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LINOCRAFT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8383

www.linocraftprinters.com

THIRD QUARTERLY REPORT 2022/2023





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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.

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This report, for which the directors (the “**Directors**”) of Linocraft Holdings Limited (the “**Company**”) 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.



Financial Highlights

- The Group's total revenue amounted to approximately RM150.3 million for the nine months ended 31 May 2023, decreased by approximately 23.4% as compared to that of the same period in 2022.
- The gross loss amounted to approximately RM2.8 million for the nine months ended 31 May 2023, as compared to the gross profit of approximately RM37.4 million for the nine months ended 31 May 2022.
- The Group recorded a net loss of approximately RM22.7 million for the nine months ended 31 May 2023.
- The Board does not recommend the payment of interim dividends for the nine months ended 31 May 2023.

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated financial results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months and nine months ended 31 May 2023 (the “**Third Quarterly Financial Statements**”) together with the comparative figures for the corresponding periods in 2022 as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 31 May 2023

	Notes	Three months ended 31 May		Nine months ended 31 May	
		2023 (Unaudited) RM'000	2022 (Unaudited) RM'000	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Revenue	4	40,653	62,869	150,339	196,214
Cost of sales		(43,077)	(50,908)	(153,095)	(158,822)
Gross (loss)/profit		(2,424)	11,961	(2,756)	37,392
Other operating income		1,394	3,057	4,712	5,901
Distribution costs		(2,018)	(2,513)	(7,300)	(9,907)
Administrative expenses		(2,758)	(3,200)	(10,946)	(12,820)
Other operating expenses		—	(36)	—	(41)
(Loss)/profit from operation		(5,806)	9,269	(16,290)	20,525
Finance costs		(2,281)	(1,540)	(6,421)	(4,927)
Share of loss of a joint venture		—	—	(4)	(4)
(Loss)/profit before income tax expense		(8,087)	7,729	(22,715)	15,594
Income tax expense	5 7	—	(1,200)	—	(2,600)
(Loss)/profit for the period		(8,087)	6,529	(22,715)	12,994
Other comprehensive (expense)/ income, net of tax					
<i>Items that may be reclassified subsequently to profit or loss</i>					
— Exchange differences on translation to profit or loss		(893)	(456)	(92)	223
Total comprehensive (expense)/ income for the period		(8,980)	6,073	(22,807)	13,217
		RM	RM	RM	RM
(Loss)/earnings per share					
Basic and diluted (loss)/earnings per share	8	(1.01) sen	0.82 sen	(2.84) sen	1.62 sen

Financial Results

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 May 2023

	Share capital RM'000	Share premium RM'000	Merger reserve RM'000	Exchange reserve RM'000	Retained earnings RM'000	Total RM'000
Balance at 1 September 2021 (Audited)	4,304	35,967	8,548	(1,864)	48,028	94,983
Profit for the period	—	—	—	—	12,994	12,994
Other comprehensive income	—	—	—	223	—	223
Total comprehensive income	—	—	—	223	12,994	13,217
Balance at 31 May 2022 (Unaudited)	4,304	35,967	8,548	(1,641)	61,022	108,200
Balance at 1 September 2022 (Audited)	4,304	35,967	8,548	(1,119)	53,881	101,581
Loss for the period	—	—	—	—	(22,715)	(22,715)
Other comprehensive expense	—	—	—	(92)	—	(92)
Total comprehensive expense	—	—	—	(92)	(22,715)	(22,807)
Balance at 31 May 2023 (Unaudited)	4,304	35,967	8,548	(1,211)	31,166	78,774

Notes to the Consolidated Financial Information

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 13 April 2017 under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. Its principal place of business in Hong Kong and Malaysia are located at Unit 1302, 13/F, West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong and Lot 1769, Jalan Belati, Off Jalan Kempas Lama, Taman Perindustrian Maju Jaya, 81300 Johor Bahru, Johor Darul Takzim, Malaysia, respectively.

The shares of the Company (the "**Shares**") was listed on GEM on 15 September 2017 (the "**Listing**") by way of share offer (the "**Share Offer**"). The Group is a well-established integrated offset printing and packaging solutions provider based in Malaysia.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (the "**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and the applicable disclosure requirements of the GEM Listing Rules. They have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair value at the end of the reporting period.

As at 31 May 2023, the current liabilities of the Group exceeded its current assets. These conditions may cast significant doubt on the Group's ability to continue as a going concern. The Directors, after making due enquires and considering the management's projection, believe that there will be sufficient financial resources to continue its operations and to meet its financial obligation. Accordingly, the Directors consider that it is appropriate to prepare the unaudited condensed consolidated financial statements on a going concern basis.



Notes to the Consolidated Financial Information

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

The functional currency of the Company is Hong Kong dollars (“**HK\$**”), while the unaudited condensed consolidated financial statements are presented in Malaysian Ringgit (“**RM**”), which is the functional currency of the Company’s major subsidiaries. As the Group mainly operates in Malaysia, the Directors consider that it is more appropriate to adopt RM as the Group’s and the Company’s presentation currency. All values are rounded to the nearest thousand except when otherwise indicated.

Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The unaudited condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and thereby should be read in conjunction with the annual financial statements for the year ended 31 August 2022 (“**2022 Financial Statements**”) which have been prepared in accordance with the accounting policies which conforms to the HKFRSs.

Adoption of new or revised HKFRSs

In the current period, the Group has applied all the amendments to HKFRSs issued by the HKICPA that are relevant to its operations and effective for the Group’s financial period beginning on 1 September 2022. The adoption of these amendments to HKFRSs had no material effect on the results and financial position of the Group and/or disclosures set out in these unaudited condensed consolidated financial statements for the current and/or prior accounting periods.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

Adoption of new or revised HKFRSs (Continued)

New or revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to HKAS 1 and HK Interpretation 5 (Revised)	Classification of Liabilities as Current or Non-current and Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after 1 January 2024.

³ The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.



Notes to the Consolidated Financial Information

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (Continued)

Adoption of new or revised HKFRSs (Continued)

New or revised HKFRSs that have been issued but are not yet effective (Continued)

The Directors are currently assessing the possible impact of these new or revised standards on the Group's result and financial position in the first year of application.

Accounting estimates and assumptions are used in the preparation of financial statements. Although these estimates are based on management's best knowledge and judgment of current events and actions, actual results may ultimately differ from those estimates and assumptions. In preparing these unaudited condensed consolidated financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the 2022 Financial Statements.

3. SEGMENT INFORMATION

(a) Business segment

The Group has been operating in one operating and reportable segment, being printing and manufacture of instruction manuals, inserts, packaging products and printed paper labels. The chief operating decision maker make decisions based on the historical financial information of the Group prepared in accordance with HKFRSs as a whole about resources allocation and performance assessment. Accordingly, only entity-wide disclosure, major customers and geographic information are presented.

Notes to the Consolidated Financial Information

3. SEGMENT INFORMATION (Continued)

(b) Geographic information

The following table provides an analysis of the Group's revenue from external customers.

	Three months ended 31 May		Nine months ended 31 May	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Malaysia	21,809	37,383	84,425	117,274
Singapore	2,634	3,093	8,180	8,372
Philippines	16,210	22,393	57,734	70,568
	40,653	62,869	150,339	196,214

(c) Information about major customers

Revenue from external customers individually contributing 10% or more of the Group's revenue are as follows:

	Three months ended 31 May		Nine months ended 31 May	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Customer A	8,552	17,763	39,033	57,380
Customer B	N/A*	6,965	N/A*	20,817

* The corresponding customer did not contribute more than 10% of the total revenue of the Group during the nine months ended 31 May 2023 and 2022 respectively.

Notes to the Consolidated Financial Information

4. REVENUE

An analysis of disaggregation of the Group's revenue from contract with customers are as follows:

	Three months ended 31 May		Nine months ended 31 May	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Sales of productions products transferred at a point in time:				
— Packaging	30,116	45,522	109,469	139,049
— Inserts	8,661	13,239	32,626	42,126
— Instruction manuals	1,640	4,000	7,524	14,739
— Label	236	108	720	300
	40,653	62,869	150,339	196,214

Notes to the Consolidated Financial Information

5. (LOSS)/PROFIT BEFORE INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	31 May		31 May	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
(Loss)/profit before income tax expense is arrived at after charging/(crediting):				
Cost of inventories sold	43,077	50,908	153,095	158,822
Depreciation of property, plant and equipment	2,419	1,822	6,764	5,565
Depreciation of right-of-use assets	1,474	2,192	5,344	6,413
Employee costs	7,040	11,429	31,019	35,943
(Gain)/loss on foreign exchange	(787)	(3,257)	372	(999)
(Reversal of)/allowance for expected credit losses	—	—	(771)	5
The fair value loss/(gain) on derivative financial instruments	15	274	(400)	36

6. DIVIDENDS

The Board does not recommend the payment of interim dividends for the nine months ended 31 May 2023 (2022: nil).

Notes to the Consolidated Financial Information

7. INCOME TAX EXPENSE

The amount of income tax expense in the consolidated statements of comprehensive income represents:

	Three months ended 31 May		Nine months ended 31 May	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Current tax — Corporate income tax — charge for the period	—	1,200	—	2,600
Deferred tax	—	—	—	—
Income tax expense	—	1,200	—	2,600

The Company was incorporated in the Cayman Islands that is tax-exempted as no business is carried out in the Cayman Islands under the laws of the Cayman Islands.

Hong Kong Profits Tax is calculated at tiered rates of 8.25% (2022: 8.25%) on the first HK\$2 million and 16.5% for the remainder (2022: 16.5%) on the remaining balance of the estimated assessable profits of the qualifying subsidiary operating in Hong Kong for the nine months ended 31 May 2023 and 2022.

Corporate income tax in Malaysia is calculated at the statutory rate of 24% (2022: 24%) of the estimated taxable profit for the nine months ended 31 May 2023 and 2022.

Companies in Malaysia with a paid up capital of RM2,500,000 and below can enjoy lower corporate tax rate in Malaysia of 17% (2022: 17%) on the first RM600,000 (2022: RM600,000) taxable profit and remaining balance of the estimated taxable profit at tax rate of 24% (2022: 24%).

Notes to the Consolidated Financial Information

7. INCOME TAX EXPENSE (Continued)

Subsidiary located in Philippines was subject to Philippines income tax at the rate of 30% (2022: 30%) on the estimated taxable income during the nine months ended 31 May 2023. Starting from the fourth taxable year after the year the business operations commenced, entities incorporated in the Philippines are required to pay tax equivalent to the higher of 30% (2022: 30%) regular corporate income tax (“**RCIT**”) on taxable income and the 2% (2022: 2%) minimum corporate income tax (“**MCIT**”) on gross income. Gross income is equivalent to revenue less direct costs. Any excess of the MCIT over RCIT can be carried forward and credited against RCIT for three succeeding taxable years.

8. (LOSS)/EARNINGS PER SHARE

The calculation of (loss)/earnings per Share is based on the (loss)/earnings attributable to owners of the Company and the weighted average number of ordinary Shares in issue during the respective periods.

The calculation on basic and diluted (loss)/earnings per Share is based on the following information:

	Three months ended 31 May		Nine months ended 31 May	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
(Loss)/earnings (Loss)/profit for the period attributable to owners of the Company	(8,087)	6,529	(22,715)	12,994
Number of Shares				
Shares Weighted average number of Shares in issue during the periods	800,000,000	800,000,000	800,000,000	800,000,000



Notes to the Consolidated Financial Information

8. (LOSS)/EARNINGS PER SHARE (Continued)

Diluted (loss)/earnings per Share were the same as the basic (loss)/earnings per Share as the Group had no dilutive potential Shares during the nine months ended 31 May 2023 and 2022.

9. EVENTS AFTER THE REPORTING PERIOD

Save for the continuous impact from the aftermath of COVID-19 pandemic (the “**Pandemic**”), the negative cross-border effects from the geo-political conflicts and soaring inflationary pressure, the Board is not aware of any significant event requiring disclosure that has taken place subsequent to 31 May 2023 and up to the date of this report. The Group will be watchful of the development and continue to evaluate its impacts on the business, financial position, cash flows and financial performance of the Group.

Management Discussion and Analysis

BUSINESS REVIEW

Our Group is a well-established integrated offset printing and packaging solutions provider in Malaysia with more than 51 years of experience. Moreover, the Group has also set foot in the Philippines in June 2016 to set up our printing and packaging production line to better serve our customers in the region. We principally provide offset printing services and packaging boxes, instruction manuals and inserts to our customers. We continue to focus on strengthening our market position in the offset printing and packaging industry.

Our Group offers a wide range of packaging products to meet our customers' packaging needs. These products can be broadly categorised into (i) packaging; (ii) inserts; (iii) instruction manuals; and (iv) labels.

The following table sets forth the details of our Group's revenue by types of products for the nine months ended 31 May 2023 and 2022:

	Nine months ended 31 May			
	2023		2022	
	(Unaudited) RM'000	%	(Unaudited) RM'000	%
Sales of production products:				
— Packaging	109,469	72.8	139,049	70.9
— Inserts	32,626	21.7	42,126	21.5
— Instruction manuals	7,524	5.0	14,739	7.5
— Labels	720	0.5	300	0.1
	150,339	100.0	196,214	100.0

Our Group's total revenue amounted to approximately RM150.3 million and RM196.2 million for the nine months ended 31 May 2023 and 2022 respectively. Approximately 56.2% (2022: 59.8%) of our revenue was attributable to our customers in Malaysia, with the remaining from Singapore and the Philippines during the reporting periods.



Management Discussion and Analysis

Packaging

Packaging accounts for our largest business segment of our Group's business. Packaging includes the manufacturing of packaging boxes and rigid boxes. Our packaging boxes and rigid boxes are produced with multi-colour sheetfed offset printed materials and manufactured using technologically advanced machines and colour management system of international standards such as Ugra/Fogra Media Wedge CMYK V3.0 to match the requirements of our customers. Our packaging not only serves as a marketing tool but most importantly as a protection for our customers' products. Our Group also provides product development services to customers who require packaging design for their products. Furthermore, our Group also has the capability to create prototype based on the design that was provided to us or created by our team. We have an industrial cutting machine that can produce such prototype to help customers visualise the packaging before mass production.

Our revenue from the production of packaging were approximately RM109.5 million and RM139.0 million for the nine months ended 31 May 2023 and 2022 respectively, representing approximately 72.8% and 70.9% of our total revenue, respectively.

Inserts

The production of inserts is our second largest business segment. Inserts are protective packaging used inside boxes to partition and protect products from damage. It is used to keep the products and accessories in position so that they will be neatly presented to the end consumers. Our Group is involved in designing and die-cutting of corrugated boards into desired shapes to fit and protect the customers' products in the packaging boxes.

Our revenue from the production of inserts were approximately RM32.6 million and RM42.1 million for the nine months ended 31 May 2023 and 2022 respectively, representing approximately 21.7% and 21.5% of our total revenue, respectively.

Instruction Manuals

The production of instruction manuals is the third largest segment. Our Group also provides kitting services by packing related printed materials to be grouped together with instruction manuals into a package. This service provides convenience to our customers by enabling them to liaise with one single party for their packaging needs.

Our revenue from the production of instruction manuals were approximately RM7.5 million and RM14.7 million for the nine months ended 31 May 2023 and 2022 respectively, representing approximately 5.0% and 7.5% of our total revenue, respectively.

Labels

The production of paper-based labels is a small segment of our Group's business, primarily for food and beverage sector. Such labels are mainly used for branding of canned/bottled products. The printing of labels has become a smaller business segment of our Group due to our Group's expansion into other business segments.

Our revenue from the production of labels were approximately RM0.7 million and RM0.3 million for the nine months ended 31 May 2023 and 2022 respectively, representing approximately 0.5% and 0.1% of our total revenue, respectively.

FUTURE PROSPECTS AND OUTLOOK

Our Group continues to focus on strengthening its market position in the offset printing and packaging industry as well as approaching reputable international brands from different industries to grow our business in Malaysia and the Philippines. We had adopted proactive strategies and policies to cope with the Pandemic including developing and obtaining new customers and streamlining manufacturing processes in the plant to improve cost efficiency.

At the time of writing, there remains significant uncertainty on the extent of the continuous impact from the aftermath of the Pandemic, the negative cross-border effects from the geo-political conflicts, and soaring inflationary pressure. These will result in uncertainties in the global economy. We expect financial year 2022/2023 to remain challenging to the Group. In the coming quarters, we will remain focus on growing our business and keeping a watchful and vigilant eye on business dynamics to deliver sustainable long term growth. Looking back on the past five decades, the Group has weathered many different types of storms. With its deep-rooted culture of resilience and dedicated workforce, we believe that the Group will survive this turbulent time and emerge stronger on the other side.

The Directors will focus its efforts to closely monitor and review its business strategies and strive to create long term sustainable value for our Company and shareholders of the Company (the "**Shareholders**").

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

During the nine months ended 31 May 2023, the revenue decreased by approximately 23.4% or RM45.9 million as compared to that of the same period in 2022. The decrease in revenue was mainly due to less demand from major customers. The revenue contributed by the top five customers decreased from approximately RM129.2 million for the nine months ended 31 May 2022 to RM89.1 million for the nine months ended 31 May 2023, which accounted for 65.9% and 59.3% of our total revenue for the corresponding periods, respectively.

Cost of Sales

	Nine months ended 31 May	
	2023 (Unaudited) RM'000	2022 (Unaudited) RM'000
Material costs	103,046	108,400
Direct labour	22,231	25,194
Manufacturing overhead	27,818	25,228
	153,095	158,822

Cost of sales comprises mainly (i) material costs (paper, facer, glue, chemical and plates); (ii) direct labour; and (iii) manufacturing overheads (utilities costs, depreciation expenses, subcontracting fee and repair and maintenance costs).

The cost of sales for the nine months ended 31 May 2023 decreased by approximately 3.6% or RM5.7 million as compared to that of the same period in 2022. The decrease in cost of sales was mainly attributable to decrease in purchase of raw materials and direct labour costs, however they were partially offset by the additional provisions of RM3 million for end-of-life finished goods, consumption of raw material with premium cost due to inflation, reimbursements for recruitment, along with flight and boarding expenses which was associated with introducing new foreign workers.

The Group is taking various cost-cutting measures by reduction of overtime, terminating contract workers and reduce on purchase of buffer raw material. The Group anticipates the impact of these cost-cutting measures will be reflected in the upcoming quarters. Nevertheless, the Group is putting effort to monitor the circumstances and shall take adequate actions to improve the operating performance.

Gross (Loss)/Profit and Gross Profit Margin

For the nine months ended 31 May 2023, the Group recorded a gross loss of approximately RM2.8 million (2022: gross profit of RM37.4 million). Our overall gross profit margin decreased by 20.9% from approximately 19.1% for the nine months ended 31 May 2022 to negative gross profit margin of approximately 1.8% for the nine months ended 31 May 2023.

Distribution Costs

Our distribution expenses mainly consist of (i) salary expenses and staff benefit which mainly represents the expenses in salary and staff benefits payable to our marketing department; (ii) sales commission; (iii) entertainment and promotional expenses; and (iv) travelling and transport expenses. Our distribution expenses decreased about 26.3% from RM9.9 million for the nine months ended 31 May 2022 to RM7.3 million for the nine months ended 31 May 2023, which was mainly caused by the lower transport rate and lesser transport demands in view of the reduced sales during the nine months ended 31 May 2023.

Administrative Expenses

The administrative expenses were approximately RM10.9 million for the nine months ended 31 May 2023 (2022: RM12.8 million). Our administrative expenses mainly consist of (i) salary expenses and staff benefits which mainly represents the expenses in salary and staff benefits payable to our administrative staff including our Directors; (ii) professional fee such as legal and consultant fees; and (iii) others such as repair and maintenance for office equipment, bank charges and depreciation which mainly represents the depreciation expenses for the property, plant and equipment as well as the depreciation of right-of-use assets.



Management Discussion and Analysis

Finance Costs

Finance costs represented interest on bank overdraft, bank borrowings and lease liabilities. For the nine months ended 31 May 2023 and 2022, financial costs amounted to approximately RM6.4 million and RM4.9 million, respectively. The increase in finance costs was mainly due to the higher interest rate during the nine months ended 31 May 2023.

Share of Loss of a Joint Venture

Our Group has 50% equity interest in Lincraft Singapore Pte. Ltd, which engages in trading business for packaging and printing related products. The share of loss of a joint venture was RM4,000 for the nine months ended 31 May 2023 (2022: RM4,000).

Net (Loss)/Profit and (Loss)/Earnings per Share

The loss for the nine months ended 31 May 2023 was mainly attributable to (i) decrease in revenue; (ii) negative gross profit as a result of increase in cost of sales due to various factors, amongst them were provision of RM3 million for end-of-life finished goods, consumption of raw material with premium cost due to inflation, reimbursements for recruitment, along with flight and boarding expenses which was associated with introducing new foreign workers; and (iii) recent trend of rising interest rates has resulted in higher finance cost. As a result of the foregoing, our Group's net loss was approximately RM22.7 million for the nine months ended 31 May 2023 (2022: profit of RM13.0 million). The Group's basic and diluted loss per Share for the nine months ended 31 May 2023 was RM2.84 sen (2022: earnings of RM1.62 sen).

DIVIDENDS

The Board does not recommend the payment of interim dividends for the nine months ended 31 May 2023 (2022: nil).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 May 2023, the interests or short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (“SFO”)) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules (“**Model Code**”) relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange were as follows:

(i) Interests in the Company

Name of Directors	Nature of interest	Number of Shares held ⁽¹⁾	Percentage of shareholding
Mr. Ong ⁽²⁾	Interest of a controlled corporation	408,000,000 (L)	51.00%
Mr. Tan Woon Chay	Beneficial owner	1,500,000 (L)	0.19%

Notes:

- (1) The letter “L” denotes the person’s long position in the Shares.
- (2) Mr. Ong beneficially owns 50% of Charlecote Sdn. Bhd. (“**Charlecote**”) which in turn owns 70% of the issued share capital of Linocraft Investment Pte Limited (“**Linocraft Investment**”). Linocraft Investment owns 51% of the issued share capital of our Company. By virtue of the SFO, Mr. Ong is deemed to be interested in the Shares held by Linocraft Investment.

Other Information

(ii) Interests in associated corporation of our Company

Name of Directors	Name of associated corporation	Capacity	Number of Shares	Percentage of shareholding
Mr. Ong ⁽¹⁾	Linocraft Investment	Beneficial owner and interest of a controlled corporation	8,050	80.50%
	Charlecote	Beneficial owner	2	100.00%
Mr. Tan Woon Chay	Linocraft Investment	Beneficial owner	1,950	19.50%

Note:

- (1) Charlecote, which holds 70% of Linocraft Investment, is held as to 50% by Mr. Ong and 50% by Ms. Yong Kwee Lian (“**Mrs. Ong**”). By virtue of the SFO, Mr. Ong is deemed to be interested in all the shares in Charlecote and the shares of Linocraft Investment held by Charlecote.

Save as disclosed above, as at 31 May 2023, none of the Directors or chief executives 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 recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Model Code.



SUBSTANTIAL SHAREHOLDERS' INTERESTS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 May 2023, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of Shareholders	Nature of interest	Interests in Shares ⁽¹⁾	Percentage of shareholding
Linocraft Investment	Beneficial owner	408,000,000 (L)	51.00%
Charlecote ⁽²⁾	Interest of controlled corporation	408,000,000 (L)	51.00%
Mrs. Ong ⁽³⁾	Interest of spouse	408,000,000 (L)	51.00%
Stan Cam Holdings Limited (" Stan Cam ")	Beneficial owner	120,000,000 (L)	15.00%
Ralexi Investment Holdings Limited ⁽⁴⁾	Interest of a controlled corporation	120,000,000 (L)	15.00%
Mr. Gan Ker Wei (" Mr. Gan ") ⁽⁵⁾	Interest of a controlled corporation	120,000,000 (L)	15.00%
Mrs. Amy Ong Lai Fong ⁽⁶⁾	Interest of spouse	120,000,000 (L)	15.00%

Notes:

- (1) The letter "L" denotes long position in the Shares.
- (2) Charlecote holds 70% of the issued share capital of Linocraft Investment, which in turn owns 51% of our Company. By virtue of the SFO, Charlecote is deemed to be interested in the Shares held by Linocraft Investment.
- (3) Mrs. Ong is the spouse of Mr. Ong. By virtue of the SFO, Mrs. Ong is deemed to be interested in the Shares held by Charlecote Bhd. and Mr. Ong.



Other Information

- (4) Stan Cam is owned as to 75% by Ralex Investment Holdings Limited. By virtue of the SFO, Ralex Investment Holdings Limited is deemed to be interested in the Shares held by Stan Cam.
- (5) Stan Cam is owned as to 75% by Ralex Investment Holdings Limited. Ralex Investment Holdings Limited is wholly-owned by Mr. Gan. By virtue of the SFO, Mr. Gan is deemed to be interested in the Shares held by Stan Cam.
- (6) Mrs. Amy Ong Lai Fong is the spouse of Mr. Gan. By virtue of the SFO, she is deemed to be interested in the Shares held by Mr. Gan.

Save as disclosed above, as at 31 May 2023, the Directors were not aware of any other persons/entities (other than the Directors and chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

The Company has not adopted any share option scheme.

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

During the nine months ended 31 May 2023, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities.

COMPETING INTERESTS

As confirmed by the Directors, the Controlling Shareholders and their respective close associates do not have any 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 during the nine months ended 31 May 2023.



DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for dealing in securities of the Company by the Directors in accordance with Rules 5.46 to 5.67 of the GEM Listing Rules. Having made specific enquiries of all Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company during the nine months ended 31 May 2023.

CORPORATE GOVERNANCE CODE

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 and Corporate Governance Report in Appendix 15 to the GEM Listing Rules (the "**CG Code**") and in relation to, among others, our 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, save for the deviation from the code provision F.2.2 as explained below, the Company had complied with the code provisions in the CG Code during the nine months ended 31 May 2023.

Pursuant to code provision F.2.2 of the CG Code, the chairman of the Board (the "**Chairman**") should attend the annual general meeting (the "**AGM**"). However, Mr. Ong Yoong Nyock, being the Chairman, was unable to attend the AGM held on 7 February 2023 due to his other prior engagement. Mr. Ong invited Mr. Liew Weng Keat, an independent non-executive Director to chair and answer questions from Shareholders at the AGM.



Other Information

AUDIT COMMITTEE

Our Company established an Audit Committee pursuant to a resolution of the Directors passed on 25 August 2017 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with the CG Code has been adopted. The primary duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit and relationship with external auditors, and arrangements to enable employees of the Company to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters of the Company and performing the Company's corporate governance functions.

The Audit Committee consists of three members who are Mr. Liew Weng Keat, Mr. Teoh Cheng Tun and Mr. Choy Wing Keung David. Mr. Choy Wing Keung David is the chairman of the Audit Committee. The Third Quarterly Financial Statements have not been audited by the Company's auditor, but have been reviewed by the Audit Committee.

By order of the Board
Linocraft Holdings Limited
Tan Woon Chay
Executive Director

Hong Kong, 14 July 2023

As at the date of this report, the executive Directors are Mr. Ong Yoong Nyock and Mr. Tan Woon Chay and the independent non-executive Directors are Mr. Choy Wing Keung David, Mr. Liew Weng Keat and Mr. Teoh Cheng Tun.