LOTUS CIRCULAR BERHAD(Registration No. 199501008356 (337554 - D)) (Formerly known as MESB BERHAD) Unaudited Quarterly Report on Consolidated results for the 2nd Quarter Financial Period Ended 31 December 2024

(Formerly known as MESB BERHAD)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2024

	CURRENT QUARTER ENDED 31/12/2024 RM'000	COMPARATIVE QUARTER ENDED 31/12/2023 RM'000	6 MONTHS CUMULATIVE TO 31/12/2024 RM'000	6 MONTHS CUMULATIVE TO 31/12/2023 RM'000
CONTINUING OPERATIONS				
Revenue	47,298	48,893	82,621	82,407
Operating Expenses	(44,878)	(43,649)	(80,650)	(76,823)
Other Income	365	574	621	924
Profit/(loss) from Operations	2,785	5,818	2,592	6,508
Finance costs	(82)	(93)	(146)	(176)
Share of results of an associate	0	0	0	0
Profit/(loss) before tax	2,703	5,725	2,446	6,332
Taxation	(1,219)	(1,729)	(1,581)	(2,053)
Profit/(loss) after taxation from continuing operations	1,484	3,996	865	4,279
DISCONTINUED OPERATIONS				
Profit/(loss) after taxation from discontinued operations	<u>0</u> 1,484	<u> </u>	<u>0</u> 865	<u>0</u> 4,279
Profit/(loss) after taxation	,	,		
Other comprehensive income	0	0	0	0
Total comprehensive income/(expenses) for the year/period	1,484	3,996	865	4,279
Net profit/(loss) attributable to :				
Equity holders of the parent	1,127	2,899	1,184	3,491
Minority interests	357	1,097	(319)	788
	1,484	3,996	865	4,279
Total comprehensive income/(expenses) attributable to :				
Owners of the Company	1,127	2,899	1,184	3,491
Non Contolling Interest	357	1,097	(319)	788
	1,484	3,996	865	4,279
Earnings/(Loss) per share (sen)				
(a) Basic				
- continuing operations	0.78	2.01	0.82	2.42

(The above Unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2024)

(Formerly known as MESB BERHAD)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2024

	AS AT 31/12/2024 RM'000	AS AT 30/06/2024 RM'000
ASSETS		
Non-current assets		
Property, plant & equipment	5,158	5,104
Investment property	394	401
Intangible assets	692	846
Right-use assets	2,670	1,926
Deferred Tax Assets	799	799
Net investment in a lease Goodwill	0 40,062	0 40,062
Total non-current assets	49,775	49,138
Current Assets		
Investment	321	336
Inventories	57,298	44,739
Trade receivables	27,261	21,188
Other receiverables, deposits and prepayment	2,290	1,987
Current tax assets	2,182	1,290
Net Investment in a lease	0	31
Cash and bank balances	56,878	61,255
	146,230	130,826
Total Assets	196,005	179,964
Equity attributable to equity holders of the parent : Share capital Reserves Non Controlling Interests	69,909 48,373 41,703	69,909 47,191 42,021
Total equity	159,985	159,121
Non-current liabilities Hire purchase creditors Lease liabilities	89 1,594 1,683	217 948 1,165
Current Liabilities		
Trade payables	25,070	8,358
Other payables and accruals	6,047	7,205
Amount owing to director	0	1,272
Amount owing to shareholder	0	294
Short-term borrowings	1,790	1,220
Lease liabilities	1,161	1,045
Hire purchase creditors	269	284
	34,337	19,678
Total liabilities	36,020	20,843
Total equity and liabilities	196,005	179,964
Net Assets per share attributable to ordinary equity holders of the parent(RM)	0.82	0.81

(The above Unaudited Condensed Consolidated Balance Sheets should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2024)

(Formerly known as MESB BERHAD)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2024

FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2024	6 MONTHS ENDED 31/12/2024 RM'000	12 MONTHS ENDED 30/06/2024 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/loss before taxation -Continuing operations Adjustments for :-	2,446	19,288
Loss/(gain) on lease modification	28	0
Impairment losses on receivables	0	278
Depreciation and amortisation Impairment losses on investment property	1,506 0	4,217 13
Net unealised loss/(gain) on Investment	100	(176)
Net unealised loss/(gain) on foreign exchange	0 146	23 589
Finance costs Written off plant and equipment	95	109
Write down/(reversal)of write-down of inventories	859	(511)
Loss/(gain) of disposal plant and equipment	(5)	(47)
Loss/(gain) of disposal in subsidiaries/associated Finance income	0 (460)	(226) (1,078)
Operating profit before working capital and non-current assets changes	4,715	22,479
Changes in inventories	(13,417)	(4,109)
Changes in trade and other receivables and prepayments	(6,379)	1,200
Changes in trade and other payables Cash from/(for) operating activities	13,988 (1,093)	(4,761) 14,809
		(4,362)
Income tax(paid)/ refunded Interest paid	(2,473) (146)	(589)
Net cash from/(used in) operating activities	(3,712)	9,858
Cash Flow From Investing Activities		
Acquisition of intangible assets ,property, plant and equipment Acquisition of subsidiaries,net of cash and cash equivalents acquired	(812) 0	(2,052)
Interest received	460	1,078
Upliftment/(Placement) of fixed deposits with tenure exceeded 3 months	(153)	207
Disposal of subsidiaries/associated Disposal of non controlling interest	0	2,000
Repayment from net investment in a lease	0	90
Increase in investment	(85)	(160)
Proceeds from disposal of property, plant and equipment	5	47
Net cash/(used in) from investing activities	(585)	1,210
Net Cash Flow from/(used in) financing activities		(0.075)
Drawdown/(repayment) of bankers' acceptances (Repyment)/drawdown of term loans	570 0	(3,675) (627)
Issue shares pursuant a private placement	0	0
Issue of shares pursuant conversion of warrants Upliftment/(Placement) of fixed deposits pledged	0	0 4,620
Repayment of hire purchase payables	(143)	(346)
Repayment of lease liabilities	(660)	(1,446)
N== No==0= (/2=0==0=) N(0=0)	(233)	(1,474)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(4,530)	9,594
Cash and cash equivalents at beginning of the year	47,422	37,828
Cash and cash equivalents at end of the period	42,892	47,422
Note:		
The Cash & Cash Equivalents comprise of the following :-	6 Months	12 Months
	ENDED	ENDED
	31/12/2024	30/06/2024
	RM'000	RM'000
Deposits pledged with a licensed bank	13,987	13,833
Deposits placed with a licensed bank	22,786	28,302
Highly liquid investments with financial institutions Cash and bank balances	0	0
Casii aliu palik balalices	20,106 56,879	19,119 61,254
Less : Deposits pledged with licensed bank	(13,987)	(13,833)
Bank overdraft	42.802	47.424
	42,892	47,421

(The above Unaudited Condensed Consolidated Cash Flow Statements should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2024)

(Formerly known as MESB BERHAD)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 31 DECEMBER 2024

	< Attributable to equity holders of the parent>				Total
	Share Capital RM'000	Share Premium RM'000	Retained Earnings RM'000	Non - Controlling Interest RM'000	Equity RM'000
At 1 July 2023: -	69,908		36,885	38,171	144,964
Profit/(loss) after taxation /Total comprehensive income/(expenses) for the financial year	-		10,306	3,850	14,156
At 30 June 2024	69,908		47,191	42,021	159,120
At 1 July 2024: -	69,908		47,191	42,021	159,120
Profit/(loss) after taxation /Total comprehensive income/(expenses) for the financial period	-		1,184	(319)	865
At 31 December 2024	69,908		48,375	41,702	159,985

(The above Unaudited Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Audited Financial Statements for the financial year ended 30 June 2024)

(Formerly known as MESB BERHAD)

Interim Financial Report for the Financial Period Ended 31 December 2024

The figures have not been audited.

NOTES TO THE INTERIM FINANCIAL REPORT

PART A – EXPLANATORY NOTES PURSUANT TO FINANCIAL REPORTING STANDARD 134 ("FRS 134")

A1. ACCOUNTING POLICIES AND METHODS OF COMPUTATION

The interim financial report is unaudited and has been prepared in accordance with the requirements of MFRS 134 Interim Financial Reporting issued by the Malaysian Accounting Standards Board and applicable disclosure provisions of the Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended 30 June 2024.

The accounting policies adopted by the Group and the Company are consistent with those of the audited financial statements for the financial year ended 30 June 2024 except for the following adoption of new standards, amendments and interpretation that have been issued by the Malaysian Accounting Standards but are not yet effective for the current financial year:-

MFRs and/or IC Interpretations

Effective Date

•	MFRS 18 Presentation and Disclosure In Financial Statements	1 January 2027
•	MFRS 19 Subsidiaries without Public Accountability : Disclosures	1 January 2027
•	Amendments to MFRS 9 and MFRS 7:Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
•	Amendments to MFRS 10 and MFRS 128:Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
•	Amendments to MFRS121,Lack of Exchangeability	1 January 2025
•	Annual Improvements to MFRS Accounting Standards – Volume 11	1 January 2026

A2. AUDIT REPORT QUALIFICATION

The audit report on the financial statements for the financial year ended 30 June 2024 was not subject to any qualification.

A3. SEASONAL OR CYCLICAL FACTORS

The operations of the Group, other than the retailing division, are not subject to any seasonal or cyclical changes. The retail segment will benefit from higher consumer spending during festivals, school holidays and carnival sales.

A4. EXCEPTIONAL OR EXTRAORDINARY ITEMS

There were no items of an exceptional or unusual nature that have affected the assets, liabilities, equity, net income or cash flows of the Group during the current quarter and financial year to date.

A5. CHANGES IN ESTIMATES OF AMOUNT REPORTED PREVIOUSLY

There were no changes in the estimates of amounts reported in prior financial years that had a material effect on the current quarter and financial year-to-date,

A6. DEBTS AND EQUITY SECURITIES

There was no issuance, cancellation, repurchase, resale or repayment of debt and equity securities in the financial period under review.

A7. DIVIDENDS PAID

There were no dividends paid during the financial period ended 31 December 2024.

A8. SEGMENTAL INFORMATION

	Individual 0	Quarter	Cumulative	Quarters
	31/12/24	31/12/23	31/12/24	31/12/23
	RM'000	RM'000	RM'000	RM'000
Segment Revenue				
- Investment Holding	_	_	_	_
- Waste Recycling	10,782	11,804	22,194	21,374
- Retailing	36,520	37,140	60,474	61,138
Total Revenue	47,302	48,944	82,668	82,512
Segment Revenue				
- Investment Holding	-	-	-	-
- Waste Recycling	(4)	(51)	(47)	(105)
- Retailing		_ `	-	- 1
Inter-Segment Revenue	(4)	(51)	(47)	(105)
Segment Revenue				
- Investment Holding	-	-	-	-
- Waste Recycling	10,778	11,753	22,147	21,269
- Retailing	36,520	37,140	60,474	61,138
External Revenue	47,298	48,893	82,621	82,407
Segment profit/(Loss)				
- Investment Holding	(414)	(212)	(599)	(453)
- Waste Recycling	1,531	2,338	2,975	3,895
- Retailing	1,668	3,692	216	3,066
	2,785	5,818	2,592	6,508
Finance costs	(83)	(93)	(146)	(176)
Connelidated are 51//leas \ hefers to votice	0.700	5.705	2 442	0.000
Consolidated profit/(loss) before taxation	2,702	5,725	2,446	6,332
		As at	As at	
		31/12/24	31/12/23	
		RM'000	RM'000	
Segment assets				
- Investment Holding		45,797	54,726	
- Waste Recycling		25,108	17,683	
- Retailing		125,100	122,346	
- Notaling	_			
	_	196,005	194,755	

Reconciliations of reportable segment profit or loss and assets

	< 6 Mont	hs Ended 31	December :	2024>	< 6 Month	s Ended 31 De	ecember 2023	>
	Investment Holding RM'000	Waste Recycling RM'000	Retailing RM'000	Total RM'000	Investment Holding RM'000	Waste Recycling RM'000	Retailing RM'000	Total RM'000
Profit or loss								
Total profit/(loss) for reportale segments	(599)	2,975	216	2,592	(453)	3,895	3,066	6,508
Finance costs	-	(46)	(100)	(146)	_	(38)	(138)	(176)
Consolidated profit/(loss) before tax	(599)	2,929	116	2,446	(453)	3,857	2,928	6,332

	< 6 Mont	< 6 Months Ended 31 December 2024>				s Ended 31 De	ecember 2023	>
	Investment Holding RM'000	Waste Recycling RM'000	Retailing RM'000	Total RM'000	Investment Holding RM'000	Waste Recycling RM'000	Retailing RM'000	Total RM'000
<u>Assets</u>								
Total assets for reporting segments	45,797	25,352	125,100	196,249	54,726	17,689	122,346	194,761
Elimination of inter-segment balances		(244)	-	(244)	-	(6)	-	(6)
Consolidated total assets	45,797	25,108	125,100	196,005	54,726	17,683	122,346	194,755

A9. VALUATIONS OF PROPERTY, PLANT AND EQUIPMENT

The valuation of land and buildings had been brought forward without amendment from the previous annual audited report.

A10. MATERIAL EVENTS SUBSEQUENT TO THE END OF THE INTERIM PERIOD

There were no material events subsequent to the financial period ended 31 December 2024

A11. CHANGES IN COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the financial period ended 31 December 2024.

A12. CONTINGENT LIABILITIES

The Group does not have any contingent liabilities as at 31 December 2024

A13. RECURRENT RELATED PARTY TRANSACTIONS

\

The recurrent related party transactions of the Group for the financial period ended 31 December 2024 are as follows:

Transaction parties	Nature of transaction	Current Quarter 31/12/2024 RM'000	Cumulative Year to Date 31/12/2024 RM'000
Expert Resource Management Sdn Bhd	Trading of plastic,scrap and scrap ferrous metal	1,165	2,289
Earthwise Resources Sdn Bhd	Trading of wastepaper, plastic scrap and scrap ferrous metal	131	2,35
Primahir Recycle Sdn Bhd	Commission	33	71
Sing Foong Niap Engineering Sdn Bhd	Rental of factory,lorry & provision of sludge waste disposal	1,261	2,697
Ria Insan Sdn Bhd	Transportation	262	553
Asia KG Fibre Supplier Sdn Bhd	Trading of wastepaper,plastic scrap and scrap ferrous metal	1	19
Future Recycle Sdn Bhd	Trading of wastepaper,plastic scrap and scrap ferrous metal	8	8

The above transactions have been entered into in the ordinary course of business and have been established under terms that were mutually agreed between the parties.

(Formerly known as MESB BERHAD)

Interim Financial Report for the Financial Period Ended 31 December 2024

NOTES TO THE INTERIM FINANCIAL REPORT

PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

B1. PERFORMANCE REVIEW

Continuing operations

	Individual Quarter		Cumulative (Quarters
	31/12/24	31/12/23	31/12/24	31/12/23
	RM'000	RM'000	RM'000	RM'000
Segment Revenue				
- Investment Holding	0	0	0	0
- Waste Recycling	10,782	11,804	22,194	21,374
- Retailing	36,520	37,140	60,474	61,138
-Sales to subsidiaries	(4)	(51)	(47)	(105)
	47,298	48,893	82,621	82,407
Segment profit/(Loss)				
- Investment Holding	(414)	(212)	(599)	(453)
- Waste Recycling	1,531	2,338	2,975	3,895
- Retailing	1,668	3,692	216	3,066
	2,785	5,818	2,592	6,508

a) Current quarter against the preceding year's corresponding quarter

For the quarter under review, the Group achieved a revenue of RM47.30 million, marking a slight decrease of 3.26% compared to RM48.89 million in the same quarter of the previous year. Similarly, the Group recorded a profit before taxation of RM2.70 million, down from RM5.73 million in the corresponding quarter last year. This reduction was largely due to lower contribution from the Retail Segment.

Retail Segment

The Retail segment experienced a modest revenue decline of 1.67%, falling from RM37.14 million in the same quarter last year to RM36.52 million in the current quarter. However, segment profit saw a more significant decrease, dropping to RM1.67 million this quarter, compared to RM3.69 million in the corresponding quarter last year. This weaker performance was primarily

driven by higher stock impairment, lower mark-up and markdown selling prices to remain competitive and maintain market share.

Waste Recycling Segment

During the quarter under review, the Waste Recycling segment experienced an 8.30% decline in revenue, falling from RM11.75 million in the same quarter last year to RM10.78 million. This decrease was mainly attributed to lower contributions from cleaning service jobs. As a result, the segment's profit declined from RM2.34 million to RM1.53 million, reflecting the reduction in revenue.

Investment Holding Segment

The Investment Holding segment reported a higher loss of RM0.41 million, compared to RM0.21 million in the corresponding quarter of the previous year. This increase in loss was primarily due to corporate advisory expenses incurred during the quarter.

b) Current period against preceding year's corresponding period

The profit before taxation for the financial period ended 31 December 2024 stood at RM2.45 million, reflecting a decline from RM6.33 million recorded in the same period of the previous year. This decrease was primarily due to a lower contribution from the Retail segment.

Retail Segment

For the financial period under review, the Retail Segment recorded revenue of RM60.47 million, reflecting a slight decrease of 1.09% compared to RM61.14 million in the previous year. However, segment profit declined significantly from RM3.07 million to RM0.22 million, primarily due to higher stock impairment, lower mark-ups and markdown pricing strategies aimed at staying competitive and retaining market share.

Waste Recycling Segment

The Waste Recycling segment recorded revenue of RM22.15 million, reflecting a 4.13% increase from RM21.27 million in the corresponding period of the previous year. However, segment profit declined by 23.62%, from RM3.90 million to RM2.98 million, mainly due to a lower contribution from cleaning services jobs, which yield higher profit margins.

Investment Holding Segment

The Investment Holding segment incurred a loss of RM0.60 million, compared to RM0.45 million in the corresponding period of the previous year. The higher losses in the current period were primarily attributed to corporate advisory expenses.

.

B2. COMPARISON WITH IMMEDIATE PRECEDING QUARTER'S RESULTS

	Current Quarter 31/12/24 RM'000	Immediate Preceding Quarter 30/09/24 RM'000	Changes RM'000	%
Revenue	47,298	35,323	11,975	33.90%
Profit/(Loss) from Operations before Interest and tax	2,785	(193)	2,978	-1543.01%
Profit/(Loss) before tax	2,702	(256)	2,958	-1155.47%
Profit/(Loss) after tax	1,484	(618)	2,102	-340.13%
Profit/(Loss) Attributable to Ordinary Equity	0			
Holders of the Parent	1,127	58	1,069	1843.10%

The Group's revenue surged by 33.90%, increasing from RM35.32 million in the preceding quarter to RM47.30 million in the current quarter. This growth was primarily driven by higher sales during the Christmas festive season. Consequently, profit before taxation improved significantly, shifting from a loss of RM0.26 million to a profit of RM2.70 million.

B3. COMMENTARY ON PROSPECTS

The Board aims to expand its presence in the Waste Recycling segment and has recently entered into a conditional share purchase agreement for the proposed acquisition of the entire equity interest in Earthwise Resources Sdn Bhd and Expert Resource Management Sdn Bhd. This move aligns with the Group's long-term strategy to strengthen its foothold in the Waste Recycling industry, drive revenue growth, and enhance market share.

Meanwhile, for the Retail segment, the Board remains focused on optimizing operational efficiency and managing working capital effectively to ensure sustainable growth.

B4. PROFIT FORECAST OR PROFIT GUARANTEE

Not applicable to the Group.

B5. TAXATION

The taxation charge for the period as below: :

	Current Quarter RM'000	Year-To-Date RM'000
Income tax	1,219	1,581

The Group's effective tax rate for the financial period was higher than the statutory tax rate of 24% mainly due to some expenses are not tax deductible.

B6. CORPORATE PROPOSALS

Save as disclosed below,there were no outstanding corporate proposals announced but not completed within 7 days from the date of issue of this report .

On 19 September 2024, the Company entered into a conditional share purchase agreement for the proposed acquisitions of the entire equity interest in Earthwise Resources Sdn Bhd from Lotus Essential Sdn Bhd ("LESB") and the entire equity interest in Expert Resource Management Sdn Bhd from Datuk Wong Sak Kuan("DWSK"), Chen, JianHua("CJH") and Lee Wai Fun ("LWF") for a total purchase consideration of RM 100,000,000, to be satisfied via s combination of cash consideration of RM35,011,000 and the issuance of 156,600,000 new ordinary shares in Lotus Circular Berhad ("Consideration Shares") at an issue price of RM0.415 per Consideration Share("Proposed Acquisitions").

in conjunction with the Proposed Acquisitions, DWSK/LESB and the persons acting in concert with them (who hold shares in Lotus Circular Berhad("LCB")currently or upon issuance of the consideration Shares or who is the director of LCB pursuant to subsections 216(2) and 216(3) of the Capital Markets and Services Act 2007 ("CMSA")), namely CJH, LWF, Yau Ming Teck an Wong Yu Perng intend to seek an exemption from the Securities Commission Malaysia ("SC") under subparagraph 4.08(1)(a) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the SC pursuant to section 377 of the CMSA from the obligation to undertake a mandatory take-over offer for the remaining ordinary shares in LCB not already owned by them upon issuance of the Consideration Shares.

B7. BORROWINGS AND DEBT SECURITIES

The Group borrowings as at 31 December 2024 as follow:-

			RM'000
Short Term			
Banker's	acceptance		1,790
Hire pure	chase		269
			2,059
Long Term			
Hire pu	rchase		89
		Total	2,148

B8. CHANGES IN MATERIAL LITIGATIONS

The Group is not engaged in any material litigation for the financial period ended 31 December 2024.

B9. DIVIDEND

No dividend has been declared nor recommended for financial period ended 31 December 2024.

B10. EARNINGS PER SHARE

The basic earnings per share is arrived at by dividing the net profit/(loss) for the period attributable to ordinary equity holders of the parent by the number of ordinary shares in issue as follows:-

	Current Quarter	Year-To- Date
Net profit attributable to ordinary equity holders of the Company (RM'000)	1,127	1,184
Weighted average number of ordinary shares (in thousand)	144,294	144,294
Basic earnings per share (sen)	0.78	0.82

B11. PROFIT FOR THE PERIOD

		Cumulative Year
	Current Quarter	to Date
	31/12/24	31/12/24
	RM'000	RM'000
This is arrived after(charging)/crediting:-		
Interest Income	213	460
Write back/(written off) of inventories	(980)	(857)
Finance costs	(83)	(146)
Depreciation and amortisation	(702)	(1,506)
	(1,552)	(2,049)

B12. AUTHORISATION FOR ISSUE

The Interim Financial Statement and the accompanying notes were authorised for issue by the Board of Directors in accordance with a resolution of the Board of Directors .