaries (“Group”) are unaudited and have been prepared in accordance with the requirements of Malaysian Financial Reporting Standards (“MFRS”) 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and Rule 9.22 and Appendix 9B of the Listing Requirements.

This is the first interim financial report on the Company’s unaudited condensed consolidated financial results for the third (3<sup>rd</sup>) quarter ended 30 September 2022 announced in compliance with the Listing Requirements and as such, there are no comparative figures for the preceding year’s corresponding period.

The interim financial report should be read in conjunction with the Accountants’ Report as disclosed in the Prospectus of the Company dated 27 December 2022 and the accompanying notes attached to this interim financial report.

### A2 –Basis of Accounting

The significant accounting policies and methods of computation adopted by the Group in this interim financial report is consistent with those adopted as disclosed in the Accountants’ Report as disclosed in the Prospectus of the Company dated 27 December 2022.

The following MFRSs and Amendments to MFRSs have been issued but has not been early adopted by the Group.

Title	Effective Date
Amendments to MFRS 101 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2023
MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendments to MFRS 17 <i>Initial Application of MFRS 17 and MFRS 9 – Comparative Information</i>	1 January 2023
Amendments to MFRS 101 <i>Presentation of financial statements – Disclosure of Accounting Policies</i>	1 January 2023
Amendments to MFRS 108 <i>Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates</i>	1 January 2023
Amendments to MFRS 112 <i>Deferred tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023

### A3 – Declaration on Audit Qualification

The audited financial statements of the Group for the financial year ended 31 December 2021 was not subject to any audit qualification.

### A4 – Seasonal or Cyclicity of Operations

The business operations of the Group during the current financial quarter and period under review have not been materially affected by any seasonal or cyclical factors.

### A5 – Items of Unusual Nature, Size or Incidence

There were no items of an unusual nature, size or incidence affecting the assets, liabilities, equity, net income or cash flows in the current financial quarter and period under review.

### A6 – Material changes in Accounting Estimates

There were no material changes in accounting estimates during the current financial quarter and period under review.

### A7 – Debt and Equity Securities

On 9 March 2022, the Company increased its share capital to RM12,000,000 by way of allotment of 10,000,000 shares for the consideration of RM10,000,000, to defray estimated expenses for the listing and future working capital of Wellspire.

Save as disclosed above, there were no other issuances, cancellation, repurchases, resales and repayment of debts and equity securities during the current financial quarter and period under review.

### A8 – Dividends Paid

There was no dividend declared or paid during the current financial quarter and period under review.

# WELLSPIRE HOLDINGS BERHAD

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Interim Financial Report for the Financial Period ended 30 September 2022

## PART A – EXPLANATORY NOTES ON COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARDS (“MFRS”) 134, INTERIM FINANCIAL REPORTING (CONTINUED)

### A9 – Segmental Information

The primary activities of the Group are in a single industry segment of distribution of consumer packaged foods. Other reporting segment include online retailer of consumer packaged foods and investment holding, which are not of a sufficient size to be reported separately.

Management monitors the operating results of the Group as a whole for the purpose of making decisions about resource allocation and performance assessment. Accordingly, the Group has only one (1) reportable segment.

### A10 – Valuation of Property, Plant and Equipment

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

### A11 – Material Subsequent Events

In conjunction with the Company’s listing on the ACE Market of Bursa Securities, the Company issued its Prospectus for its IPO entailing the following:

- I. Public issue of 124,600,000 new shares (“**Public Issue Shares**”) at an IPO price of RM0.23 per share in the following manner:
  - a) 36,000,000 Public Issue Shares for application by the Malaysia Public;
  - b) 10,000,000 Public Issue Shares for application by our eligible Directors, employees and persons who have contributed to the success of the Group;
  - c) 78,600,000 Public Issue Shares by way of private placement to selected investors: and
- II. Offer for sale of 124,600,000 existing ordinary shares by way of private placement to selected investors.

Upon completion of the IPO, the Company is expected to be admitted to the Official List of Bursa Securities and the Company’s entire enlarged issued share capital of 712,125,000 shares shall be listed and quoted on the ACE Market of Bursa Securities on 16 January 2023.

Save as disclosed above, there were no other material events after the end of the current financial quarter and period under review that have not been reflected in this interim financial report as at the date of this interim financial report.

### A12 – Changes in the Composition of The Group

There were no other material changes in the composition of the Group for the current financial quarter and period under review.

### A13 – Contingent Assets and Contingent Liabilities

There were no contingent assets and contingent liabilities as at the date of this interim financial report.

### A14 – Capital Commitment

Save as disclosed below, there were no capital commitments:

	<b>Unaudited</b>	<b>Audited</b>
	<b>As at</b>	<b>As at</b>
	<b>30.09.2022</b>	<b>31.12.2021</b>
	<b>RM’000</b>	<b>RM’000</b>
Capital expenditure in respect of purchase of property, plant, and equipment		
Approved but not contracted for	<u>16,000</u>	<u>16,000</u>

**WELLSPIRE HOLDINGS BERHAD**

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Interim Financial Report for the Financial Period ended 30 September 2022

**PART A – EXPLANATORY NOTES ON COMPLIANCE WITH MALAYSIAN FINANCIAL REPORTING STANDARDS ('MFRS') 134, INTERIM FINANCIAL REPORTING (CONTINUED)****A15 –Related Party Transaction**

There were no related party transactions to the end of the current financial quarter and period under review, except for the following:

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Unaudited Current Year Quarter 30.09.2022 RM'000	Unaudited Preceding Year Corresponding Quarter 30.09.2021 <sup>(1)</sup> RM'000	Unaudited Current Year-to-date 30.09.2022 RM'000	Unaudited Preceding Year Year-to-date 30.09.2021 <sup>(1)</sup> RM'000
Domestic delivery services expense paid to a former related party	684	N/A	684	N/A
Rental expenses paid to a related party	415	N/A	1,268	N/A

Note:

- This is the first interim financial report on the Company's unaudited condensed consolidated financial results for the third (3rd) quarter ended 30 September 2022 announced in compliance with the Listing Requirements and as such, there are no comparative figures for the preceding year's corresponding period.

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## WELLSPIRE HOLDINGS BERHAD

Registration No: 202101026155 (1426455-A)

Interim Financial Report for the Financial Period ended 30 September 2022

### PART B - EXPLANATORY NOTES PURSUANT TO CHAPTER 9, APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

#### B1 – Review of Performance

The Group achieved a revenue of RM30.28 million for the current quarter ended 30 September 2022 and RM90.79 million for the financial year-to-date. The revenue and PBT were derived from customers located in Thailand. Revenue from sales of sunflower seeds accounted for RM28.33 million or 93.56% of the total revenue whereas the sales of other snack foods accounted for RM1.95 million or 6.44% of the total revenue for the for the current quarter ended 30 September 2022. Revenue from sales of sunflower seeds accounted for RM84.05 million or 93.0% of the total revenue whereas the sales of other snack foods accounted for RM6.74 million or 7.0% of the total revenue for the for the financial year-to-date.

Material costs constituted the largest component in the Group's cost of sales which accounted for RM24.0 million or 98.12% of its total cost of sales of amounting to RM24.46 million for the current quarter ended 30 September 2022 and RM 69.65 million or 98.0% of its total cost of sales amounting to RM71.30 million for the financial year-to-date.

Overall, the Group recorded gross profit of RM5.82 million, and profit before tax of RM2.19 million for the current quarter ended 30 September 2022 after expensing off professional fee in relation to the IPO of RM0.40 million which is one-off and non-recurring in nature. Further, the Group recorded gross profit of RM19.49 million, and profit before tax of RM6.07 million for the financial year-to-date after expensing off professional fee in relation to the IPO of RM2.90 million which is one-off and non-recurring in nature.

#### B2 – Comparison with immediate preceding quarter's results

This is the first interim financial report on the Company's unaudited condensed consolidated financial results for the third (3<sup>rd</sup>) quarter ended 30 September 2022 announced in compliance with Listing Requirements and as such, there are no comparative figures for the immediate preceding quarter.

#### B3 –Prospects and Outlook for the Current Financial Year

As disclosed in the Prospectus of the Company dated 27 December 2022, the Group will implement the following future plans

- a) As part of the Group's business strategies, the Group intends to acquire/ construct a warehouse and operating facility as a long-term investment to increase the Group's asset base instead of renting the distribution centre. The Group intends to allocate up to RM16.00 million of the IPO proceeds to be utilised within 18 months from its listing, to explore its options either to acquire the abovementioned existing distribution centre from the Promoters or to acquire a new warehouse and operational facility at another suitable location in Thailand.
- b) As a distributor of consumer packaged snack foods to operators of large chain retail outlets, the Group will continue to expand its range of products to include other types of snack foods as the Group has market access to a large potential end-consumer base. In this respect, the Group plans to widen its existing range of third-party brands of consumer packaged snack foods.

We have identified 1 new third-party brand for konjac and gluten snacks from China. In May 2022, we were appointed as an agent for the Thailand market by the brand owner and manufacturer of the konjac and gluten snacks. However, we only obtained Food and Drug Administration of Thailand's approvals in June and August 2022 for a total of 7 products. We target to launch these products by first quarter of year 2023.

- c) Part of the Group's plan is to enhance the features of its existing e-commerce platform operated by its subsidiary, Keymall Retail, to further complement its existing business model and to increase its online presence. The Group's existing e-commerce platform has basic features to showcase its product offerings on the website which does not have a payment gateway system, and is only available in Thai language. The Group plans to upgrade the platform to be functional by 1st half of year 2023 and to commence operations from the enhanced e-commerce platform. This will be funded through internally generated funds.

#### B4 – Variance of Actual Profit Forecast Profit

The Group did not issue any profit forecast or profit guarantee in the current financial quarter and period under review.

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**WELLSPIRE HOLDINGS BERHAD**

Registration No: 202101026155 (1426455-A)

Interim Financial Report for the Financial Period ended 30 September 2022

**PART B - EXPLANATORY NOTES PURSUANT TO CHAPTER 9, APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONTINUED)****B5 –Tax Expense**

	Individual Period		Cumulative Period	
	Unaudited Current Year Quarter	Unaudited Preceding Year Corresponding Quarter	Unaudited Current Year-to-date	Unaudited Preceding Year Year-to-date
	30.09.2022	30.09.2021	30.09.2022	30.09.2021
	RM'000	RM'000	RM'000	RM'000
In respect of current period :				
Tax expenses	795	N/A	2,540	N/A
Effective tax rate (%)	36.37	N/A	41.84	N/A
Statutory tax rate (%)	20.00	N/A	20.00	N/A

For the cumulative period ended 30 September 2022, the effective tax rate was 41.84%, which was higher than the statutory tax rate in Thailand of 20%. The higher effective tax rates were mainly due to tax effects of origination of temporary differences on undistributed retained earnings of combined entities of RM0.68 million and non-allowable expenses of RM0.60 million for the financial period ended 30 September 2022. In accordance with Section 70 of Thai Revenue Code, dividends paid to holding companies incorporated under foreign laws and not carrying on business in Thailand are subject to a withholding tax at the rate of 10% of the distributed amount.

**B6 – Status of Corporate Proposals**

Save for the IPO as disclosed in Note A11, there were no other corporate proposals announced but not implemented as at the date of this interim financial report

**B7 – Utilisation of Proceeds from IPO**

The gross proceeds of approximately RM28.66 million from the IPO are intended to be utilised in the following manner:

Details of utilisation	Estimated Timeframe for the utilisation upon listing <sup>(1)</sup>	Proposed Utilisation RM'000
Acquire/ construct a warehouse and operational facility in Thailand	Within 18 months	16,000
Working capital	Within 6 months	5,958
Estimated listing expenses <sup>(2)</sup>	Within 3 months	6,700
<b>Total</b>		<b>28,658</b>

Notes:

- (1) From the date of listing of the Company on the ACE Market of Bursa Securities. The utilisation of proceeds disclosed above should be read in conjunction with the Prospectus of the Company. As at the date of this interim report, the IPO is pending completion.
- (2) As at the date of this interim report, approximately RM 4.6 million listing expenses has been incurred.

The utilisation of proceeds disclosed above should be read in conjunction with the Prospectus dated 27 December 2022. As at the date of this interim financial report, the IPO is pending for completion and hence save as disclosed in Note 2, there is no other utilisation of the IPO proceeds.

**WELLSPIRE HOLDINGS BERHAD**

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Interim Financial Report for the Financial Period ended 30 September 2022

**PART B - EXPLANATORY NOTES PURSUANT TO CHAPTER 9, APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONTINUED)****B8 – Borrowings**

		Unaudited As at 30.09.2022 THB'000	Unaudited As at 30.09.2022 RM'000
<b>Current Liabilities</b>			
Term loan	Secured	763	94
Revolving credit	Unsecured	20,000	2,455
Invoice financing	Secured	14,163	1,738
		<u>34,926</u>	<u>4,287</u>
<b>Non-Current Liabilities</b>			
Term loan	Secured	1,926	236
		<u>1,926</u>	<u>236</u>
<b>Total Borrowings</b>		<u>36,852</u>	<u>4,523</u>

The bank borrowings are denominated in Thai Baht and has been converted to RM based on the exchange rate of THB 100 to RM 12.2739 as at 30 September 2022 for the purposes of this interim report.

**B9 – Material Litigations**

As at the date of this interim financial report, there is no material litigation or arbitration by/against the Group, which has a material effect on the financial position of the Group and the Board is not aware of any material proceedings pending or of any fact likely to give rise to any proceedings.

**B10 – Dividends**

There was no dividend declared or paid during the current financial quarter and period under review.

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**WELLSPIRE HOLDINGS BERHAD**

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Interim Financial Report for the Financial Period ended 30 September 2022

**PART B - EXPLANATORY NOTES PURSUANT TO CHAPTER 9, APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONTINUED)****B11 –Earnings per Share (“EPS”)**

The earnings per share of the current financial quarter and financial year-to-date are calculated as follows,

	<b>Unaudited Current Year Quarter 30.09.2022 RM'000</b>	<b>Unaudited Preceding Year Corresponding Quarter 30.09.2021<sup>(1)</sup> RM'000</b>	<b>Unaudited Current Year-to- date 30.09.2022 RM'000</b>	<b>Unaudited Preceding Year Year-to- date 30.09.2021<sup>(1)</sup> RM'000</b>
Profit attributable to the Owner of the company	963	N/A	2,034	N/A
Number of ordinary shares ('000)	712,125	N/A	712,125	N/A
Basic/ Diluted EPS (sen) <sup>(2)</sup>	0.14	N/A	0.29	N/A

## Notes

1. This is the first interim financial report on the Company's unaudited condensed consolidated financial results for the third (3rd) quarter ended 30 September 2022 announced in compliance with Listing Requirements and as such, there are no comparative figures for the preceding year's corresponding period.
2. Basic/ Diluted EPS is calculated based on the Company's enlarged issued share capital of 712,125,000 ordinary shares upon Listing.

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**WELLSPIRE HOLDINGS BERHAD**

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**PART B - EXPLANATORY NOTES PURSUANT TO CHAPTER 9, APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (CONTINUED)****B12 – Notes to the Condensed Consolidated Statement of Profit and Other Comprehensive Income**

Profit before tax is arrived at:

	Individual Quarter		Cumulative Quarter	
	Unaudited Current Year Quarter 30.09.2022 RM'000	Unaudited Preceding Year Corresponding Quarter 30.09.2021 RM'000	Unaudited Current Year-to- date 30.09.2022 RM'000	Unaudited Preceding Year Year-to- date 30.09.2021 RM'000
After charging:				
Advertising costs	4,157	N/A	4,853	N/A
Commission	108	N/A	391	N/A
Depreciation of :				
- property, plant and equipment	73	N/A	174	N/A
- right-of-use assets	327	N/A	978	N/A
Freight charges	260	N/A	970	N/A
Interest expenses on :				
- lease liabilities	23	N/A	95	N/A
- borrowings	55	N/A	201	N/A
Inventories written down	-	N/A	197	N/A
Professional fees	395	N/A	2,888	N/A
Promotional fees	574	N/A	3,230	N/A
Travelling expenses	241	N/A	498	N/A
And crediting:				
Interest income	-	N/A	(1)	N/A
Realised gain on foreign exchange	(127)	N/A	(175)	N/A
Reversal of impairment loss on trade receivables	(17)	N/A	(76)	N/A
Unrealised gain on foreign exchange	(290)	N/A	(875)	N/A

This is the first interim financial report on the Company's unaudited condensed consolidated financial results for the third (3<sup>rd</sup>) quarter ended 30 September 2022 announced in compliance with Listing requirements and as such, there are no comparative figures for the preceding year's corresponding period.

**B13 – Authorisation for issue**

The Group did not enter into any derivatives during the current quarter and financial year-to-date.

**B14 – Authorisation for issue**

The interim financial report was authorised for issue by the Board of Directors of the Company in accordance with a resolution passed by the Board of Directors on 11 January 2023.

**BY ORDER OF THE BOARD  
WELLSPRIE HOLDINGS BERHAD**