

# SWANG CHAI CHUAN LIMITED

# 雙財莊有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 2321



INTERIM REPORT  
2023

Asia Business Outlook **TOP 10**  
**MOST PROMISING FMCG TRADING & DISTRIBUTION**  
**COMPANIES IN MALAYSIA -2023**



Soon See Beng,  
 Chief Executive Officer & Chairman

With an accumulated experience of over 30 years in the F&B distribution industry, Soon See Beng is a seasoned professional who began his career joining the family business Swang Chai Chuan (F&B distribution of groceries) right after his secondary education in 1988. He then co-founded Swang Chai Chuan Sdn. Bhd., in 1995 with Soon Lee Shiang and his father. He has been the Managing Director of SCCSB since February 2002. Also, appointed as the Director on 14 February 2019 and re-designated as an Executive Director, Chief Executive Officer and Chairman of the Board on 25 January 2021. He is responsible for the overall business strategic direction, planning, management and operation of the Group.

## SCC GROUP

### A Powerhouse of Sustainable F&B Trading & Distribution in Malaysia & Beyond

Malaysia's FMCG trading and distribution market has shown consistent growth, even during the pandemic, driven by changing consumer behavior, the rise of e-commerce, and urbanization. Regardless of brand strength, products must be visible and accessible in retail stores to drive sales and gain market share. Therefore, trading and distribution sector is rapidly evolving to ensure the efficient and effective availability of products across all retail environments in the shortest possible time.

SCC Group of Companies is a leading Trading & Distribution company in Malaysia, specializing in the Food & Beverage sector. With solid track record and reputation, it ranks among the top five companies in the industry by prioritizing delivering excellent results and maintaining strong relationships with its valued partners.

Clients in this segment face two major pain points: last-mile distribution and customer marketing. SCC Group solves these challenges by leveraging its experience and network in the industry. With over 40 years of experience and strong relationships with key retailers in Malaysia, SCC Group enables clients/brand owners to expand their reach and achieve nationwide distribution efficiently. This alleviates the capital and labor-intensive burden on clients. SCC Group offers customer marketing services to clients who lack the resources or experience to drive brand awareness, consumer demand, and trade off-take in the Malaysian market. Since its inception, the SCC Group has experienced a rewarding journey propelled by proactive planning and adaptability. Despite challenges such as the recent pandemic, the company successfully navigated through the crisis and maintained its workforce without compromising its performance. The growth of the SCC Group is driven by client acquisition and geographical expansion, contributing to its sustained success. "To our customers, we promise professionalism, expertise, and services. As a highly responsible business entity, we pledge to give back to the local community that we serve", says Soon See Beng, Chairman of SCC Group Of Companies.

#### Valuing Partnerships

The SCC Group of Companies offers various services, including Cold and Ambient Supply Chain and Logistics Operations. Regarding the Cold and Ambient Supply Chain, the group operates 12 strategically located warehouses in major sales regions across Peninsular Malaysia. These warehouses serve as distribution centers, supplying products to customers in these regions. In the Logistics Operation aspect, SCC operates a fleet of over 140 self-operated logistics vehicles, including approximately 100 refrigerated trucks, enabling effective and efficient warehousing and logistics management operations. However, SCC is not just a traditional trading and distribution service provider; besides its facilities and logistics capabilities, the group also has an in-house sales, marketing, and customer marketing team that utilizes data-driven strategies. The group collaborates with clients to enhance their presence in the industry and actively engages clients with key customers to drive better partnerships. The client engagement process of SCC involves several stages, starting with understanding clients' requirements, including its vision, goals, and expectations. Following that, SCC conducts internal market surveys and analyses to develop a client business proposal. Once both parties agree on the proposal, SCC takes the lead in implementing and executing the agreed plan. Clients are actively updated on the progress throughout this process, and their feedback is sought for continuous improvement. After the execution phase, SCC conducts periodic evaluations of the results and provides learning and action plans to its clients, ensuring that the services provided are continuously optimized and aligned with the client's goals and expectations. "We actively engage our clients with key customers to drive better partnership", adds Soon See Beng, Chairman, SCC Group Of Companies.



a top homegrown player in the industry. SCC Group goes beyond distribution and is also involved as brand owners and retailers within the group. This firsthand experience allows it to provide excellent availability and visibility for the brands it handles. Additionally, SCC Group boasts a renowned infrastructure with over 300,000 square feet of storage space and efficient delivery capabilities, supported by a fleet of over 160 vehicles. Financially, SCC Group demonstrates stability and strength with a low gearing ratio, impressive revenue growth exceeding GDP and retail performance, and positive earnings per share and return on equity. This solid track record positions it as a reliable and capable partner for current and potential business collaborations, with a willingness to invest in expansion. Its team's combined experience is proving invaluable for SCC Group's growth. Through classroom training, on-the-job training, job rotation, and empowerment, it ensures that its team members possess the necessary skills to drive business growth. This investment in its employees helps it retain talent and ensure stability within the team. The group's people agenda is guided by its core values of integrity, inclusivity, innovation, and collaboration, further strengthening its collective efforts toward success.

SCC Group of Companies aims to become a trusted regional distributor with a progressive route to market services, customer management, and operational excellence. The firm strives to be the best Malaysian distribution company, emphasizing sustainability, technology, innovation, talent capability, and core values.



**SCC Group delivers excellence in trading & distribution & drives sustainable growth while fostering community engagement & ESG practices**

#### Homegrown Player

SCC Group has extensive experience as a last-mile trading and distribution company in Malaysia, making it

# Asia Business Outlook

FMCG TRADING AND DISTRIBUTION COMPANIES IN MALAYSIA

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Soon See Beng (*Chairman*)  
Mr. Soon Chiew Ang  
Mr. Soon See Long

#### Independent Non-executive Directors

Mr. Khoo Chee Siang  
Mr. Ooi Guan Hoe (resigned on 1 June 2023)  
Datuk Tan Teow Choon  
Mr. Ngai Wah Sang  
Ms. Tiong Hui Ling

#### AUDIT COMMITTEE

Mr. Khoo Chee Siang (*Chairman*) (effective 1 June 2023)  
Mr. Ooi Guan Hoe (*Chairman*) (resigned on 1 June 2023)  
Datuk Tan Teow Choon  
Ms. Tiong Hui Ling (appointed on 1 June 2023)

#### REMUNERATION COMMITTEE

Mr. Khoo Chee Siang (*Chairman*)  
Mr. Ooi Guan Hoe (resigned on 1 June 2023)  
Datuk Tan Teow Choon  
Ms. Tiong Hui Ling (appointed on 1 June 2023)

#### NOMINATION COMMITTEE

Datuk Tan Teow Choon (*Chairman*)  
Mr. Ooi Guan Hoe (resigned on 1 June 2023)  
Mr. Khoo Chee Siang  
Ms. Tiong Hui Ling (appointed on 1 June 2023)

#### COMPANY SECRETARY

Mr. Yeung Kwong Wai (appointed on 3 August 2023)  
Mr. Lam Kwun Leung (*HKICPA*) (resigned on 3 August 2023)

#### AUTHORISED REPRESENTATIVES

Mr. Soon See Beng  
Mr. Yeung Kwong Wai (appointed on 3 August 2023)  
Mr. Lam Kwun Leung (resigned on 3 August 2023)

### REGISTERED OFFICE

71 Fort Street  
PO Box 500  
George Town  
Grand Cayman KY1-1106  
Cayman Islands

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN MALAYSIA

Lot 147-A  
Kawasan Perindustrian Semambu  
25350 Kuantan  
Pahang  
Malaysia

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 2201-2203, 22/F  
Tai Tung Building  
8 Fleming Road  
Wanchai  
Hong Kong

### JOINT AUDITORS

#### Mazars CPA Limited

*Certified public Accountants, Hong Kong*  
42nd Floor, Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

#### Mazars LLP

*Public Accountants and Chartered Accountants, Singapore*  
135 Cecil Street  
#10-01 MYP Plaza  
Singapore 069536

## CORPORATE INFORMATION

### PRINCIPAL BANKERS

#### **CIMB Bank Berhad**

13th Floor, Menara CIMB  
Jalan Stesen Sentral 2  
Kuala Lumpur Sentral  
50740 Kuala Lumpur  
Malaysia

#### **CIMB Islamic Bank Berhad**

Level 19, Menara Bumiputra-Commerce  
11 Jalan Raja Laut  
50350 Kuala Lumpur  
Malaysia

### COMPLIANCE ADVISER

#### **Sunny Fortune Capital Limited**

2101 Chinachem Century Tower,  
178 Gloucester Road,  
Wanchai,  
Hong Kong

### STOCK CODE

2321

### COMPANY WEBSITE

<https://www.sccgroup.com.my>

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

#### **Appleby Global Services (Cayman) Limited**

71 Fort Street  
PO Box 500  
George Town  
Grand Cayman KY1-1106  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

#### **Tricor Investor Services Limited**

17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

## FINANCIAL HIGHLIGHTS

	For the six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
Revenue	<b>481,739</b>	399,932
Gross profit	<b>58,526</b>	56,943
Gross profit margin	<b>12.1%</b>	14.2%
Profit before tax	<b>23,662</b>	22,630
Profit for the period	<b>16,450</b>	15,999
Profit for the period (excluding listing expenses)	<b>16,450</b>	19,475
<b>EARNINGS PER SHARE</b>		
– Basic and diluted	<b>1.64 Sen</b>	2.21 Sen

# MANAGEMENT DISCUSSION AND ANALYSIS

## COMPANY BACKGROUND

Swang Chai Chuan Limited (the “**Company**”) together with its subsidiaries (the “**Group**”) is an established distributor of food & beverage (the “**F&B**”) and other products located in Malaysia. The Company distributes a great selection of products consisting of more than 200 international, domestic third-party and own brands. Apart from F&B products such as dairy products, frozen food, packaged food and commodities, sauce, oil and condiments, beverages and speciality products, the Company also provides non-F&B options, which include personal and baby care products, pet care products and cleaning and kitchen supplies. Furthermore, the Company has a broad sales network which allows a high level of customer reach via hypermarket/supermarket chains, provision shops, convenience stores/kiosks, F&B dealers and merchandisers, hotels/restaurants/cafes and school canteens. On top of supplying products to customers, the Company also offers other services such as warehousing, logistics, sales and marketing support and other services which can enhance consumers’ experience.

## BUSINESS REVIEW AND PROSPECTS

As the world has been affected by the COVID-19 pandemic since the end of 2019, which led to an increase of demand of F&B products, the Company had to accelerate its business in 2020 by leasing 2 more warehouses located in Kuantan and Perai of Malaysia to satisfy the demand. As at 30 June 2023, the Company has a total of 8 self-owned and 4 leased warehouses strategically distributed in Malaysia which contributed to an aggregate designated storage capacity of approximately 30,900 m<sup>3</sup>. In addition, the Company also owns a fleet with more than 160 self-operated logistics vehicles, which allows the Group to enhance its service quality.

The Company was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 19 August 2022 (the “**Initial Listing**”). The Initial Listing represents an important milestone to the Group and will greatly benefit the Group’s development in the future.

Looking forward, we will continue to utilize our existing industry knowledge to expand our core strengths and target to explore more business opportunities, and also exercise careful cost control measures under high inflation business environment to enhance profit margin and maintain competitiveness.



# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL OVERVIEW

### Revenue

The Company's revenue is primarily generated from (i) the distribution and sales of F&B and other products and (ii) the provision of logistics, warehousing services and others. For the six months ended 30 June 2023 (the "**Period**"), the Group's revenue increased by approximately Malaysian Ringgit ("**RM**") 81.8 million or 20.5% from approximately RM399.9 million in the six months ended 30 June 2022 (the "**Last Corresponding Period**") to approximately RM481.7 million in the Period, mainly due to the increase in distribution revenue from third party brands amounting to approximately RM79.8 million. The increase in revenue from third party brands is mainly attributed to dairy products, sauce, oil and condiments with increase of approximately RM78.5 million mainly as a result of (a) securing distribution rights to north Peninsula Malaysia from an existing supplier of dairy products, and (b) securing distribution rights to distribute to retail channels in east Peninsula Malaysia from an existing supplier of sauce, oil and condiments and dairy products, both in the second half of 2022.

### Gross profit and gross profit margin

The gross profit margin decreased to approximately 12.1% in the Period as compared to approximately 14.2% in the Last Corresponding Period. The decrease in the gross profit margin was due to the result of competitive price strategy to capture market share, inflationary price increase of products that we were not yet able to fully pass on to the customers and the lower margins from securing two new distribution rights described in the above section.

### Other income

Other income mainly consists of interest income, net exchange gain, and others. Other income increased by approximately RM2.9 million or 580.0%, from approximately RM0.5 million in the Last Corresponding Period to approximately RM3.4 million in the Period which was primarily due to the increase in interest income and net exchange gain.

### Selling and distribution expenses

Selling and distribution expenses primarily comprise of (i) staff cost, (ii) transportation expenses, (iii) vehicle maintenance expenses, (iv) travelling expenses, (v) marketing and advertising expenses, and (vi) others. Selling and distribution expenses increased by approximately RM4.5 million or 20.4%, from approximately RM22.1 million in the Last Corresponding Period to approximately RM26.6 million in the Period which was mainly due to the increase in a) salaries and wages and b) transportation and storage expenses as a result of the increase in revenue of approximately 20.5% mentioned above. Various third parties had increased their charges for storage and transportation due to the increase in minimum wages and the withdrawal of electricity rebate by the Malaysian Government.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Administrative and other operating expenses

Administrative and other operating expenses primarily comprise of i) staff costs which include Directors' remuneration, ii) utility expenses, iii) insurance expenses, iv) depreciation, v) professional fees, and vi) others. Administrative and other operating expenses increased by approximately RM1.8 million or 21.2%, from approximately RM8.5 million in the Last Corresponding Period to approximately RM10.3 million in the Period primarily due to increase in professional fees incurred and directors' remunerations.

### Finance costs

Finance costs mainly represent interest on interest-bearing borrowings and interest on lease liabilities. The Company's finance costs increased by approximately RM0.5 million or 71.4% from approximately RM0.7 million in the Last Corresponding Period to approximately RM1.2 million in the Period. The increase in finance costs was mainly due to the increase in interest rates during the Reporting Period by Bank Negara Malaysia in tandem with the Federal Reserve Board to fight inflation and increase in interest on bank acceptance.

### Income tax expenses

Income tax expenses primarily consist of current and deferred income tax at the applicable tax rate in accordance with the relevant laws and regulations in Malaysia. No provision for Hong Kong profit tax has been made as the Group has no assessable profits arising in or derived from Hong Kong and the group entities established in the Cayman Islands and the British Virgin Islands are exempted from corporate income tax therein. Income tax expenses for the Period increased by approximately RM0.6 million or 9.0% to approximately RM7.2 million from approximately RM6.6 million in the Last Corresponding Period. The increase in income tax expenses was mainly due to the increase in profit before tax generated in the Period.

### Profit for the period and net profit margin

As a result of the foregoing, the Group recorded a profit for the period of approximately RM16.5 million in the Period and approximately RM16.0 million in the Last Corresponding Period. The net profit margin of the Group declined to 3.4% in the Period from 4.0% in the Last Corresponding Period mainly due to the decline in gross profit margin as explained above.

## OTHER INFORMATION

### USE OF PROCEEDS FROM THE INITIAL LISTING

On 19 August 2022 (the “**Listing Date**”), the shares of the Company (the “**Share**”) were listed on the Main Board of the Stock Exchange. The Group intends to apply the proceeds from the issuance of 241,000,000 Shares at the offer price of Hong Kong dollars (“**HK\$**”) 0.56 per Share (the “**Global Offering**”) in accordance with the proposed applications set out in the section headed “Net Proceeds From The Global Offering” in the announcement of offer price and allotment result dated 18 August 2022.

On 9 September 2022, the over-allotment options was fully exercised and the Company issued 36,150,000 shares additional new shares at HK\$0.56 each to cover the over-allocations in the international offering and with a gross proceeds of approximately HK\$20.2 million.

After deducting share issuance expense and professional fee regarding to the Share Offer, the net proceeds amounted to approximately HK\$105.2 million. Utilisation of the proceeds (adjusted on pro rata basis based on the actual net proceeds) on as at 30 June 2023 are as per followings:

<b>Business Objectives</b>	<b>Planned use of net proceeds</b> HK\$ million	<b>Actual use of proceeds as at 30 June 2023</b> HK\$ million	<b>Balance of unutilised proceeds as at 30 June 2023</b> HK\$ million	<b>Expected timeline for unutilised proceeds</b>
Further enhancement to distribution and sales capabilities	50.3	4.0	46.3	December 2024
Development in Own Products business	19.0	4.5	14.5	December 2024
Development in e-commerce mobile platform	7.3	0.2	7.1	December 2024
Strategic acquisitions and investments	18.1	2.9	15.2	December 2024
General working capital	10.5	10.5	–	NA
	105.2	22.1	83.1	

The utilisation of proceeds is slower than expected as the Group (i) have yet to find a suitable location and at the right price to build a warehouse in Klang, Selangor; (ii) is actively looking for strategic investments but many were unsuitable; and (iii) is at various stages in the selection of the right vendors for marketing and at the same time planning the right marketing activities based on current market conditions.

We will continuously evaluate, reassess, change or modify the existing plans and explore new business opportunities after taking into consideration the latest market condition with an aim to achieve sustainable business growth and to bring long-term benefits for the Shareholders.

### LIQUIDITY, CAPITAL RESOURCES AND CAPITAL STRUCTURE

The Group generally finances its operations primarily through bank borrowings and internal resources. Following the completion of the Global Offering in August 2022, the net proceeds from the Global Offering are expected to provide additional funds for future cash requirements. It is anticipated that the Group has sufficient working capital to fund its future working capital, capital expenditure and other cash requirements.

As at 30 June 2023, the Group's net current assets were approximately RM180.8 million (31 December 2022: approximately RM169.5 million). The Group's cash and cash equivalents as at 30 June 2023 were approximately RM38.0 million (31 December 2022: approximately RM23.0 million).

As at 30 June 2023, there were bank borrowings of approximately RM63.1 million bearing interest rate of base lending rate plus a percentage ranging from 3.25% per annum to 4.85% per annum (31 December 2022: approximately RM63.3 million bearing interest rate of base lending rate plus a percentage ranging from 0.75% per annum to 3.50% per annum).

As at 30 June 2023, the Group had total available banking facilities of approximately RM161.7 million, of which approximately RM63.1 million was utilized and approximately RM98.6 million was unutilized and available for use.

### GEARING RATIO

As at 30 June 2023, the gearing ratio of the Group, based on total interest-bearing borrowings and lease liabilities to total equity (including all capital and reserves) of the Company was approximately 29.8% (31 December 2022: approximately 35.0%). The decrease in gearing ratio is primarily attributable to the net effect of increase in equity base and decrease of lease liabilities.

### EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2023, the Group employed 856 full-time employees in Malaysia. The Group recognises the importance of maintaining good relationship with its employees and retaining competent staff to ensure operational efficiency and effectiveness. The remuneration packages offered to the Group's employees are based on each employee's qualifications, relevant experience, position and seniority. The Group conducts review on salary increments, bonuses and promotions based on the performance, qualifications, competence displayed and market comparable of each employee. The Group provides ample career development opportunities and training supports to new employees. During the Period, the Group has not experienced any significant problems with its employees or material disruption to the operations due to labour disputes, nor has the Group experienced any material difficulties in the recruitment and retention of staff.



## OTHER INFORMATION

### TREASURY POLICIES AND FOREIGN CURRENCY EXPOSURE

The Group is exposed to foreign currency risk which refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Group's transactions are mainly denominated in RM. Certain financial assets and liabilities of the Group are denominated in currencies other than the functional currency of the respective group entities and therefore exposed to foreign currency risk. As at 30 June 2023, the Group had outstanding foreign currency forward contract to sell approximately RM7.0 million buy approximately Australian dollars ("AUD") 2.3 million (31 December 2022: sell approximately RM7.0 million buy approximately AUD2.4 million) and sell approximately RM nil buy approximately Euro nil (31 December 2022: sell approximately RM1.1 million buy approximately Euro 0.3 million). The Group closely monitors the movement of the foreign currency rates and its foreign currency risks. The Group has not experienced any material difficulty or liquidity problems resulting from foreign exchange fluctuations.

### PLEDGE OF ASSETS

As at 30 June 2023, the (i) interest-bearing borrowings and (ii) lease liabilities of the Group are secured by certain assets of the Group.

### CONTINGENT LIABILITIES

As at 30 June 2023, the Group did not have any material contingent liabilities.

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

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

### SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in this report, the Group did not have any significant investments, acquisitions or disposals of subsidiaries, associates and joint ventures during the Period.

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in this report, the Group had no specific plan for material commitments or capital assets as at 30 June 2023.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS (THE “MODEL CODE”)

The Company has adopted the Model Code as rules governing dealings by the Directors in the listed securities of the Company on the Listing Date. Based on the specific enquiry with the Directors, all the Directors has complied with the required standards as set out in the Model Code during the Period.

### CORPORATE GOVERNANCE

Save for the deviation from code provisions C.2.1 and C.6.1 of Part 2 of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix 14 of the Listing Rules, the Company has complied with required standards as set out in the CG Code during the Period.

Pursuant to code provision C.2.1 of Part 2 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. Mr. Soon See Beng currently holds both positions. Mr. Soon See Beng has been the key leadership figure of the Group who has been primarily involved in the formulation of business strategies and determination of the overall direction of the Group. Taking into account the continuation of the implementation of our business plans, the Directors (including the independent non-executive Directors) consider Mr. Soon See Beng as the best candidate for both positions and the present arrangements are beneficial and in the interests of the Company and the shareholders as a whole. The balance of power and authority is ensured by the operation of the senior management and the board of the Directors, which comprises experienced and high-calibre individuals. The Board currently comprises three executive Directors (including Mr. Soon See Beng) and four independent non-executive Directors and therefore has a fairly strong independence element in its composition.

Pursuant to code provision C.6.1 of Part 2 of the CG Code, an issuer can engage an external service provider as its company secretary, provided that the issuer should disclose the identity of a person with sufficient seniority at the issuer whom the external provider can contact. Mr. Yeung Kwong Wai does not act as an individual employee of the Company, but as an external service provider in respect of the appointment of Mr. Yeung Kwong Wai as the company secretary of the Company. In this respect, the Company has nominated Mr. Soon See Beng as its contact point with Mr. Yeung Kwong Wai. While the Company is well aware of the importance of the company secretary in supporting the Board on governance matters, after having considered Mr. Yeung Kwong Wai’s experience in acting as the company secretary of two other companies listed on the Stock Exchange, both the Company and Mr. Yeung Kwong Wai are of the view that there will be sufficient experience as well as time, resources and support for fulfilment of the company secretary requirements of the Company. In view of Mr. Yeung Kwong Wai’s experience in company secretarial functions, the Directors believe that Mr. Yeung Kwong Wai has the appropriate company secretarial expertise for the purposes of Rule 8.17 of the Listing Rules.

## OTHER INFORMATION

### AUDIT COMMITTEE

The Board has established our Audit Committee on 14 July 2022 in compliance with the code provision of the Corporate Governance Code set out in Appendix 14 of the Listing Rule for the purpose of reviewing and supervising the Group's financial reporting process.

The Audit Committee consists of three Independent Non-executive Directors, namely Mr. Khoo Chee Siang, Datuk Tan Teow Choon and Ms. Tiong Hui Ling. Mr. Khoo Chee Siang is the chairman of the Audit Committee and he has professional qualifications and experience in accounting and financial management as stipulated in the Listing Rules.

The Audit Committee's terms of reference in writing was adopted by the Company pursuant to the Board Resolution passed on 14 July 2022. The terms of reference requires that the Audit Committee must hold meetings twice a year and the necessary quorum shall be at least two.

### REVIEW OF THE INTERIM RESULTS

The Audit Committee had reviewed the unaudited consolidated results of the Group for the Period and discussed with the management of the Company on the accounting principles and practices adopted by the Group as well as internal controls and other financial reporting matters.

### INTERESTS OF DIRECTORS AND THE CHIEF EXECUTIVE

The Shares of the Company were listed on the Main Board of the Stock Exchange on the Listing Date. As at the date of this report, the interests and short positions of each Director and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Future Commission ("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 and short positions which they are taken or deemed to have taken 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 to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

#### Interests and/or short positions in our Company

Director	Nature of Interest	Number of Shares Held <sup>(1)</sup>	Percentage of Interest in the Company
Mr. Soon See Beng	Interest in a controlled corporation <sup>(2)</sup>	723,000,000 (L) <sup>(1)</sup>	72.29%
Mr. Soon Chiew Ang	Interest in a controlled corporation <sup>(2)</sup>	723,000,000 (L) <sup>(1)</sup>	72.29%
Mr. Soon See Long	Interest in a controlled corporation <sup>(2)</sup>	723,000,000 (L) <sup>(1)</sup>	72.29%

Notes:

- (1) The letter "L" denotes long position in the shares held.
- (2) These shares are held by Soon Holdings Limited. The issued share capital of Soon Holdings Limited is owned as to 70%, 10%, 10% and 10% by Mr. Soon See Beng, Mr. Soon Chiew Ang, Mr. Soon See Long and Ms. Soon Lee Shiang respectively, and therefore, each of Mr. Soon See Beng, Mr. Soon Chiew Ang, Mr. Soon See Long and Ms. Soon Lee Shiang are deemed to be interested in all the Shares registered in the name of Soon Holdings Limited in the Company under Part XV of the SFO.



Save as disclosed above, as at the date of this report, none of our Directors nor the chief executive of our Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the 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 and short positions which he/she is 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 to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at the date of this report, so far as our Directors are aware, the following persons had an interest or short position in the Shares or the underlying Shares which were required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name	Capacity/nature of interest	Number of Shares <sup>(1)</sup>	Approximate percentage of shareholding
Soon Holdings Limited <sup>(2)</sup>	Beneficial owner	723,000,000 (L)	72.29%
Mr. Soon See Beng <sup>(2)</sup>	Interest in a controlled corporation	723,000,000 (L)	72.29%
Mr. Soon Chiew Ang <sup>(2)</sup>	Interest in a controlled corporation	723,000,000 (L)	72.29%
Mr. Soon See Long <sup>(2)</sup>	Interest in a controlled corporation	723,000,000 (L)	72.29%
Ms. Soon Lee Shiang <sup>(2)</sup>	Interest in a controlled corporation	723,000,000 (L)	72.29%
Ms. Ng Mee Lam <sup>(3)</sup>	Interest of spouse	723,000,000 (L)	72.29%
Ms. Ng Kar Wei <sup>(4)</sup>	Interest of spouse	723,000,000 (L)	72.29%
Ms. Yang Lixia <sup>(5)</sup>	Interest of spouse	723,000,000 (L)	72.29%
Mr. Lim Tau Hong <sup>(6)</sup>	Interest of spouse	723,000,000 (L)	72.29%
Mr. Tee Kian Heng	Beneficial owner	51,115,000 (L)	5.11%

Notes:

- (1) The letter "L" denotes a long position in the Shares.
- (2) These shares are held by Soon Holdings Limited. The issued share capital of Soon Holdings Limited is owned as to 70%, 10%, 10% and 10% by Mr. Soon See Beng, Mr. Soon Chiew Ang, Mr. Soon See Long and Ms. Soon Lee Shiang respectively, and therefore, each of Mr. Soon See Beng, Mr. Soon Chiew Ang, Mr. Soon See Long and Ms. Soon Lee Shiang are deemed to be interested in all the Shares registered in the name of Soon Holdings Limited in the Company under Part XV of the SFO.
- (3) Ms. Ng Mee Lam is the spouse of Mr. Soon See Beng. Accordingly, Ms. Ng Mee Lam is deemed to be interested in all the Shares held by Mr. Soon See Beng under Part XV of the SFO.
- (4) Ms. Ng Kar Wei is the spouse of Mr. Soon Chiew Ang. Accordingly, Ms. Ng Kar Wei is deemed to be interested in all the Shares held by Mr. Soon Chiew Ang under Part XV of the SFO.
- (5) Ms. Yang Lixia is the spouse of Mr. Soon See Long. Accordingly, Ms. Yang Lixia is deemed to be interested in all the Shares held by Mr. Soon See Long under Part XV of the SFO.
- (6) Mr. Lim Tau Hong is the spouse of Ms. Soon Lee Shiang. Accordingly, Mr. Lim Tau Hong is deemed to be interested in all the Shares held by Ms. Soon Lee Shiang under Part XV of the SFO.

## OTHER INFORMATION

Save as disclosed above, as at the date of this report, the Directors are not aware of any other person had a beneficial interest or short position in the Shares as recorded in the register required to be kept under Section 336 of the SFO or the underlying Shares which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

## SHARE SCHEME

The Company has conditionally adopted a share option scheme upon the passing of the written resolutions of the shareholder on 14 July 2022 (the “**Share Option Scheme**”). Pursuant to the Share Option Scheme, the Directors may grant options to eligible participants to subscribe for the Shares subject to the terms and conditions stipulated therein. Upon the listing of the Shares on the Stock Exchange on the Listing Date, all conditions set forth have been satisfied. No share option has been granted under the Share Option Scheme since its adoption.

Save for this Share Option Scheme, the Company has not adopted any other share scheme.

## INTERIM DIVIDEND

On 30 June 2023, the Board announced that it had resolved to declare the payment of a special dividend of HK\$0.023 per ordinary share of the Company, amounting to approximately HK\$23,003,450 (equivalent to RM13,702,000) in total. The special dividend was fully settled on Monday, 14 August 2023 in cash to the shareholders of the Company whose names appear on the Register of Members at the close of business on Monday, 17 July 2023.

The Directors of the Company do not recommend payment of an interim dividend to shareholders of the Company for the Period.

## IMPORTANT EVENTS AFTER THE REVIEW PERIOD

Save as disclosed above, there are no material subsequent events undertaken by the Company or by the Group after 30 June 2023 and up to the date of this report.

By order of the Board  
**Swang Chai Chuan Limited**  
**Mr. Soon See Beng**  
*Chairman and Chief Executive Officer*

Hong Kong, 29 August 2023

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2023

The Board of Directors (the “**Board**”) of Swang Chai Chuan Limited (the “**Company**”) presents the unaudited interim results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the six months ended 30 June 2023 together with the comparative figures for the corresponding period in 2022 as follows. The interim results have not been audited by the external joint auditors but they have been reviewed by the Audit Committee of the Company.

	Note	Six months ended 30 June	
		2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
<b>Revenue</b>	4	<b>481,739</b>	399,932
Cost of sales		<b>(423,213)</b>	(342,989)
Gross profit		<b>58,526</b>	56,943
Other income	5	<b>3,407</b>	498
Selling and distribution expenses		<b>(26,606)</b>	(22,061)
Administrative and other operating expenses		<b>(10,276)</b>	(8,548)
Finance costs	6	<b>(1,259)</b>	(726)
Share of results of an associate		<b>(130)</b>	–
Listing expenses		–	(3,476)
<b>Profit before tax</b>	6	<b>23,662</b>	22,630
Income tax expenses	7	<b>(7,212)</b>	(6,631)
<b>Profit for the period</b>		<b>16,450</b>	15,999
<b>Other comprehensive income (loss), net of tax</b>			
<i>Items that will not be reclassified to profit or loss:</i>			
Exchange differences on translation of the Company's financial statements to presentation currency		<b>1,930</b>	–
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on consolidation		<b>(2,029)</b>	(191)
<b>Total comprehensive income for the period</b>		<b>16,351</b>	15,808
<b>Earnings per share attributable to owners of the Company</b>			
– Basic and diluted	8	<b>1.64 sen</b>	2.21 sen



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2023

	Note	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment	10	40,033	39,280
Right-of-use assets	11	17,678	17,991
Investment in an associate	12	96	226
Deferred tax assets	18	2,043	2,352
		<b>59,850</b>	59,849
<b>Current assets</b>			
Inventories	13	93,533	97,898
Trade and other receivables	14	129,189	129,061
Pledged bank deposits		14,368	13,948
Fixed deposits with licensed banks		37,678	45,313
Bank balances and cash		38,025	23,026
		<b>312,793</b>	309,246
<b>Current liabilities</b>			
Trade and other payables	15	76,122	79,678
Interest-bearing borrowings	16	40,093	48,721
Lease liabilities	17	685	10,457
Dividend payable	9	13,702	–
Income tax payable		1,412	903
		<b>132,014</b>	139,759
<b>Net current assets</b>		<b>180,779</b>	169,487
<b>Total assets less current liabilities</b>		<b>240,629</b>	229,336
<b>Non-current liabilities</b>			
Interest-bearing borrowings	16	22,959	14,548
Lease liabilities	17	569	771
Deferred tax liabilities	18	1,525	1,090
		<b>25,053</b>	16,409
<b>NET ASSETS</b>		<b>215,576</b>	212,927
<b>Capital and reserves</b>			
Share capital	19	5,707	5,707
Reserves	20	209,869	207,220
<b>TOTAL EQUITY</b>		<b>215,576</b>	212,927

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2023

	Reserves					Total RM'000
	Share capital RM'000 (Note 19)	Share premium RM'000 (Note 20(a))	Capital reserve RM'000 (Note 20(b))	Translation reserve RM'000 (Note 20(c))	Accumulated profits RM'000	
At 1 January 2023 (Audited)	5,707	71,056	–*	(759)	136,923	212,927
Profit for the period	–	–	–	–	16,450	16,450
<b>Other comprehensive income (loss):</b>						
<i>Items that will not be reclassified to profit or loss</i>						
Exchange differences on translation of the Company's financial statements to presentation currency	–	–	–	1,930	–	1,930
<i>Items that may be reclassified subsequently to profit or loss</i>						
Exchange differences on consolidation	–	–	–	(2,029)	–	(2,029)
<b>Other comprehensive loss for the period</b>	–	–	–	(99)	–	(99)
Total comprehensive (loss) income for the period	–	–	–	(99)	16,450	16,351
<b>Transactions with owners:</b>						
<i>Contributions and distributions</i>						
Dividends (Note 9)	–	–	–	–	(13,702)	(13,702)
<b>Total transactions with owners</b>	–	–	–	–	(13,702)	(13,702)
<b>At 30 June 2023 (Unaudited)</b>	<b>5,707</b>	<b>71,056</b>	<b>–*</b>	<b>(858)</b>	<b>139,671</b>	<b>215,576</b>
At 1 January 2022 (Audited)	–*	–	–*	51	110,136	110,187
Profit for the period	–	–	–	–	15,999	15,999
<b>Other comprehensive loss:</b>						
<i>Items that may be reclassified subsequently to profit or loss</i>						
Exchange differences on consolidation	–	–	–	(191)	–	(191)
<b>Other comprehensive loss for the period</b>	–	–	–	(191)	–	(191)
Total comprehensive (loss) income for the period	–	–	–	(191)	15,999	15,808
<b>At 30 June 2022 (Unaudited)</b>	<b>–*</b>	<b>–</b>	<b>–*</b>	<b>(140)</b>	<b>126,135</b>	<b>125,995</b>

\* Represent amounts less than RM1,000

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2023

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
<b>OPERATING ACTIVITIES</b>		
Profit before tax	23,662	22,630
Adjustments for:		
Depreciation	2,569	2,182
Finance costs	1,259	726
Exchange difference	(99)	(191)
Interest income	(804)	(140)
Share of results of an associate	130	–
Dividend income	–	(2)
Gain on disposal of property, plant and equipment, net	(160)	(56)
Provision for loss allowance of trade receivables, net	884	868
(Reversal of) Provision for write-down of inventories, net	(838)	195
Bad debts written off	760	181
<b>Operating cash inflows before movements in working capital</b>	<b>27,363</b>	<b>26,393</b>
Changes in working capital:		
Inventories	5,203	(13,358)
Trade and other receivables	(1,772)	(25,278)
Trade and other payables	(3,556)	21,978
<b>Cash generated from operations</b>	<b>27,238</b>	<b>9,735</b>
Income tax paid	(5,959)	(4,507)
<b>Net cash from operating activities</b>	<b>21,279</b>	<b>5,228</b>
<b>INVESTING ACTIVITIES</b>		
Increase in pledged bank deposits	(420)	(142)
Decrease in fixed deposits with licensed banks	7,635	–
Interest received	804	140
Deposits paid for acquisition of property, plant and equipment	–	(1,050)
Payment for purchase of property, plant and equipment	(2,557)	(1,713)
Acquisition of right-of-use assets	(452)	–
Proceeds from disposal of property, plant and equipment	160	86
<b>Net cash from (used in) investing activities</b>	<b>5,170</b>	<b>(2,679)</b>

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2023

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
<b>FINANCING ACTIVITIES</b>		
Inception of interest-bearing borrowings	9,450	85,985
Repayment of interest-bearing borrowings	(9,667)	(79,782)
Interest paid	(1,259)	(726)
Repayment to the Ultimate Controlling Party	–	(2,083)
Repayment of lease liabilities	(9,974)	(710)
<b>Net cash (used in) from financing activities</b>	<b>(11,450)</b>	2,684
<b>Net increase in cash and cash equivalents</b>	<b>14,999</b>	5,233
<b>Cash and cash equivalents at the beginning of the reporting period</b>	<b>23,026</b>	4,370
<b>Cash and cash equivalents at the end of the reporting period, represented by bank balances and cash</b>	<b>38,025</b>	9,603



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 1. CORPORATE INFORMATION AND BASIS OF PREPARATION

Swang Chai Chuan Limited (the “**Company**” together with its subsidiaries are collectively refer to as the “**Group**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 14 February 2019. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 19 August 2022 (the “**Listing**”). The address of the Company’s registered office is 71 Fort Street, PO Box 500, George Town, Grand Cayman KY1-1106, Cayman Islands. The Company’s principal place of business is situated at Units 2201-2203, 22/F., Tai Tung Building, 8 Fleming Road, Wanchai, Hong Kong and the Group’s headquarter is situated at Lot 147-A, Kawasan Perindustrian Semambu, 25350 Kuantan, Pahang, Malaysia.

The Company is an investment holding company and its subsidiaries are principally engaged in distribution and sales of food and beverages (“**F&B**”) and provision of logistics, warehousing services and others in Malaysia.

The immediate and ultimate holding company of the Company is Soon Holdings Limited (“**Soon Holdings**”), which is incorporated in the British Virgin Islands (the “**BVI**”). In the opinion of the directors of the Company, the ultimate controlling parties are Mr. Soon See Beng (“**SB Soon**”), Mr. Soon See Long (“**SL Soon**”), Mr. Soon Chiew Ang (“**CA Soon**”) and Ms. Soon Lee Shiang (“**LS Soon**”) (together the “**Ultimate Controlling Party**”), who have been acting in concert over the course of the Group’s business history.

The condensed consolidated financial statements (the “**Interim Financial Statement**”) of the Group for the six months ended 30 June 2023 have been prepared in accordance with International Accounting Standard (“**IAS**”) 34 “Interim Financial Reporting” (“**IAS 34**”) issued by the International Accounting Standard Board (the “**IASB**”) and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange.

The preparation of the Interim Financial Statements in conformity with IAS 34 requires the Group’s management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a period to date basis. Actual results may differ from these estimates.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 2. PRINCIPAL ACCOUNTING POLICIES

The Interim Financial Statements include an explanation of events and transactions that are significant to an understanding of the changes in financial position and financial performance of the Group since 31 December 2022, and therefore, do not include all of the information required for full set of financial statements prepared in accordance with the International Financial Reporting Standards (“IFRSs”) which collective term includes all applicable individual IFRSs, IAS and Interpretations issued by the IASB. They shall be read in conjunction with the Group’s audited financial statements for the year ended 31 December 2022 (the “**Annual Report**”).

The Interim Financial Statements have been prepared on the historical costs basis and presented in Malaysian Ringgit (“**RM**”) and rounded to the nearest thousands unless otherwise indicated.

The accounting policies and methods of computation applied in the preparation of the Interim Financial Statements are consistent with those applied in preparing the Annual Report except for the adoption of the new/revised IFRSs which are relevant to the Group and effective for the Group’s financial year beginning on 1 January 2023.

### Adoption of new/revised IFRSs

In the current interim period, the Group has applied, for the first time, certain new/revised IFRSs issued by the IASB which are mandatory effective for the annual period beginning on or after 1 January 2023 for the preparation of the Interim Financial Statements.

The adoption of the new/revised IFRSs has no significance impact on the Interim Financial Statements. At the date of authorisation of the Interim Financial Statements, the Group has not early adopted other new/revised IFRSs that have been issued but are not yet effective. The directors of the Company do not anticipate that the adoption of the new/revised IFRSs in future periods will have any material impact on the financial position, financial performance and cash flows of the Group.

## 3. SEGMENT INFORMATION

The directors of the Company have determined that the Group has only one operating and reportable segment throughout the periods, as the Group manages its business as a whole as the businesses of distribution and sales of F&B and provision of logistics, warehousing services and others are carried out in Malaysia and the executive directors of the Company, being the chief operating decision-makers of the Group, regularly review the internal financial reports on the same basis for the purposes of allocating resources and assessing performance of the Group. Segment information is not presented accordingly.

The Company is an investment holding company and the principal place of the Group’s operation is in Malaysia. All of the Group’s revenue from external customers during the six months ended 30 June 2023 and 2022 are derived from Malaysia and almost all of the Group’s assets and liabilities are located in Malaysia.

### Information about major customers

The Group’s revenue from any single external customer did not contribute 10% or more of the total revenue of the Group for the six months ended 30 June 2023 and 2022.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 4. REVENUE

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
<b>Revenue from contracts with customers within IFRS 15</b>		
At a point in time		
– Distribution and sales of F&B	476,897	395,404
Over time		
– Provision of logistics, warehousing services and others	4,842	4,528
	<b>481,739</b>	<b>399,932</b>

The amount of revenue recognised for the six months ended 30 June 2023 that was included in the contract liabilities at the beginning of the reporting period was approximately RM5,978,000 (six months ended 30 June 2022: RM2,547,000) (Note 15(b)).

## 5. OTHER INCOME

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
Interest income	804	140
Dividend income	–	2
Gain on disposal of property, plant and equipment	160	56
Exchange gain, net	2,025	–
Rental income	60	61
Bad debts recovery	110	88
Sundry income	248	151
	<b>3,407</b>	<b>498</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 6. PROFIT BEFORE TAX

This is stated after charging (crediting):

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
<b>Finance costs</b>		
Interest on interest-bearing borrowings	1,226	666
Interest on lease liabilities	33	60
	<b>1,259</b>	726
<b>Staff costs (including directors' emoluments)</b>		
Salaries, discretionary bonus, allowances and other benefits in kind	18,566	16,365
Contributions to defined contribution plans	1,760	1,520
	<b>20,326</b>	17,885
<b>Other items</b>		
Cost of inventories	415,637	336,360
Auditor's remuneration	169	65
Depreciation of property, plant and equipment (charged to "cost of sales" and "administrative and other operating expenses", as appropriate)	1,804	1,415
Depreciation of right-of-use assets (charged to "cost of sales" and "administrative and other operating expenses", as appropriate)	765	767
Exchange (gain) loss, net	(2,025)	4
Expenses recognised under short-term leases	140	133
Bad debts written off	760	181
(Reversal of) Provision for write-down of inventories, net	(838)	195
Provision for loss allowance of trade receivables, net	884	868



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 7. TAXATION

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
<b>Current tax</b>		
Malaysia corporate income tax ("Malaysia CIT")	6,468	7,689
<b>Deferred tax (Note 18)</b>		
Changes in temporary differences	744	(1,058)
<b>Total income tax expenses for the period</b>	<b>7,212</b>	6,631

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong for six months ended 30 June 2023 and 2022.

The group entities established in the Cayman Islands and the BVI are exempted from corporate income tax therein.

Malaysia CIT is calculated at 24% of the estimated assessable profits for the six months ended 30 June 2023 and 2022. During the six months ended 30 June 2022, Malaysia incorporated entities with paid-up capital of RM2.5 million or less and having annual sales of not more than RM50 million enjoy tax rate of 17% on the first RM600,000 of the estimated assessable profits and remaining balance at tax rate of 24%.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 8. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following information:

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
Profit for the period attributable to owners of the Company, used in basic and diluted earnings per share calculation	16,450	15,999
	'000	'000
Weighted average number of ordinary shares for basic and diluted earnings per share calculation	1,000,150	723,000

The calculation of basic earnings per share is based on the profit attributable to owners of the Company and the weighted average number of ordinary shares in issue during the period. For the six months ended 30 June 2022, the weighted average number of ordinary shares for the purpose of calculating basic and diluted earnings per share were on the basis as if the reorganisation and Capitalisation Issue (as defined in Note 19) had been effective on 1 January 2022.

Diluted earnings per share are the same as the basic earnings per share as there are no dilutive potential ordinary shares in existence for the six months ended 30 June 2023 and 2022.

## 9. DIVIDEND

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
Special dividends declared to the owners of the Company HK\$0.023 (six months ended 30 June 2022: Nil) per ordinary share	13,702	–

On 30 June 2023, the directors of the Company announced that it had resolved to declare the payment of a special dividend to the shareholders whose names appear on the Company's register of members at the close of business on 17 July 2023. The dividend payables were fully settled on 14 August 2023.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 10. PROPERTY, PLANT AND EQUIPMENT

	Freehold land RM'000	Buildings RM'000	Leasehold improvements RM'000	Plant and machinery RM'000	Furniture, fixtures and office equipment RM'000	Motor vehicles RM'000	Total RM'000
<b>Reconciliation of carrying amount – year ended 31 December 2022 (Audited)</b>							
At 1 January 2022	10,519	11,593	127	5,971	778	3,333	32,321
Additions	4,998	–	666	1,693	583	2,187	10,127
Disposals	–	–	–	(13)	(2)	(72)	(87)
Depreciation	–	(289)	(147)	(1,343)	(229)	(1,073)	(3,081)
At 31 December 2022	15,517	11,304	646	6,308	1,130	4,375	39,280
<b>Reconciliation of carrying amount – six months ended 30 June 2023 (Unaudited)</b>							
At 1 January 2023	15,517	11,304	646	6,308	1,130	4,375	39,280
Additions	–	–	–	524	133	1,900	2,557
Depreciation	–	(145)	(70)	(721)	(118)	(750)	(1,804)
At 30 June 2023	15,517	11,159	576	6,111	1,145	5,525	40,033
<b>At 31 December 2022 (Audited)</b>							
Cost	15,517	13,873	1,477	14,372	3,382	14,767	63,388
Accumulated depreciation	–	(2,569)	(831)	(8,064)	(2,252)	(10,392)	(24,108)
Net carrying amounts	15,517	11,304	646	6,308	1,130	4,375	39,280
<b>At 30 June 2023 (Unaudited)</b>							
Cost	15,517	13,873	1,477	14,896	3,515	15,455	64,733
Accumulated depreciation	–	(2,714)	(901)	(8,785)	(2,370)	(9,930)	(24,700)
Net carrying amounts	15,517	11,159	576	6,111	1,145	5,525	40,033

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 10. PROPERTY, PLANT AND EQUIPMENT (continued)

The carrying amounts of the Group's property, plant and equipment pledged to secure banking facilities (Note 16) at 30 June 2023 and 31 December 2022 are as follows:

	Freehold land RM'000	Buildings RM'000	Total RM'000
<b>Pledged to secure banking facilities</b>			
At 31 December 2022 (Audited)	14,058	10,811	24,869
<b>At 30 June 2023 (Unaudited)</b>	<b>14,058</b>	<b>10,695</b>	<b>24,753</b>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 11. RIGHT-OF-USE ASSETS

	Leasehold land RM'000	Leased properties RM'000	Motor vehicles RM'000	Total RM'000
<b>Reconciliation of carrying amount – year ended 31 December 2022 (Audited)</b>				
At 1 January 2022	6,041	1,070	2,351	9,462
Additions	10,544	–	–	10,544
Depreciation	(209)	(605)	(597)	(1,411)
Written off	–	–	(604)	(604)
At 31 December 2022	16,376	465	1,150	17,991
<b>Reconciliation of carrying amount – six months ended 30 June 2023 (Unaudited)</b>				
At 1 January 2023	16,376	465	1,150	17,991
Additions	452	–	–	452
Depreciation	(242)	(288)	(235)	(765)
At 30 June 2023	16,586	177	915	17,678
<b>At 31 December 2022 (Audited)</b>				
Cost	18,489	1,780	6,082	26,351
Accumulated depreciation	(2,113)	(1,315)	(4,932)	(8,360)
Net carrying amounts	16,376	465	1,150	17,991
<b>At 30 June 2023 (Unaudited)</b>				
Cost	18,941	1,780	6,082	26,803
Accumulated depreciation	(2,355)	(1,603)	(5,167)	(9,125)
Net carrying amounts	16,586	177	915	17,678

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 11. RIGHT-OF-USE ASSETS *(continued)*

The Group leases various properties and motor vehicles for its daily operations, the initial lease terms range from 2 to 6 years. The leasehold lands represent lump sum considerations paid by the Group, which are with initial lease period range from 34 to 92 years and there are no ongoing payments to be made under the terms of the land leases.

At 30 June 2023, the Group's leasehold lands with a total carrying amount of approximately RM14,840,000 (*31 December 2022: approximately RM4,131,000*), were pledged to secure bank facilities (Note 16) granted to the Group.

At 30 June 2023, the Group's motor vehicles with a total carrying amount of approximately RM915,000 (*31 December 2022: approximately RM1,150,000*), were pledged to secure the lease liabilities (Note 17).

### **Commitments under leases**

At 30 June 2023, the Group was committed to short-term leases or low-value asset leases of approximately RM8,000 (*31 December 2022: approximately RM168,000*).

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

### 12. INVESTMENT IN AN ASSOCIATE

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
Unlisted entity, share of net assets	96	226

Details of the associate at the end of each reporting period are as follows:

Name of the associate	Principal place of business and place of incorporation	Registered and paid-up capital	Proportion of value of registered and paid-up capital indirectly held by the Company		Principal activities
			At 30 June 2023	At 31 December 2022	
Karabao Marketing (M) Sdn. Bhd. ("Karabao")	Malaysia	RM500,000	40%	40%	Trading of beverages/ Malaysia

Karabao is a private limited company and there is no quoted market price available for its shares.

The Group's management has assessed the level of influence that the Group exercises on Karabao during the period ended 30 June 2023, and determined that it has significant influence thereon through a board representation and other arrangements made. Consequently, this investment has been classified as an investment in an associate.

### 13. INVENTORIES

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
Raw materials	1,891	2,545
Finished goods	95,536	100,085
	97,427	102,630
Less: Write-down provision	(3,894)	(4,732)
	93,533	97,898

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 14. TRADE AND OTHER RECEIVABLES

	Note	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
<b>Trade receivables</b>			
From related companies	14(a)	1,235	982
From third parties		121,033	120,100
		<b>122,268</b>	121,082
Less: Loss allowances		<b>(4,691)</b>	(3,807)
	14(b)	<b>117,577</b>	117,275
<b>Other receivables</b>			
Prepayments		–	–*
Deposits paid to suppliers		1,904	4,539
Deposits paid for acquisition of computer software		1,428	1,428
Other deposits and receivables (Note i)		6,878	5,154
Amount due from an associate (Note ii)		1,402	665
		<b>11,612</b>	11,786
		<b>129,189</b>	129,061

\* Represents amount less than RM1,000

Notes:

- (i) Included in the other deposits and receivables, there were approximately RM6,204,000 and RM4,545,000, respectively, at 30 June 2023 and 31 December 2022, representing the marketing expenses receivables from the suppliers.
- (ii) The amount due from an associate is non-trade in nature, unsecured, interest-free and repayable on demand.



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 14. TRADE AND OTHER RECEIVABLES (continued)

### 14(a) Trade receivables from related companies

The trade receivables from related companies represented companies interested by the Ultimate Controlling Party and/or the spouses of the Ultimate Controlling Party. The trade receivables from related companies are unsecured, interest-free and have credit terms up to 60 days from the date of issuance of invoices. No provision has been made for non-repayment of the amount due during the reporting periods. The Group does not hold any collateral over these balances.

### 14(b) Trade receivables

The ageing of trade receivables, net of loss allowances, based on invoice date at the end of each reporting period is as follows:

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
Within 30 days	67,762	68,690
31 to 60 days	39,485	37,118
61 to 90 days	7,558	9,670
Over 90 days	2,772	1,797
	<b>117,577</b>	117,275

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 14. TRADE AND OTHER RECEIVABLES (continued)

### 14(b) Trade receivables (continued)

At the end of each reporting period, the ageing analysis of the trade receivables, net of loss allowances, by due date is as follows:

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
Not yet due	71,244	70,300
Past due:		
Within 30 days	37,074	37,094
31 to 60 days	7,142	8,683
61 to 90 days	2,117	1,198
	46,333	46,975
	117,577	117,275

The Group normally grants credit terms up to 90 days from the date of issuance of invoices.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

### 15. TRADE AND OTHER PAYABLES

	Note	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
<b>Trade payables</b>			
To third parties	15(a)	61,752	60,462
<b>Other payables</b>			
Contract liabilities – Marketing Incentives	15(b)	3,821	5,978
Salary payables		4,231	5,458
Other accruals and other payables (Note)		6,150	7,509
Rental and other deposits		168	271
		14,370	19,216
		76,122	79,678

Note: The amount at 30 June 2023 included payables of approximately RM1,249,000 (31 December 2022: approximately RM1,750,000) for addition of property, plant and equipment.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 15. TRADE AND OTHER PAYABLES *(continued)*

### 15(a) Trade payables

The trade payables are interest-free and with normal credit terms up to 60 days.

At the end of each reporting period, the ageing analysis of the trade payables based on invoice date is as follows:

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
Within 30 days	34,099	36,722
31 to 60 days	25,731	22,730
61 to 90 days	1,919	847
Over 90 days	3	163
	<b>61,752</b>	60,462

### 15(b) Contract liabilities – Marketing Incentives

The balance represented accumulated unused obligations at the end of each reporting period which will be recognised as revenue in the next reporting period. The movements (excluding those arising from increase and decrease both occurred within the same reporting period) of contract liabilities within IFRS 15 are as follows:

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
At the beginning of the reporting period	5,978	7,032
Addition for the reporting period	3,821	5,978
Revenue recognised for the reporting period <i>(Note 4)</i>	<b>(5,978)</b>	(7,032)
At the end of the reporting period	<b>3,821</b>	5,978

*Note:* The contract liabilities of approximately RM3,821,000 at 30 June 2023 (31 December 2022: approximately RM5,978,000), represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of each reporting period. The Group expects the transaction price of approximately RM3,821,000 at 30 June 2023 (31 December 2022: approximately RM5,978,000), allocated to the unsatisfied performance obligations will be recognised as revenue in one year or less when the obligations are performed.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 16. INTEREST-BEARING BORROWINGS

At the end of each reporting period, details of interest-bearing borrowings of the Group are as follows:

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
<b>Interest-bearing borrowings – secured</b>		
– Current portion	40,093	48,721
– Non-current portion	22,959	14,548
	<b>63,052</b>	<b>63,269</b>

The secured bank borrowings are repayable ranging from within one year to over five years since their inception. At 30 June 2023, the secured bank borrowings carried weighted average effective interest rate of approximately 3.57% per annum (31 December 2022: approximately 3.61% per annum).

The interest-bearing borrowings are secured by:

- (i) guarantees provided by the Ultimate Controlling Party;
- (ii) properties owned by the related party, the parents of the Ultimate Controlling Party;
- (iii) certain property, plant and equipment with aggregate net carrying amounts of approximately RM24,753,000 at 30 June 2023 (31 December 2022: approximately RM24,869,000), as set out in Note 10;
- (iv) certain right-of-use assets with aggregate net carrying amounts of approximately RM14,840,000 at 30 June 2023 (31 December 2022: approximately RM4,131,000), as set out in Note 11; and
- (v) pledged bank deposits with net carrying amounts of approximately RM14,368,000 at 30 June 2023 (31 December 2022: approximately RM13,948,000).

All banking facilities are subject to the fulfilment of covenants, as is commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the drawn down facilities would become repayable on demand. At 30 June 2023 and 31 December 2022, none of the covenants relating to drawn down facilities had been breached.

At the date of approving the Interim Financial Statements, the Group is in the process of releasing the above guarantees/pledged properties provided by the Ultimate Controlling Party and the related party by replacement of corporate guarantees provided by the Company.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 17. LEASE LIABILITIES

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
<b>Lease liabilities</b>		
Current	685	10,457
Non-current	569	771
	<b>1,254</b>	11,228

The Group has recognised the following amounts relating to short-term leases during the reporting periods:

	Six months ended 30 June 2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
Lease payments – Short-term leases	140	133

Commitments and present value of lease liabilities:

	Lease payments		Present value of lease payments	
	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
Amounts payable:				
Within one year	723	10,465	685	10,457
In the second to third years inclusive	592	810	569	771
	<b>1,315</b>	11,275	<b>1,254</b>	11,228
Less: future finance charges	<b>(61)</b>	(47)	–	–
Total lease liabilities	<b>1,254</b>	11,228	<b>1,254</b>	11,228



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

### 17. LEASE LIABILITIES (continued)

The total cash outflow for leases for the six months ended 30 June 2023 was approximately RM10,147,000 (*six months ended 30 June 2022: RM904,000*) of which RM9,450,000 was related to settle the remaining consideration of a leasehold land acquired during the year ended 31 December 2022.

The lease liabilities are secured by certain right-of-use assets with aggregate net carrying amount of approximately RM915,000 and RM1,150,000 at 30 June 2023 and 31 December 2022, respectively, as set out in Note 11.

At 30 June 2023 and 31 December 2022, the weighted average effective interest rates of the lease liabilities of the Group were 4.44% and 4.36% per annum, respectively.

### 18. DEFERRED TAX ASSETS (LIABILITIES)

For the purpose of presentation in the Interim Financial Statements, the following is the analysis of the deferred taxation:

	At 30 June 2023 (Unaudited) RM'000	At 31 December 2022 (Audited) RM'000
Deferred tax assets	2,043	2,352
Deferred tax liabilities	(1,525)	(1,090)
	<b>518</b>	1,262

The movements in the Group's deferred tax assets (liabilities) for the reporting periods were as follows:

	Provision for impairment allowances for trade and other receivables RM'000	Marketing incentives/ accrued revenue and costs RM'000	Accelerated tax depreciation RM'000	Total RM'000
At 1 January 2022(Audited)	641	1,687	(1,146)	1,182
Income tax credit (expenses)	272	(248)	56	80
At 31 December 2022 and 1 January 2023 (Audited)	<b>913</b>	<b>1,439</b>	<b>(1,090)</b>	<b>1,262</b>
<b>Income tax credit (expenses)</b>	<b>213</b>	<b>(522)</b>	<b>(435)</b>	<b>(744)</b>
<b>At 30 June 2023 (Unaudited)</b>	<b>1,126</b>	<b>917</b>	<b>(1,525)</b>	<b>518</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 19. SHARE CAPITAL

	Note	Number of shares '000	HK\$'000	Equivalent to Approximately RM'000
Ordinary share of HK\$0.01 each				
Authorised:				
At 1 January 2022		38,000	380	197
Increase on 14 July 2022	19(a)	1,462,000	14,620	8,277
<b>At 31 December 2022, 1 January 2023 and 30 June 2023</b>		<b>1,500,000</b>	<b>15,000</b>	<b>8,474</b>
Issued and fully paid:				
At 1 January 2022		—*	—*	—*
Issue of shares pursuant to Capitalisation Issue	19(b)	<b>723,000</b>	<b>7,230</b>	<b>4,125</b>
Issue of shares pursuant to the Global Offering	19(c)	<b>241,000</b>	<b>2,410</b>	<b>1,375</b>
Issue of shares pursuant to the Over-allotment option	19(d)	<b>36,150</b>	<b>362</b>	<b>207</b>
<b>At 31 December 2022, 1 January 2023 and 30 June 2023</b>		<b>1,000,150</b>	<b>10,002</b>	<b>5,707</b>

- (a) On 14 July 2022, the authorised share capital of the Company was increased from HK\$380,000 to HK\$15,000,000 by the creation of an additional 1,462,000,000 shares of HK\$0.01 each, such shares shall rank pari passu in all aspects.
- (b) Pursuant to the resolutions in writing of the Company's shareholders passed on 14 July 2022, subject to the share premium account of the Company being credited as a result of the issue of the Company's shares under the Listing, the directors of the Company were authorised to allot and issue a total of 722,999,800 shares of HK\$0.01 each to the existing shareholders, credited as fully paid at par by way of capitalisation of the sum of HK\$7,229,998 (equivalent to approximately RM4,125,000) standing to the credit of the share premium account of the Company (the "Capitalisation Issue") and the shares to be allotted and issued pursuant to this resolution shall carry the same rights as all shares in issue (save for the rights to participate in the Capitalisation Issue). The Capitalisation Issue was fully completed on 19 August 2022.
- (c) On 19 August 2022, the shares of the Company were listed on the Main Board of the Stock Exchange and 241,000,000 new ordinary shares with par value of HK\$0.01 per share were issued at HK\$0.56 per share by way of the global offering (the "Global offering"). The gross proceeds from the global offering amounted to HK\$134,960,000 (equivalent to approximately RM76,996,000).
- (d) On 9 September 2022, 36,150,000 new ordinary shares with par value of HK\$0.01 per share of the Company were issued at a price of HK\$0.56 per share upon full exercise of the over-allotment option (the "Over-allotment"). The gross proceeds from the Over-allotment amounted to HK\$20,244,000 (equivalent to approximately RM11,625,000).
- (e) The expenses attributable to the issue of new shares under the Global Offering and the Over-allotment of approximately RM11,858,000 have been recognised in the share premium account within equity of the Company.

\* Represent amounts less than RM1,000

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 20. RESERVES

### 20(a) Share premium

Share premium represents the excess of the net proceeds from issuance of the Company's shares over its par value. Under the law of the Cayman Islands and the Company's Articles of Association, it is distributable to the Company's shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business.

### 20(b) Capital reserve

The capital reserve represents the aggregate amount of the nominal value of the issued/paid-up capital of the entities now comprising the Group less consideration paid to acquire the relevant interests (if any).

### 20(c) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of foreign operations for consolidation and the Company's financial statement to the presentation currency.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 21. RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the Interim Financial Statements, further information of the related party transactions for the reporting periods is set out below.

### (a) Related party transactions of the Group:

	Note	Six months ended 30 June	
		2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
Revenue arising from distribution and sales of F&B	21(a)(i)	6,005	5,237
Sales and marketing expenses	21(a)(i)	8	19

Note:

- (i) It represented related party transactions with the companies interested by the Ultimate Controlling Party and/or the spouses of the Ultimate Controlling Party.

### (b) Remuneration for key management personnel (including directors) of the Group:

	Six months ended 30 June	
	2023 RM'000 (Unaudited)	2022 RM'000 (Unaudited)
Salaries, discretionary bonus, allowances and other benefits in kind	2,057	1,195
Contributions to defined contribution plans	374	183
	2,431	1,378

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

## 22. FAIR VALUE MEASUREMENTS

All financial assets and liabilities are carried at amounts not materially different from their fair value at the end of each reporting period.

## 23. COMMITMENTS

### Commitments under leases

#### The Group as lessor

The Group leases out its properties under operating leases with lease terms ranging from one year to two years. The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

	At 30 June 2023 RM'000 (Unaudited)	At 31 December 2022 RM'000 (Audited)
Within one year	45	34
More than one year but less than two years	6	24
	<b>51</b>	58