

Furniweb Holdings Limited 飛靄控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8480

First Quarterly Report

2023



CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This report, for which the directors (the “Directors”) of FURNIWEB HOLDINGS LIMITED (the “Company” together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

The Board of Directors of the Company (the “Board”) announces the unaudited condensed consolidated results of the Group for the three months ended 31 March 2023 (the “Period”), together with the unaudited comparative figures for the corresponding period in 2022, as follows:

Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

FOR THE THREE MONTHS ENDED 31 MARCH 2023

		Three months ended 31 March	
	Notes	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Revenue	4	60,219	30,083
Cost of sales		(46,864)	(21,860)
Gross profit		13,355	8,223
Other (expenses)/income, net	5	(96)	44
Selling and distribution costs		(404)	(1,256)
Administrative expenses		(7,933)	(4,749)
Interest income		198	107
Finance costs	6	(226)	(119)
Share of (loss)/profit of a joint venture, net of tax		(22)	46
Share of profit of associates, net of tax		–	1,290
Profit before income tax expense	7	4,872	3,586
Income tax expense	8	(1,122)	(675)
Profit for the period		3,750	2,911
Other comprehensive income, net of tax			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations		951	354
Share of other comprehensive income of a joint venture, net of tax		*	6
Share of other comprehensive income of associates, net of tax		–	24
Other comprehensive income for the period, net of tax		951	384
Total comprehensive income for the period		4,701	3,295
Earnings per share:			
Basic and diluted (cents)	10	0.62	0.52

* Amount less than RM1,000

Unaudited Condensed Consolidated Statement of Changes in Equity

FOR THE THREE MONTHS ENDED 31 MARCH 2023

	Share capital	Share premium	Merger reserve	Exchange translation reserve	Accumulated losses	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Balance at 1 January 2022 (audited)	30,255	80,824	39,433	321	(51,581)	99,252
Profit for the period	-	-	-	-	2,911	2,911
Exchange differences on translation of foreign operations	-	-	-	354	-	354
Share of other comprehensive income of a joint venture, net of tax	-	-	-	6	-	6
Share of other comprehensive income of associates, net of tax	-	-	-	24	-	24
Total comprehensive income	-	-	-	384	2,911	3,295
Balance at 31 March 2022 (unaudited)	30,255	80,824	39,433	705	(48,670)	102,547
Balance at 1 January 2023 (audited)	32,633	83,915	39,433	2,156	(33,414)	124,723
Profit for the period	-	-	-	-	3,750	3,750
Exchange differences on translation of foreign operations	-	-	-	951	-	951
Share of other comprehensive income of a joint venture, net of tax	-	-	-	*	-	*
Total comprehensive income	-	-	-	951	3,750	4,701
Balance at 31 March 2023 (unaudited)	32,633	83,915	39,433	3,107	(29,664)	129,424

* Amount less than RM1,000

Notes to the Financial Information

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 3 March 2017 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and its ordinary shares in issue have been listed on the GEM of The Stock Exchange of Hong Kong Limited since 16 October 2017 (the "**Listing**"). The addresses of the Company's registered office and its headquarters are Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Lot 1883, Jalan KPB9, Kg. Bharu Balakong, 43300 Seri Kembangan, Selangor, Malaysia, respectively. The principal place of business in Hong Kong is 31st Floor, 148 Electric Road, North Point, Hong Kong.

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacturing and sale of elastic textile, webbing, rubber tape and polyvinyl chloride ("**PVC**") related products, and energy efficiency business. The ultimate holding company of the Company is PRG Holdings Berhad ("**PRG Holdings**" or the "**Controlling Shareholder**") which is a public limited liability company incorporated in Malaysia and the issued shares of which are listed on the Main Market of Bursa Malaysia Securities Berhad.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"), International Accounting Standards ("**IAS**"), amendments and interpretations (hereinafter collectively referred to as the "**IFRSs**") issued by the International Accounting Standards Board and the applicable disclosure requirements of the GEM Listing Rules. They have been prepared under the historical cost basis.

The unaudited condensed consolidated financial statements are presented in Malaysian Ringgit ("**RM**"), which is the functional currency of the Company's major operating subsidiaries and all values are rounded to the nearest thousand (RM'000) except when otherwise indicated.

The unaudited condensed consolidated financial statements have been prepared with the same accounting policies adopted in the 2022 annual financial statements, except for those that relate to new standards or interpretations effective for the period beginning on or after 1 January 2023. Details of changes in accounting policies are set out below.

Adoption of new and revised IFRSs effective for annual periods beginning on or after 1 January 2023

New and revised IFRSs

IFRS 17	<i>Insurance Contracts</i>
IAS 1	<i>Amendments in relation to Disclosure of Accounting Policies</i>
IAS 8	<i>Amendments in relation to Definition of Accounting Estimates</i>
IAS 12	<i>Amendments in relation to Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>

The adoption of the above new and revised IFRSs did not result in significant changes and material effect on the unaudited condensed consolidated financial statements of the Group.

Notes to the Financial Information

3. REVENUE AND SEGMENT INFORMATION

(a) Business segment

The Company's subsidiaries are principally engaged in the manufacturing and sale of elastic textile, webbing, rubber tape and PVC related products, and energy efficiency business.

The Group determines its operating segments based on the reports reviewed by chief executive officer who is the chief operating decision-maker (the "CODM").

The Group has arrived at two reportable segments summarised as follows:

- (i) Manufacturing (the "**Manufacturing Division**"); and
- (ii) Energy Efficiency (the "**Energy Efficiency Division**").

The CODM assesses performance of the operating segments on the basis of profit before income tax expense.

There were no separate segment assets and segment liabilities information provided to the CODM, as the CODM does not use this information to allocate resources and evaluate the performance of the operating segments. Inter segment revenue is priced along the same lines as sales to external customers and is eliminated in the unaudited condensed consolidated financial statements.

Three months ended 31 March 2023 (unaudited)

	Manufacturing RM'000	Energy Efficiency RM'000	Others RM'000	Total RM'000
Revenue				
Revenue from external customers	22,768	37,409	42	60,219
Results				
Operating profit/(loss)	1,264	4,508	(850)	4,922
Interest income	121	2	75	198
Finance costs	(159)	(67)	-	(226)
Share of loss of a joint venture, net of tax	(22)	-	-	(22)
Profit/(Loss) before income tax expense	1,204	4,443	(775)	4,872
Income tax expense	(368)	(754)	-	(1,122)
Profit/(Loss) for the period	836	3,689	(775)	3,750
Other segment item:				
Amortisation and depreciation	(508)	(465)	-	(973)

Notes to the Financial Information

Three months ended 31 March 2022 (unaudited) (restated)

	Manufacturing RM'000	Energy Efficiency RM'000	Others RM'000	Total RM'000
Revenue				
Revenue from external customers	30,019	–	64	30,083
Results				
Operating profit/(loss)	3,237	–	(975)	2,262
Interest income	107	–	–	107
Finance costs	(119)	–	–	(119)
Share of profit of a joint venture, net of tax	46	–	–	46
Share of profit of associates, net of tax	–	1,290	–	1,290
Profit/(Loss) before income tax expense	3,271	1,290	(975)	3,586
Income tax expense	(675)	–	–	(675)
Profit/(Loss) for the period	2,596	1,290	(975)	2,911
Other segment item:				
Amortisation and depreciation	(507)	–	–	(507)

Notes to the Financial Information

(b) Geographical information

The Company is domiciled in the Cayman Islands while the Group's manufacturing facilities and sales offices are based in Malaysia, Vietnam, the People's Republic of China ("PRC") and Hong Kong, and the energy efficiency business is based in the Republic of Singapore ("Singapore") and Malaysia.

In presenting information on the basis of geographical areas, segment revenue is based on the geographical location of customers from which the sales transactions originated.

	Three months ended 31 March	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Revenue from external customers		
Asia Pacific	54,134	21,449
Europe	1,819	2,929
North America	4,266	5,277
Others	–	428
Total	60,219	30,083

(c) Information about major customers

Revenue from customers individually contributing over 10% of the total revenue of the Group for the reporting periods mainly from the Energy Efficiency Division (2022: Manufacturing Division) were as follows:

	Three months ended 31 March	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Customer A	23,137	–
Customer B	*	4,221
Customer C	*	3,395

* Revenue from these customers did not exceed 10% of the total revenue of the Group for the period ended 31 March 2023.

Notes to the Financial Information

4. REVENUE

	Three months ended	
	31 March	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Recognised at point in time:		
Sales of goods:		
— Elastic textile	7,312	9,645
— Webbing	9,349	13,240
— Other manufacturing products	6,107	7,134
— Others	743	64
Recognised over time:		
Contract income	34,061	—
Maintenance service	2,647	—
Total	60,219	30,083

5. OTHER (EXPENSES)/INCOME, NET

	Three months ended	
	31 March	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
(Loss)/Gain on foreign exchange, net		
— realised	(177)	22
— unrealised	36	(8)
Commission income	12	21
Gain on disposal of property, plant and equipment	18	5
Sales of scrap	1	2
Others	14	2
Total	(96)	44

Notes to the Financial Information

6. FINANCE COSTS

	Three months ended 31 March	
	2023	2022
	(Unaudited) RM'000	(Unaudited) RM'000
Interest on bank overdraft	6	4
Interest on bank borrowings	134	83
Interest on lease liabilities	86	32
Total	226	119

7. PROFIT BEFORE INCOME TAX EXPENSE

	Three months ended 31 March	
	2023	2022
	(Unaudited) RM'000	(Unaudited) RM'000
Profit before income tax expense is arrived at after charging/(crediting):		
Amortisation of intangible assets	177	1
Depreciation of property, plant and equipment	380	397
Depreciation of right-of-use assets	416	109
Gain on disposal of property, plant and equipment	(18)	(5)
Provision/(Reversal) of inventories written down, net	159	(34)

Notes to the Financial Information

8. INCOME TAX EXPENSE

	Three months ended 31 March	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Current tax expense		
— Malaysian income tax	107	367
— Overseas income tax	1,050	308
Over provision in prior periods	(5)	—
	1,152	675
Deferred tax		
— Current year	(30)	—
	1,122	675

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in the Cayman Islands.

The Malaysian income tax is calculated at the statutory tax rate of 24% of the estimated taxable profit for the three months ended 31 March 2023 and 2022.

Income tax expense for other taxation authorities are calculated at the rates prevailing in those respective jurisdictions.

9. DIVIDENDS

The Board does not recommend payment of any dividend for the Period (2022: RMNil).

Notes to the Financial Information

10. EARNINGS PER SHARE

The calculation of earnings per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company and the weighted average number of ordinary shares in issue during the Period.

The calculation of basic earnings per share is based on the following information:

	Three months ended 31 March	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Earnings		
Profit for the period attributable to owners of the Company	3,750	2,911
Number of shares		
Weighted average number of ordinary shares in issue during the Period ('000)	601,566	560,000

Diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares outstanding for the periods ended 31 March 2023 and 2022.

Management Discussion and Analysis

BUSINESS REVIEW

(a) Manufacturing Division

The Group is a long-established elastic textile and webbing manufacturer in Malaysia and Vietnam. The products are manufactured and sold in Malaysia and Vietnam, and also exported to over 30 countries, including the United States, United Kingdom, India, Indonesia, Australia, Sri Lanka and Pakistan.

The Group ventured into manufacture and sale of PVC related products in 2019 by acquiring the entire issued share capital of a company whose subsidiaries in Hong Kong and PRC are mainly engaged in the manufacture and sale of PVC related products.

During the Period, domestic sales and export sales accounted for approximately 42.4% and 57.6% (2022: 38.6% and 61.4%) of the total revenue from the Manufacturing Division, respectively. Asia Pacific region, Europe and North America continued to be the major export countries of the Group during the three months ended 31 March 2023 and 2022.

Revenue generated from the sale of elastic textile, webbing and other manufacturing products accounted for approximately 32.1%, 41.1% and 26.8% (2022: 32.1%, 44.1% and 23.8%) of the total revenue from the Manufacturing Division respectively during the Period.

The revenue from the Manufacturing Division for the Period was approximately RM22.8 million (2022: RM30.0 million), decreased by approximately RM7.2 million or 24.0% as compared to the corresponding period of 2022. The overall decrease in revenue from the Manufacturing Division was mainly due to the slowdown in global demand and rising inflation.

The performance by products is stated as below:

(i) *Elastic textile*

For the Period, the revenue of elastic textile was approximately RM7.3 million (2022: RM9.6 million), decreased by RM2.3 million or 24.0% as compared to the corresponding period of 2022, mainly due to the decrease in sales volume from customers in Asia Pacific region, Europe and North America during the Period.

Management Discussion and Analysis

(ii) Webbing

For the Period, the revenue of webbing was approximately RM9.3 million (2022: RM13.2 million), decreased by RM3.9 million or 29.5% as compared to the corresponding period of 2022. This was mainly attributable to the decrease in sales volume for both furniture webbing and seat belt webbing from customers in Asia Pacific region, Europe and North America during the Period.

(iii) Other manufacturing products

During the Period, the revenue of other manufacturing products was approximately RM6.2 million (2022: RM7.2 million), decreased by RM1.0 million or 13.9% as compared to the corresponding period of 2022, mainly due to the decrease in revenue contributed by both PVC related products and rubber tape products as compared to the corresponding period of 2022.

(b) Energy Efficiency Division

The revenue of approximately RM37.4 million (2022: RMNil) from Energy Efficiency Division was solely derived from Singapore during the Period. The revenue comprised energy solution contracts, maintenance service contracts and others, which accounted for approximately 91.2%, 7.0% and 1.8% (2022: Nil) of total revenue from the Energy Efficiency Division respectively during the Period.

The Energy Efficiency Division recorded a strong revenue by recognising progress completion and delivery of projects during the Period.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

The Group's revenue for the Period amounted to approximately RM60.2 million (2022: RM30.1 million), representing a significant increase of RM30.1 million or 100% as compared to the corresponding period of 2022. The increase of revenue was mainly contributed by the new Energy Efficiency Division which amounted to approximately RM37.4 million during the Period (2022: RMNil). However, the increase in revenue was offset by the lower revenue contributed by the Manufacturing Division given the decrease in sales orders during the Period as compared to the corresponding period of 2022.

The Group's total revenue for the Period was accounted for approximately 37.8% and 62.1% (2022: 99.7% and Nil) by the Manufacturing Division and the Energy Efficiency Division respectively.

Cost of Sales

For the Period, the cost of sales of the Group amounted to approximately RM46.9 million (2022: RM21.9 million), representing an increase of approximately RM25.0 million or 114.2% as compared to the corresponding period of 2022. The increase in cost of sales was consistent with the increase in revenue, mainly contributed by the Energy Efficiency Division.

Gross Profit and Gross Profit Margin

For the Period, the Group achieved gross profit of approximately RM13.4 million (2022: RM8.2 million), representing an increase of RM5.2 million or 63.4% as compared to the corresponding period of 2022, mainly due to gross profit of RM7.7 million (2022: RMNil) generated by the Energy Efficiency Division during the Period, offsetting with the lower gross profit generated by the Manufacturing Division during the Period.

The gross profit margin of the Group decreased from 27.2% to 22.3%, mainly due to the gross profit margin of the Energy Efficiency Division being generally lower as compared to the Manufacturing Division. In addition, the gross profit margin from the Manufacturing Division was also lower as a result of an increase in chemical and utilities costs during the Period.

Management Discussion and Analysis

Other Expenses, net

For the Period, the net other expenses of the Group amounted to approximately RM0.10 million (2022: net other income of RM0.04 million), mainly due to loss on foreign exchange during the Period as compared to the corresponding period of 2022.

Selling and Distribution Costs

For the Period, the selling and distribution costs of the Group amounted to approximately RM0.4 million (2022: RM1.3 million), representing a decrease of approximately RM0.9 million or 69.2% as compared to the corresponding period of 2022. The decrease was in line with lower sales from the Manufacturing Division during the Period.

Administrative Expenses

The administrative expenses mainly included salaries for management and administrative staff, depreciation of property, plant and equipment not directly used for production, and other miscellaneous expenses.

For the Period, the administrative expenses of the Group amounted to approximately RM7.9 million (2022: RM4.7 million), representing an increase of approximately RM3.2 million or 68.1% as compared to the corresponding period of 2022. The increase was mainly due to the consolidation of administrative expenses from the Energy Efficiency Division during the Period.

Profit for the Period

Profit for the Period amounted to approximately RM3.8 million (2022: RM2.9 million), representing an increase of approximately RM0.9 million or 31.0% as compared to the corresponding period of 2022. The increase was mainly due to profit contributed by the Energy Efficiency Division which amounted to approximately RM3.7 million during the Period (2022: share of profit from associate of RM1.3 million). The lower profit generated from the Manufacturing Division was in line with the decrease in revenue during the Period.

Management Discussion and Analysis

DIVIDEND

The Board does not declare the payment of any dividend for the Period (2022: RMNil).

SHARE OPTION SCHEME

As at 31 March 2023, no share options had been granted under the share option scheme adopted by the Company on 20 September 2017. The number of options available for grant under the scheme mandate at the beginning and the end of the Period was 50,400,000.

FUTURE PROSPECTS AND OUTLOOK

Higher-than-expected inflation, especially in the United States and major European economies, is triggering a tightening of global financial conditions. China's slowdown has been worse than anticipated amid COVID-19 outbreaks and lockdowns, and there have been further negative spillovers from the war in Ukraine. As a result, global economy is expected to have a soft landing in year 2023.

The supply chain disruption coupled with the rising costs of material and slow demand remain the major challenges that affect manufacturing operations. In view of the uncertainty of global economy, the Group will continue to operate within the constraints, revisit the market demand, pricing strategies as well as rationalise the cost structure in order to stay competitive in the market.

Global energy consumption is expected to continue growing in 2023. The energy prices remaining high and possible contraction in gas and oil supplies from Russia have driven the needs and urgency to reduce energy consumption globally. The Group is of the view that governments will move towards the direction of reducing greenhouse gas emissions, establishing climate change mitigation policies and promoting energy efficiency initiatives. With the support from government policies, rising energy costs and the global push for environmental, social and governance initiatives, the Group believes the energy efficiency business will contribute positively to the Group's results.

Management Discussion and Analysis

COMMERCIAL ACTIVITIES IN SANCTIONED COUNTRIES

During the Period, the Group did not enter into any transactions in countries or territories which are targeted with certain economic sanctions under the laws of the United States, the European Union, the United Nations and Australia (the “**Sanctioned Countries**”) or with certain person(s) and entity(ies) listed on the Office of Foreign Assets Control of the United States Department of Treasury’s sanctions lists including the Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the United States, the European Union, the United Nations or Australia (the “**Sanctioned Persons**”) that the Group believes would put the Group or its investors at risk of violating or becoming the target of sanction-related laws and regulations in the United States, the European Union, the United Nations and Australia (the “**International Sanctions**”).

To continuously monitor and evaluate the Group’s business and take measures to comply with the Group’s continuing undertakings to the Stock Exchange as disclosed in the prospectus issued by the Company on 29 September 2017 (“**Prospectus**”), and to protect the interests of the Group and the shareholders of the Company (the “**Shareholders**”), the Group has undertaken the following measures and efforts to monitor and evaluate its business activities in connection with possible International Sanctions risks as at the date of this report:

- (i) the Group has set up a risk management committee, comprising of two independent non-executive Directors and one executive Director, whose responsibilities include, among others, overseeing the Group’s management activities in managing key risks, ensuring that the risk management process is functioning effectively and reviewing risk management strategies, policies, risk appetite and risk tolerance;
- (ii) the Group will evaluate sanctions risks prior to determining whether the Group should embark on any business opportunities in a Sanctioned Country or with Sanctioned Persons; and
- (iii) as and when the risk management committee considers necessary, the Group will retain an external International Sanctions legal adviser with necessary expertise and experience in International Sanctions matters for recommendations and advice. During the Period, the risk management committee did not identify any exposure to sanctions risks by the Group which it considered necessary for the Group to retain an external International Sanctions legal adviser.

The Directors are of the view that such risk management measures and efforts provided a reasonably adequate and effective framework to assist the Group in identifying and monitoring any material International Sanctions risk so as to protect the interests of the Company and its shareholders as a whole.

Other Information

CORPORATE GOVERNANCE PRACTICES

The Directors recognise the importance of good corporate governance in management and internal procedures so as to achieve effective accountability. The Company's corporate governance practices are based on the principles of good corporate governance as set out in the Corporate Governance Code in Appendix 15 to the GEM Listing Rules (the "**CG Code**") and in relation to, among others, the Directors, chairman and chief executive officer, Board composition, the appointment, re-election and removal of Directors, their responsibilities and remuneration and communications with the Shareholders.

To the best knowledge of the Board, the Company had complied with the code provisions in the CG Code during the Period.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACT OF SIGNIFICANCE

During the Period, none of the Directors or his connected entity had a material interest, whether directly or indirectly, in any arrangement, transaction or contract of significance to the business of the Group subsisting during the Period or at the end of the Period to which the Company or any of its subsidiaries or fellow subsidiaries was a party.

As at 31 March 2023, no contract of significance had been entered into between the Company, or any of its subsidiaries or fellow subsidiaries and the Controlling Shareholder or any of its subsidiaries.

DEED OF NON-COMPETITION

As disclosed in the section "Relationship With Our Controlling Shareholder — Competition — Undertakings given by our Controlling Shareholder" in the Prospectus, the Controlling Shareholder has entered into a Deed of Non-Competition dated 28 September 2017 (the "**Deed of Non-Competition**"), which contains certain non-compete undertakings (the "**Non-Compete Undertakings**") in favour of the Company (for itself and as trustee for each member of the Group).

Other Information

Pursuant to these Non-Compete Undertakings, the Controlling Shareholder has, among other matters, irrevocably undertaken to the Company that at any time during the Relevant Period*, the Controlling Shareholder shall, and shall procure that its close associates and/or companies controlled by it (other than the Group) shall not, directly or indirectly, be interested or involved or engaged in or acquire or hold any right or interest (in each case whether as a shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) in any business which is or is about to be engaged in any business which competes or is likely to compete with the businesses of the Group (including but not limited to the manufacturing of elastic textile, webbing and other products including rubber tape and metal components for furniture) in Malaysia, Vietnam and/or any other country or jurisdiction in or to which the Group sells its products and/or in which any member of the Group carries out the abovementioned business from time to time ("**Restricted Activity**").

- * the "Relevant Period" means the period commencing from the date of Listing and shall expire on the earlier of the dates below:
- (a) the date on which the Controlling Shareholder and its close associates (whether individually or taken as a whole) cease to own 30% of the then issued share capital of the Company (whether directly or indirectly) or cease to be the controlling shareholder of the Company for the purpose of the GEM Listing Rules; and
 - (b) the date on which the shares of the Company cease to be listed on GEM or (if applicable) other stock exchange.

The Controlling Shareholder has provided a written confirmation to the Company that it has complied with the Deed of Non-Competition for the Period and there is no matter in relation to their compliance with or enforcement of the Deed of Non-Competition that needs to be brought to the attention of the Stock Exchange, the Company and/or the shareholders of the Company.

The independent non-executive Directors have also confirmed to the Company that, having made such reasonable enquiries with the Controlling Shareholder and reviewed the written confirmation from the Controlling Shareholder and/or such documents as they considered appropriate, nothing has come to their attention that causes them to believe that the terms of the Deed of Non-Competition had not been complied with by the Controlling Shareholder during the Period.

Other Information

COMPETING INTERESTS OF DIRECTORS, CONTROLLING SHAREHOLDER AND THEIR RESPECTIVE CLOSE ASSOCIATES

None of the Directors or the Controlling Shareholder or any of their respective close associates (as defined under the GEM Listing Rules) had any business or interests in any business, apart from the business operated by members of the Group, which competes or is likely to compete, directly or indirectly, with the business of the Group and/or has or is likely to have other conflict of interest with the Group during the Period.

SUBSEQUENT EVENTS

Purchase of the Properties involving Issue of the Consideration Shares under Specific Mandate, Non-Compete Undertaking Amendments, and Proposed Authorised Share Capital Increase

Reference is made to the announcement of the Company dated 27 April 2023.

On 27 April 2023, PRG Holdings (as vendor), PRG Land Sdn Bhd (as purchaser and a wholly-owned subsidiary of the Company) (the **"Purchaser"**), and the Company entered into a conditional sale and purchase agreement (the **"Master Agreement"**) in relation to the purchase of 50 condominium units located within the development project named Picasso Residence in Malaysia by the Purchaser from PRG Holdings in accordance with the terms and conditions of the Master Agreement for a total consideration of RM61,982,000.00 (equivalent to HK\$109,689,545.40) which is partly payable by the Company in cash and partly satisfied by the allotment and issue of new shares of the Company to PRG Holdings.

On 27 April 2023, PRG Holdings and the Company entered into the conditional non-compete undertaking supplemental deed excluding the business of property investment, whether through holding, development, redevelopment or otherwise, to earn returns on the investment in the form of rental income, gain on sale or other disposals, dividends or any other forms, from the Restricted Activity.

Other Information

To accommodate the future expansion and growth of the Group and to provide the Company with greater flexibility for future expansion in its share capital, on 27 April 2023, the Company proposed the increase in the Company's authorised share capital from HK\$100,000,000 divided into 1,000,000,000 shares each to HK\$200,000,000 divided into 2,000,000,000 shares.

An extraordinary general meeting of the Company will be convened and held for the purpose of considering, and if thought fit, approving, among others, the above matters. Further announcement(s) will be made by the Company as and when appropriate.

Resignation of Executive Director, Change of Compliance Officer, Change in Composition of Risk Management Committee, and Change of Authorised Representative

Reference is made to the announcement of the Company dated 1 May 2023.

With effect from 30 April 2023, Mr. Cheah Hannon resigned as an executive Director, a compliance officer, an authorised representative under the GEM Listing Rules and a member of the risk management committee of the Company. Dato' Lua Choon Hann was appointed as a compliance officer under the GEM Listing Rules and a member of the risk management committee of the Company. Mr. Cheah Eng Chuan was appointed as an authorised representative under the GEM Listing Rules.

Other than as disclosed above, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 31 March 2023 and up to the date of this report.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the Period.

Other Information

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN THE SECURITIES OF THE COMPANY AND/OR ITS ASSOCIATED CORPORATIONS

As at 31 March 2023, the interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO") held by the Directors and chief executive of the Company as recorded in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(1) Long positions in the ordinary shares of HK\$0.10 each in the Company (the "Shares")

Name of Director	Capacity/ Nature of interest	Number of securities (Note 1)	Approximate percentage of shareholding (Note 2)
Dato' Lua Choon Hann	Beneficial owner	260,000 Shares (L)	0.04%

Notes:

1. The letter "L" denotes the long position of the Director in the Shares.
2. The percentage of shareholding is calculated on the basis of 601,565,600 Shares in issue as at 31 March 2023.

Other Information

(2) Long positions in the ordinary shares in the associated corporation of the Company

Name of Director	Name of the associated corporation	Capacity/ Nature of interest	Number of securities (Note 2)	Approximate percentage of shareholding (Note 4)
Dato' Lim Heen Peok	PRG Holdings (Note 1)	Beneficial owner	108,800 shares (L)	0.03%
Dato' Lua Choon Hann	PRG Holdings (Note 1)	Beneficial owner	32,322,800 shares (L)	7.52%
		Interest of spouse	300,000 shares (L) (Note 3)	0.07%
Cheah Eng Chuan	PRG Holdings (Note 1)	Beneficial owner	1,000,000 shares (L)	0.23%

Notes:

1. PRG Holdings is the holding company and the associated corporation of the Company within the meaning under Part XV of the SFO.
2. The letter "L" denotes the long position of the Director in the shares in PRG Holdings.
3. Dato' Lua Choon Hann was deemed to be interested in the shares in PRG Holdings held directly by his spouse under Part XV of the SFO.
4. The percentage of shareholding is calculated on the basis of 429,857,221 shares in PRG Holdings in issue as at 31 March 2023.

Save as disclosed above, none of the Directors or chief executive of the Company had, or was deemed to have, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31 March 2023.

Other Information

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

As at 31 March 2023, so far as are known to the Directors, the following persons (other than the Directors or chief executive of the Company) were recorded in the register kept by the Company under Section 336 of the SFO; or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

Interests and short positions in the ordinary shares of HK\$0.10 each in the Company (the "Shares")

Name of Shareholder	Capacity/ Nature of interest	Number of securities (Note 1)	Approximate percentage of shareholding (Note 7)
PRG Holdings (Notes 2 and 3)	Beneficial owner	303,468,000 Shares (L)	50.45%
Jim Ka Man	Beneficial owner	53,572,000 Shares (L) (Note 4)	8.91%
	Interest of spouse	5,192,000 Shares (L) (Note 5)	0.86%
Ng Yan Cheng	Beneficial owner	66,977,600 Shares (L) (Note 6)	11.13%

Other Information

Notes:

1. The letter "L" denotes the person's long position in the Shares.
2. PRG Holdings is a company incorporated in Malaysia and whose issued shares are listed on the Main Market of Bursa Malaysia Securities Berhad.
3. Dato' Lua Choon Hann, an executive Director, is the group executive vice chairman of PRG Holdings. Ng Tzee Penn, a non-executive Director, is an executive director of PRG Holdings.
4. According to the disclosures of interest form filed by Jim Ka Man, Jim Ka Man had acquired up to 53,572,000 Shares on 29 August 2022.
5. According to the disclosure of interest form filed by Jim Ka Man, Jim Ka Man was deemed to be interested in the Shares held directly by her spouse under Part XV of the SFO.
6. According to the disclosure of interest form filed by Ng Yan Cheng, Ng Yan Cheng had acquired up to 66,977,600 Shares as at 29 August 2022.
7. The percentage of shareholding is calculated on the basis of 601,565,600 Shares in issue of the Company as at 31 March 2023.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules, as its own securities dealing code, with terms no less exacting than the code of conduct regarding Directors' securities transactions in securities of the Company. Having made specific enquiry to the Directors, all Directors have confirmed that they have complied with the required standard of dealings and there is no event of non-compliance during the Period.

REVIEW OF FINANCIAL STATEMENTS

The Company established the Audit Committee on 20 September 2017 with written terms of reference in compliance with the GEM Listing Rules and the CG Code. The Board has adopted a revised terms of reference of the Audit Committee effective on 20 March 2019. The primary duties of the Audit Committee are to assist the Board in overseeing the financial reporting and disclosure processes, internal control and risk management systems of the Company, and the audit process.

The Audit Committee currently comprises of three independent non-executive Directors, namely, Mr. Ho Ming Hon, Dato' Sri Dr. Hou Kok Chung and Dato' Lee Chee Leong. Mr. Ho Ming Hon is the chairman of the Audit Committee.

Other Information

The Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the Period and discussed with the management of the Company the accounting principles and practices adopted by the Group as well as internal controls and other financial reporting matters. The Audit Committee is of the opinion that such results have been prepared in compliance with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board
FURNIWEB HOLDINGS LIMITED
Dato' Lim Heen Peok
Chairman

Malaysia, 8 May 2023

As at the date of this report, the non-executive Directors are Dato' Lim Heen Peok (the Chairman) and Mr. Ng Tzee Penn, the executive Directors are Mr. Cheah Eng Chuan and Dato' Lua Choon Hann, and the independent non-executive Directors are Mr. Ho Ming Hon, Dato' Sri Dr. Hou Kok Chung and Dato' Lee Chee Leong.

This report will remain on the "Latest Listed Company Information" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting. This report will also be posted on the Company's website at <http://www.furniweb.com.my>.