



2022

ANNUAL REPORT

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 36th Annual General Meeting (“AGM”) of the Company will be held at Angier & Borden Level 4, Meeting Room, The Prestige Hotel of 8 Gat Lebuhr Gereja, 10300 Penang on Monday, 29 May 2023 at 10.00 am for the following purposes: -

AGENDA

ORDINARY BUSINESS

- | | |
|--|------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of Directors and Auditors thereon. | Please refer to Note 8 |
| 2. To re-elect Mr. Koay Chiew Kang, a Director who retires by rotation in accordance with Article 99 of the Company’s Constitution and who, being eligible, offers himself for re-election. | Resolution 1 |
| 3. To re-elect Puan Nurjannah Binti Ali, a Director who retires by rotation in accordance with Article 99 of the Company’s Constitution and who, being eligible, offers herself for re-election. | Resolution 2 |
| 4. To re-elect Dr. Sek Weng Yew, a Director who retires in accordance with Article 106 of the Company’s Constitution and who, being eligible, offer himself for re-election. | Resolution 3 |
| 5. To re-elect Mr. Soon Poh Lean, a Director who retires in accordance with Article 106 of the Company’s Constitution and who, being eligible, offer himself for re-election. | Resolution 4 |
| 6. To approve the payment of Directors’ fees up to an amount not exceeding RM250,000 for the financial year ending 31 December 2023. | Resolution 5 |
| 7. To approve the payment of Directors’ benefits of not exceeding RM50,000 for the financial year ending 31 December 2023. | Resolution 6 |
| 8. To re-appoint Messrs. Grant Thornton Malaysia PLT as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without any modifications the following ordinary resolutions:-

- | | |
|--|---------------------|
| 9. AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016
“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company.

THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Article 61 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. | Resolution 8 |
|--|---------------------|

THAT any one of the Executive Directors and/or Secretary of the Company be empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution.

AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company.”

10. To transact any other business of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.

By Order of the Board,

LEE PENG LOON (MACS 01258)
SSM PC NO. 201908002340

P’NG CHIEW KEEM (MAICSA 7026443)
SSM PC NO. 201908002334

Company Secretaries

Penang
Date: 27 April 2023

NOTES ON APPOINTMENT OF PROXY

- (1) A proxy may but need not be a member of the Company.
- (2) A member shall be entitled to appoint up to a maximum of 2 proxies to attend and vote at the same meeting. Where a member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (3) Where a member is an Exempt Authorised Nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account (“**omnibus account**”), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds. An Exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) which is exempted from compliance with the provision of subsection 25A(1) of SICDA.
- (4) Where a member is authorised nominee as defined under SICDA, it may appoint at least one proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (5) For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at Wisma Public Packages, Plot 67 Lintang Kampong Jawa, Bayan Lepas Industrial Estate, 11900 Bayan Lepas, Penang not less than 48 hours before the time for holding the meeting or any adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. Any completed proxy form transmitted by facsimile or electronic mail to the registered office of the Company will not be accepted.
- (6) In the case of a corporate member, the Proxy Form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised in which, it must be supported by a certified true copy of the relevant form or resolution appointing the officer or certified true copy of the power of attorney.
- (7) For the purpose of determining a member who shall be entitled to attend the 36th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 15 May 2023 Only a Depositor whose name appears on the Record of Depositors as at 15 May 2023 shall be entitled to attend the 36th AGM or to appoint proxies to attend and/or vote on his/her behalf.

NOTES ON ORDINARY BUSINESS

(8) **Agenda 1 - Audited Financial Statements**

The Audited Financial Statements for the financial year ended 31 December 2022 will be laid to shareholders at the forthcoming 36th AGM pursuant to Section 340(1)(a) of the Companies Act 2016. Hence, the Agenda 1 is not put forward for voting.

(9) **Agenda 2 to Agenda 4 – Re-election of Directors**

The Nominating Committee had assessed the performance and contribution of each of the retiring Directors seeking for re-election and was satisfied therewith. The Board had endorsed the Nominating Committee's recommendation to seek shareholders' approval for the re-election of the retiring Directors at the forthcoming AGM of the Company. The retiring Directors had abstained from deliberations and decisions on their respective re-election at the Nominating Committee and Board meetings. The details and profiles of the Directors who are standing for re-election at the forthcoming AGM are provided in the Company's Annual Report 2022.

(10) **Agenda 5 and Agenda 6 – Directors' Fees**

The Resolution 4 and 5, if passed, will enable the Company to pay Directors' fees to the Non-Executive and Executive Directors of the Company for the financial year ended 31 December 2023 in accordance with Section 230(1) of the Companies Act 2016.

(11) **Agenda 7 – Directors' Benefits**

The Resolution 6, if passed, will enable the Company to pay benefits to Non-Executive Directors of the Company in accordance with Section 230(1) of the Companies Act 2016. The total amount of Directors' benefits payable is estimated based on number of scheduled meetings of the Board and Board Committees as well as the number of Non-Executive Directors involved; and these benefits may comprised of meeting allowances, trainings, accommodations, insurance and other emoluments and benefits-in-kinds. .

(12) **Agenda 8 – Re-appointment of Auditors**

The Audit & Risk Management Committee and the Board had considered the re-appointment of Messrs. Grant Thornton Malaysia PLT as Auditors of the Company. The Audit & Risk Management Committee and the Board collectively agreed and are satisfied that Messrs. Grant Thornton Malaysia PLT meets the relevant criteria prescribed in Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

NOTES ON SPECIAL BUSINESS

(13) **Agenda 9 - Authority to issue shares pursuant to Companies Act 2016**

The Resolution 8, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.

The proposed renewal of general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment, working capital and/or acquisition.

As at the date of this notice, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES)

- 1) No individuals are standing for election as Directors at the forthcoming 36th Annual General Meeting of the Company.
- 2) The profiles of the Directors who are standing for re-election as in Agenda 2 to Agenda 5 of the Notice of the 36th Annual General Meeting of the Company are set out in the Directors' Profile section of this Annual Report.
- 3) The details of the Directors' interests in the securities of the Company as at 3th April 2023 are set out in the Statistic of Shareholdings section of this Annual Report.
- 4) The Resolution 8 tabled under Special Business as per the Notice of 36th Annual General Meeting of the Company dated 27 April 2023 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 30 May 2022.

The proposed renewal of general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Koay Chiew Poh <i>Non-Executive Chairman</i> Koay Chiew Kang <i>Executive Director</i> Koay Teng Liang <i>Executive Director</i> Koay Teng Kheong <i>Executive Director</i> Nurjannah Binti Ali <i>Executive Director</i> Tang Boon Lee <i>Independent Non-Executive Director</i> Koay Chue Beng <i>Alternate Director to Koay Chiew Poh</i> Soon Poh Lean (appointed on 03.04.2023) <i>Independent Non-Executive Director</i> Dr. Sek Weng Yew (appointed on 03.04.2023) <i>Independent Non-Executive Director</i> Ng Thim Fook (resigned on 04.04.2023) <i>Independent Non-Executive Director</i> Ong Eng Choon (resigned on 04.04.2023) <i>Independent Non-Executive Director</i>
SECRETARIES	:	Lee Peng Loon (MACS 01258) P'ng Chiew Keem (MAICSA 7026443)
AUDIT AND RISK MANAGEMENT COMMITTEE	:	Soon Poh Lean (Independent Non-Executive Director) <i>Chairman</i> (appointed on 03.04.2023) Dr. Sek Weng Yew (Independent Non-Executive Director) <i>Committee Member</i> (appointed on 03.04.2023) Tang Boon Lee (Independent Non-Executive Director) <i>Committee Member</i> Ng Thim Fook (Independent Non-Executive Director) <i>Chairman</i> (resigned on 04.04.2023) Ong Eng Choon (Independent Non-Executive Director) <i>Committee Member</i> (resigned on 04.04.2023)
NOMINATING AND REMUNERATION COMMITTEES	:	Koay Chiew Poh (Non-Executive Chairman) Soon Poh Lean (Independent Non-Executive Director) <i>Committee Member</i> (appointed on 03.04.2023) Dr. Sek Weng Yew (Independent Non-Executive Director) <i>Committee Member</i> (appointed on 03.04.2023) Tang Boon Lee (Independent Non-Executive Director) <i>Committee Member</i> Ng Thim Fook (Independent Non-Executive Director) <i>Chairman</i> (resigned on 04.04.2023) Ong Eng Choon (Independent Non-Executive Director) <i>Committee Member</i> (resigned on 04.04.2023)

SCHEME COMMITTEE	:	Koay Teng Liang (Executive Director) <i>Chairman</i> Koay Chiew Kang (Executive Director) <i>Committee Member</i> Koay Teng Kheong (Executive Director) <i>Committee Member</i>
REGISTERED OFFICE AND BUSINESS ADDRESS	:	Wisma Public Packages Plot 67 Lintang Kampong Jawa Bayan Lepas Industrial Estate 11900 Bayan Lepas Penang Malaysia Tel No: 04-6444888 Fax No: 04-6436699
REGISTRAR	:	Tricor Investor & Issuing House Services Sdn. Bhd. Unit 32-01 Level 32 Tower A Vertical Business Suite Avenue 3 Bangsar South No 8 Jalan Kerinchi 59200 Kuala Lumpur Wilayah Persekutuan Malaysia Tel No: 03-2783 9299 Fax No: 03-2783 9222
AUDITORS	:	Grant Thornton Malaysia PLT Chartered Accountants
PRINCIPAL BANKERS	:	Al Rajhi Banking & Investment Corporation (Malaysia) Berhad AmBank (M) Berhad CIMB Bank Berhad Malayan Banking Berhad RHB Bank Berhad
STOCK EXCHANGE LISTING	:	Main Market of Bursa Malaysia Securities Berhad Stock Name : PPHB Stock Code : 8273
WEBSITE	:	http://www.pph.com.my

MANAGEMENT DISCUSSION AND ANALYSIS

On behalf of the Board of Directors, I am pleased to present you the Annual Report and Audited Financial Statements of PPHB for the financial year ended 31 December 2022.

OVERVIEW OF GROUP'S HISTORY AND BUSINESS

PPHB is an investment holding company while the Group (PPHB and its subsidiaries) is primarily focused on the production and sale of paper packaging products. Established in 1976, PPHB is listed on the Main Market of Bursa Malaysia Securities Berhad in 1991. Over the years, the Group has transformed into a total packaging solutions provider with a focus on branding, designing and packaging. Customised packaging solutions and a full range of supply chain management service are provided to better cater for customers' needs.

The Group's operations are divided into five (5) key divisions: -

- Carton
- Offset Printing
- Paper Products
- Hotel Management
- Property Investments

Today, the Group has expanded to seven (7) manufacturing plants at Nibong Tebal, Kulim, Prai, Bayan Lepas and Shah Alam, supported by two (2) sales offices in Kuala Lumpur and Singapore. All locations are strategically selected to serve our customers of different locations.

The Group is also involved in the operation and management of the Prestige Hotel, which is located at 8 Gat Lebuah Gereja, 10300 Penang, in the heart of the Georgetown UNESCO world heritage site.

FINANCIAL AND OPERATIONAL REVIEW

The table below highlights the Group's financial performance for the financial year ended ("FYE") 31 December 2022.

	2022	2021	2020	2019	2018
Revenue (RM'000)	223,727	196,808	190,276	203,877	198,257
Gross Profit (RM'000)	79,762	61,289	59,897	63,889	58,084
Share of Results of Joint Venture (RM'000)	1,639	2,165	7,646	1,206	1,210
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) (RM'000)	56,528	41,858	47,578	39,697	32,945
Profit Before Taxation (RM'000)	47,061	31,225	35,981	29,534	24,508
Profit After Taxation (RM'000)	38,488	23,672	27,123	23,632	19,008
Net Cash From Operating Activities (RM'000)	38,616	35,298	41,246	29,558	25,062
Total Assets (RM'000)	395,676	363,270	339,828	320,898	313,902
Borrowings (RM'000)	13,696	21,434	30,252	42,496	54,114
Basis Earnings Per Share (Sen)	14.53	8.96 *	10.27 *	8.95 *	7.20 *
Diluted Earnings Per Share (Sen)	14.52	8.96 *	**	**	**
Gearing Ratio	0.04	0.07	0.11	0.17	0.24

* Comparative number of shares was restated to take into account the effect of bonus issue.

** Not applicable

REVENUE

Despite challenging business environment, PPHB recorded another solid performance for FYE2022. The Group recorded a total revenue of RM223.7 million during the year, the highest revenue since its listing on Bursa Malaysia Securities Berhad. The revenue represents an increase of RM26.9 million or 13.67% as compared to FYE 2021.

Manufacturing division remains as the main revenue contributor of the Group. It contributed RM194.7 million to the Group's total revenue for FYE 2022, representing an increase of 6.86% as compared to RM182.2 million in the previous financial year. The higher revenue contribution was mainly due to strong demand from customers and favourable product mix.

In line with the reopening of borders and lifting of travel restrictions, the total revenue of Prestige Hotel for FYE 2022 surged to RM19.0 million, representing an increase of 216.67% as compared to RM6.0 million in FYE 2021.

PROFITABILITY

The overall gross margin of the Group was higher compared to FYE 2021, improving from 31.14% in the previous year to 35.65%. The better gross margin was mainly due to an increase in demand in the company's core products and continuous cost-control measures.

Profit before taxation in respect of FYE 2022 improved from RM31.2 million to RM47.1 million, representing an increase of 50.71% or RM15.9 million as compared to FYE 2021. The improvement in profit before taxation was in line with increase in the Group's revenue. In addition, the Group also benefited from fair value adjustments on the investment properties and unrealised gain arising from translation in foreign currencies.

Earnings per share during FYE 2022 is 16.71 (2021: 12.53) cents.

CASH FLOWS AND LIQUIDITY

PPHB continued to record a strong financial position, with cash and cash equivalents of RM79.4 million (2021: RM73.5 million). With that, the Group is in a healthy net cash position with its net cash per share at RM0.30 (2021: RM0.28).

The Group continued to record strong net cash flow from its operating activities, at RM38.6 million during the financial year under review. The net cash from operating activities was used for capital expenditure and to pare down long-term and short-term borrowings.

SHARE CAPITAL

During the financial year under review, the Company increased its paid-up capital from RM94.787 million to RM133.918 million through allotment of 76,935,999 new ordinary shares as follows: -

- a. The issuance of 75,565,703 Bonus Shares, on the basis of two (2) bonus shares for every five (5) existing shares, by the way of capitalisation of its retained profits account at RM0.50 for each Bonus Shares;
- b. The issuance of 313,383 and 15,302 new ordinary shares at price of RM0.465 and RM0.495 respectively, pursuant to exercise of options under the Group's Employees' Share Option Scheme ("ESOS"); and
- c. The issuance of 1,041,202 new ordinary shares pursuant to the Group's Employees' Share Grant Scheme ("ESGS").

GEARING RATIO

The Group's total short term and long-term borrowings reduced from RM21.4 million in the previous year to RM13.7 million as at end of FYE 2022. The decrease was mainly due to lower utilisation of trade facilities and the retirement of certain term loans with net cash generated from operations.

As a result, our gearing ratio has been reduced to only 0.04 (2021: 0.07) during the financial year.

GROUP DEVELOPMENT

CAPITAL INVESTMENT

During the financial year under review, a total capital expenditure of RM10.7 million was incurred by the Group for acquisition of new equipment, extension of existing plant and upgrading of existing production facilities. The Group views that the upgrading of our facilities is essential to keep abreast with the changing technology and to better serve our customer's needs. The new investment also aims to automate the existing production processes and systems which in turn will help to reduce Group's reliance on labour for its production.

In line with the Group's aim, the Group had installed a new flexographic printing machine, which came with an in-line folder, gluer and packing units for corrugator cartons division. This automated and robotic machine is able to cater made-to-order needs and support customers' variety orders.

As part of the Group's commitment towards reduction of carbon emissions from its business activities, the Group had approved the solar projects amounting to RM3.7 million which will reduce the Group's reliance on fossil fuel-generated electricity. The solar projects are targeted to be completed in year 2023.

TECHNOLOGY ENHANCEMENT

The Group remains focus on investment in technology infrastructure. The Group has accelerated the investment in IT software and hardware. Out-dated software had been identified and are being upgraded in stages.

The Group views digitalisation as essential and inevitable. As such, the Group has continued its effort and investment in digitalisation initiatives to lessen the reliance on manual processes. These initiatives enable the Group to automate workflow processes which will reduce the possibility of human error, improve Management's accessibility to information and enable easier integration of business systems thereby enhancing efficiency and effectiveness of the Group's core business processes. Digitalisation and automation of systems and processes are implemented across all operations in stages, after successful trial run and proven with positive results. Digitalisation tools also help in data collection, which indirectly sharpens the marketing efforts and solves manpower shortage problems.

RESTRUCTURING OF THE BOARD

In line with Bursa Malaysia Securities Berhad's directive dated 19 January 2022 on amendments to the Listing Requirements that limit the tenure of Independent Director to only twelve (12) years, the Group had undertaken a recruitment process to refresh the board composition during the year under review. On 3 April 2023, Dr. Sek Weng Yew and Mr. Soon Poh Lean were appointed to the Board as Independent Non-Executive Director (INED) of the Group. They are professionals with extensive corporate and technical experience at management level especially in the areas of finance and banking. The Board is confident that their combined experience and expertise will further enhance the Group's performance moving forward.

The Group also thank Mr. Ng Thim Fook and Mr. Ong Eng Choon, who stepped down from the Board on 4 April 2023, for their contribution towards the success of the Group during their tenure.

BUSINESS RISKS AND MITIGATION STRATEGIES

The anticipated risks that are significant to the Group are as highlighted below.

Credit risk

It is part of the Group's practice to extend credit terms to its customers. To manage credit risks, customer evaluations are carried out before credit limits are determined. The evaluation will take into consideration factors such as the Group's relationship with its customers as well as their respective payment history and credit worthiness. Periodic reviews on customer's collection performance are also carried out on weekly basis to minimise possibility of bad debts. Specific bad debts provision will be made once the debts are deemed uncollectable.

Commodity price risk

The price of paper, being our major raw material, has tremendous impact on the Group's production. It represents about 60% of our total production cost. Thus, fluctuations in paper commodity price, foreign currency and supply in paper materials, will definitely affect the profitability of the Group. To mitigate the challenges faced, the Group maintains close communication with suppliers and constantly monitors paper materials cost to ensure fast response to volatility. At the same time, the Group also adopts a monthly pricing review strategy to monitor change in price of paper.

The Group will also keep sufficient level of paper inventories to enable the Group to react to unforeseen challenges.

Labour risk

The Group's production depends heavily on labour. The on-going shortage of the local workforce has affected the Group and this has resulted in the employment of high number of foreign workers. In order to mitigate the risk of labour shortage, the Group has been continuously recruiting local employees as well as foreign workers from different countries. In addition, in order to reduce dependency on manual labour, the Group is prioritising automation towards improving productivity.

Foreign currency risk

The Group has exposure to foreign currency risk mainly due to sales and purchases via its subsidiary operating companies that are denominated in US Dollar ("USD") and Singapore Dollar ("SGD"). The Group manages its foreign currencies risk through natural hedging mechanism, whereby payment of purchases with sales proceeds in the same currency are encouraged.

RETURN TO SHAREHOLDERS

The Group does not have any formal dividend policy. Nevertheless, this will not preclude the Board from recommending dividends to its shareholders thereby enabling the shareholders to participate in the profits of the Group. Any dividends and distributions to the shareholders will be at the discretion of the Board after taking into consideration the Group's performance, investment plans and working capital requirements.

On 27 February 2023, the Board declared an interim single-tier dividend of RM0.0025 per share to shareholders in respect of the financial year ended 31 December 2022 which was paid on 20 March 2023.

As part of the Group's effort to reward its shareholders for their loyalty and continued support, a bonus issue of 75,565,703 bonus shares, on the basis of two (2) bonus shares for every five (5) existing shares was completed on 17 July 2022.

MARKET REVIEW AND 2023 OUTLOOK

Full economic recovery in the country remains uncertain due to cost-of-living crisis, continuous war in Ukraine and the Covid-19 pandemic. The operations continued to be affected by inflationary pressure on materials costs and Employment (Amendment) Act 2022 that came in with effective from 1 January 2023. As such, the Group expects 2023 to be another challenging year as competition remains intense.

Given the uncertainties and challenges ahead, the Group will continue to focus on its core business and is committed to improve its competitiveness by implementing various strategies such as enhancement in production efficiency, automation of production processes and procurement optimisation. The Group will continuously tap into new opportunities available in the market and broaden its product range to stay relevant with our customers' demand.

Barring any unforeseen circumstances, the Group's prospect remains positive despite challenging and the Group strives to achieve satisfactory performance for the year ahead.

DIRECTORS' INFORMATION

Koay Chiew Poh, a Malaysian, age 71, is the founder of Public Packages Holdings Berhad ("PPHB") and was appointed to the Board on 16 March 1991 as Executive Chairman of the Company. He was redesignated as Non-Executive Chairman of the Company on 15 August 2022. He is also a Chairman of the Nominating and Remuneration Committees. He is an entrepreneur with more than 30 years' experience in the packaging and printing industry. He served as a Sales Manager for Pan Asian Paper Product Manufacturing Sdn Bhd before he joined Federal Packages Sdn Bhd. He holds directorships in several of PPHB's subsidiaries.

He is the brother of Mr. Koay Chiew Kang, Mr. Koay Chue Beng, the father of Mr. Koay Teng Liang and Mr. Koay Teng Kheong who are members of the Board. He has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

He had attended all the 5 Board meetings held in the financial year ended 31 December 2022.

Koay Chiew Kang, a Malaysian, age 65, was appointed to the Board on 14 March 2012 as Executive Director. He graduated from Universiti Sains Malaysia with BSC. HBP (Hons). He has also attended the Owner/President Programme at Harvard Business School, Boston. He is a member of the Scheme Committee. He has been working with the Group as Manager in various departments, namely Administration, Production and Operation since the year 1985. Due to his extensive knowledge and experiences, he has been promoted to General Manager in year 1995. He also holds directorships in several of PPHB's subsidiaries.

He is the brother of Mr. Koay Chiew Poh, Mr. Koay Chue Beng, the uncle of Mr. Koay Teng Liang and Mr. Koay Teng Kheong who are members of the Board. He has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

He had attended all the 5 Board meetings held in the financial year ended 31 December 2022.

Koay Chue Beng, a Malaysian, age 62, was re-designated as Alternate Director to Mr. Koay Chiew Poh on 25 March 2011. Prior to this, he was the Executive Director of the Company since 9 February 2002. He had served as senior management in several private limited companies and has extensive experience in sales and marketing, new market development, distribution, planning and control. He is also actively involved in community services. He holds directorships in several of PPHB's subsidiaries.

He is the brother of Mr. Koay Chiew Poh, Mr. Koay Chiew Kang, the uncle of Mr. Koay Teng Liang and Mr. Koay Teng Kheong who are members of the Board. He has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

He had attended all the 5 Board meetings held in the financial year ended 31 December 2022.

Koay Teng Liang, a Malaysian, age 46, was appointed to the Board as an Executive Director on 30 January 2009. Prior to the appointment, he was the Alternate Director to Mr. Koay Chiew Lee from 17 November 2003 until 23 January 2009. He is the Chairman of the Scheme Committee. He graduated from University of Melbourne, Australia with a Bachelor in Commerce (Hons) and Bachelor in International Business from Flinders University, Australia. He has also attended the Owner/President Programme at Harvard Business School, Boston. Prior to joining the Company, he was attached with Teckwah Industrial Corporation Limited, Singapore as a Program Executive. He holds directorships in several of PPHB's subsidiaries.

He is the son of Mr. Koay Chiew Poh, nephew of Mr. Koay Chiew Kang, Mr. Koay Chue Beng and brother of Mr. Koay Teng Kheong who are members of the Board. He has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

He had attended all the 5 Board meetings held in the financial year ended 31 December 2022.

Koay Teng Kheong, a Malaysian, age 42, was appointed to the Board as an Executive Director on 25 March 2011. He is a member of the Scheme Committee. He graduated from Monash University, Australia with a Masters in Management and Bachelor in Information Systems from University of Melbourne, Australia. He holds directorships in Public Packages Asia (S) Pte Ltd., a 100% owned indirect subsidiary of PPHB prior to this appointment and has actively participated and contributed towards the Group's revenue and management.

He is the son of Mr. Koay Chiew Poh, nephew of Mr. Koay Chiew Kang, Mr. Koay Chue Beng and brother of Mr. Koay Teng Liang who are members of the Board. He has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

He had attended all the 4 Board meetings held in the financial year ended 31 December 2022.

Nurjannah Binti Ali, a Malaysian, age 64, was appointed to the Board as Executive Director on 29 November 2021. Prior to this, she was the Independent Non-Executive Director (“INED”) of the Company since 5 February 1999. With an accounting background, Nurjannah has more than 15 years’ experience in finance and business. She is also a Director of Asia File Corporation Berhad.

She has no family relationship with any directors and/or major shareholders of the Company. She has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

She had attended all the 5 Board meetings held in the financial year ended 31 December 2022.

Mr. Tang Boon Lee, a Malaysian, age 47, was appointed to the Board on 29 November 2021 as an INED. He is a member of the Audit and Risk Management, Nominating and Remuneration Committees. He graduated with a Bachelor in Civil Engineering from University Technology Malaysia, Johor and Bachelor in Traditional Chinese Medicine from Yunnan Chinese Medical College, China. He has at least 15 years’ experience as a project coordinator in construction and development in Buddhist Tzu Chi Merit Society Malaysia. He is currently acting as a Health and Naturopathy Consultant.

He has no family relationship with any directors and/or major shareholders of the Company. He has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

He had attended 5 Board meeting held in the financial year ended 31 December 2022.

Dr. Sek Weng Yew, a Malaysian, age 46, was appointed to the Board on 3 April 2023 as an INED. He is a member of the Audit and Risk Management, Nominating and Remuneration Committees. He graduated with MD (Canada) from University of Western Ontario, Canada, Master of Surgery from University Malaya and FRCS (Neuro. Surg) from The Royal College of Surgeons Edinburgh. He also attained fellowship in Spine (Sheffield) and Stereotactic Radiosurgery (UK). He works at Pantai Hospital Kuala Lumpur as a practising doctor, specializes in neuro and spine surgery.

He has no family relationship with any directors and/or major shareholders of the Company. He has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

Mr. Soon Poh Lean, a Malaysian, age 47, was appointed to the Board on 3 April 2023 as an INED. He is Chairman of the Audit and Risk Management Committee and also a member of the Nominating and Remuneration Committees. He graduated with a Bachelor of Commerce (Accounting & Finance) from the University of Sydney, Australia. He is also a Chartered Finance Analyst (CFA) and a fellow member of CPA Australia. He is the co-founder and Senior Executive Director at Quin River Capital Sdn. Bhd. and Quin River Advisers Sdn. Bhd.

He started his career in PricewaterhouseCoopers in both Kuala Lumpur and London offices and was a member of the European Securitisation & Structured Products team. Prior to his current position, he was a Partner of AHAM Asset Management's private equity business focused on South East Asian markets. He was a Partner and Chief Operating Officer of Sadella Advisory Services, a boutique Merger & Acquisition (M&A), corporate advisory firm in Hong Kong. He was also a member of investment team in a Hong Kong-based hedge fund managing Asia ex-Japan equities. He was the Head of M&A division at RHB Investment Bank until year 2018, overseeing origination, structuring and execution of cross border M&A transactions across the South East Asian region.

He has no family relationship with any directors and/or major shareholders of the Company. He has no conflict of interest with the Company and has not committed any offences within the past 10 years other than traffic offences, if any.

KEY SENIOR MANAGEMENT

Koay Chiew Kang

Executive Director/Group Managing Director

Age : 65

Gender : Male

Nationality : Malaysian

(Please refer to his profile as listed on Page 12 of the Annual Report.)

Responsibilities: -

He is responsible for the corporate planning and business development activities of the Group.

Koay Chiew Lee

Managing Director

Age : 60

Gender : Male

Nationality : Malaysian

Qualifications: -

- Diploma in Financial Accounting, Kolej Tunku Abdul Rahman
- Master of Business Administration, National University of Singapore

Working experience: -

- More than 35 years' experience in the packaging industry.
- Joined the Group as Manager and has worked with the Group in various departments, including Administration, Production and Operation.
- Holds directorship in several subsidiaries of the Group.
- He is the brother of Mr. Koay Chiew Poh, Mr. Koay Chiew Kang, Mr. Koay Chue Beng, and the uncle of Mr. Koay Teng Liang, Mr. Koay Teng Kheong who are members of the Board.

Responsibilities: -

He is responsible in overseeing day-to-day administrative and operational functions of Public Packages (Shah Alam) Sdn. Bhd.

Appointment to current position: December 1997

Koay Teng Liang

Executive Director/Managing Director

Age : 46

Gender : Male

Nationality : Malaysian

(Please refer to his profile as listed on Page 12 of the Annual Report.)

Responsibilities: -

He is responsible in overseeing day-to-day administrative and operational functions of Public Packages Asia Sdn Bhd and Public Package (Prai) Sdn. Bhd.

Koay Teng Kheong

Executive Director/Managing Director

Age : 42

Gender : Male

Nationality : Malaysian

(Please refer to his profile as listed on Page 12 & 13 of the Annual Report.)

Responsibilities: -

He is responsible in overseeing overall development of the Group's hotel business. In addition, he assumes the position of Director in Human Resource and is responsible in leading, implementing and maintaining the Group's Human Resources procedures and policies. He is also involved in handling payrolls and trainings of the Group.

Gooi Chye Soon*Executive Director*

Age : 60
Gender : Male
Nationality : Malaysian

Qualifications: -

- Bachelor of Science (Hons), University of Malaya

Working experience: -

- More than 26 years' experience in the packaging industry.
- Joined the Group as Production Manager and advanced to General Manager/Director, prior promotion to current position.

Responsibilities: -

He is responsible in overseeing day-to-day administrative and operational functions of Public Packages (NT) Sdn. Bhd.

Appointment to current position: October 2016

Loo Weng Keen*General Manager/Director*

Age : 53
Gender : Male
Nationality : Malaysian

Qualifications: -

- Master of Business Administration (UK), Anglia Ruskin University

Working experience: -

- More than 29 years' experience in the packaging industry.
- Joined the business development division of the Group and advanced to General Manager, prior promotion to current position.

Responsibilities: -

He is responsible in overseeing day-to-day administrative and operational functions of Public Packages Sdn. Bhd.

Appointment to current position: January 2017

Lau Chee Pong*General Manager*

Age : 56
Gender : Male
Nationality : Malaysian

Qualifications: -

- Sijil Pelajaran Malaysia ("SPM")

Working experience: -

- More than 33 years' experience in the packaging industry.
- Was working in a publishing company prior joining the Group.
- Joined the offset printing division of the Group in 1987 and advanced in the division prior promotion to current position.

Responsibilities: -

He is responsible in overseeing day-to-day administrative and operational functions of PPH Printing & Packaging (Kulim) Sdn. Bhd.

Appointment to current position: June 2011

Tan Peck Sian*General Manager*

Age : 48
Gender : Male
Nationality : Malaysian

Qualifications: -

- Advanced Diploma BTEC National Printing Management, West Herts College (UK)

Working experience: -

- More than 23 years' experience in the packaging industry.
- Was working in a printing company prior joining the Group.
- Joined the Group as Sales Executive and was promoted to General Manager of PPH Display Design Sdn Bhd, a subsidiary of the Group, prior promotion to current position.

Responsibilities: -

He is responsible in overseeing day-to-day administrative and operational functions of PPH Printing & Packaging (Penang) Sdn. Bhd.

Appointment to current position: May 2008

Ooi Hun Keong*General Manager*

Age : 46
Gender : Male
Nationality : Malaysian

Qualifications: -

- Certified Hotel Administrator, American Hotel & Lodging Educational Institute

Working experience: -

- More than 25 years' experience in the hospitality industry.
- Joined the hotel division of the Group in 2018 and lead the pre-opening of Prestige Hotel.

Responsibilities: -

He is responsible in overseeing Prestige Hotel's day-to-day administrative and operational functions.

Appointment to current position: August 2018

Wong Lai Chuen*Operation Manager*

Age : 56
Gender : Female
Nationality : Malaysian

Qualifications: -

- Bachelor of Business Administration, University of Mount Union

Working experience: -

- More than 27 years' experience in the packaging industry.
- Was working in the silk screen printing industry prior joining the Group.
- Joined the Group as Marketing Executive, prior promotion to current position.

Responsibilities: -

She is responsible in overseeing day-to-day administrative and operational functions of PPASIA Media Packaging Sdn. Bhd.

Appointment to current position: April 2015

Sonny Cheah Soo Chuan*Marketing Director*

Age : 44
Gender : Male
Nationality : Malaysian

Qualifications: -

- Bachelor of Information System, University of Melbourne

Working experience: -

- More than 17 years' experience in the packaging industry.
- Was working in the IT industry in Singapore prior joining the Group.
- Joined the Group as a Management Trainee and advanced in the business development division.
- Was promoted to Marketing Manager, prior promotion to current position.
- He is the nephew of Mr. Koay Chiew Poh, Mr. Koay Chiew Kang, Mr. Koay Chue Beng, and the cousin of Mr. Koay Teng Liang, Mr. Koay Teng Kheong who are members of the Board.

Responsibilities: -

He is responsible for sales and marketing for offset division. He participates in the setting up of marketing strategies and is actively involved in monitoring the performance of the division.

Appointment to current position: June 2010

Kenny Cheah Soo Chye*General Manager, Business Development*

Age : 42
Gender : Male
Nationality : Malaysian

Qualifications: -

- Bachelor of Economics and Commerce, University of Melbourne

Working experience: -

- More than 15 years' experience in the packaging industry.
- Joined the customer service division of the Group and moved to business development division.
- Was promoted to Senior Business Development Manager, prior promotion to current position.
- He is the nephew of Mr. Koay Chiew Poh, Mr. Koay Chiew Kang, Mr. Koay Chue Beng, and the cousin of Mr. Koay Teng Liang, Mr. Koay Teng Kheong who are members of the Board.

Responsibilities: -

He is responsible for sales and marketing for carton division. He participates in the setting up of marketing strategies and is actively involved in monitoring the performance of the division.

Appointment to current position: January 2017

Che Puan Abdullah*Government General Affairs Manager*

Age : 60
Gender : Female
Nationality : Malaysian

Qualifications: -

- Bachelor of Business Administration, University Utara Malaysia (UUM)

Working experience: -

- More than 31 years' experience in the packaging industry.
- Joined the Group as Human Resource Executive, prior promotion to current position.

Responsibilities: -

She is responsible for the overall administrative affairs of the Group.

Appointment to current position: September 2008

Chiang Pei Se*Corporate Manager*

Age : 46

Gender : Female

Nationality : Malaysian

Qualifications: -

- Bachelor of Accounting, University Utara Malaysia (UUM)
- Chartered Accountant, Malaysia Institute of Accountants

Working experience: -

- More than 15 years' experience in the packaging industry.
- Was working in the accounting firms prior joining the Group.
- Joined the Group as Group Accountant, prior promotion to current position.

Responsibilities: -

She is responsible for the overall finance and accounts functions of the Group.

Appointment to current position: April 2015

Notes: -*1. Family Relationship with Director and Shareholder*

None of the Key Senior Management has any family relationship with any director and/or major shareholder of PPHB, other than indicated above.

2. Conflict of Interest

None of the Key Senior Management has any conflict of interest with PPHB.

3. Conviction of Offences

None of the Key Senior Management has been convicted of any offences (other than traffic offences), in the past 5 years and there are no public sanctions or penalties imposed by any regulatory bodies during the financial year.

STATEMENT OF SUSTAINABILITY

PPHB recognises the important of sustainability as a key driver for long-term sustainable business growth. As such, the Board persistently reinforces various sustainability approaches into business strategies and operations of the Group to maximise long-term value creation to our stakeholders. This statement focuses on the economic, social and governance (“ESG”) performance of the Group in ensuring that its business is carried out in sustainable and responsible manner.

Aligning with the ESG approaches, the Group continues to engage all stakeholders in its daily operations, minimise environment impact that arising from daily operations and improve the social and economic conditions of its stakeholders that it operates in.

Scope

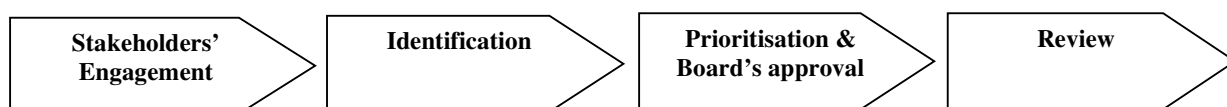
This Sustainability Report covers the Group’s key operations in Malaysia, of which the Group has direct control and holds a majority stake. Thus, joint ventures companies are excluded, unless otherwise stated in the report.

The reporting period of this report is from 1 January 2022 to 31 December 2022.

Sustainability Governance Structure

The Board is supported by Group Managing Director and assisted by Senior Management in managing sustainability-related matters. The team is responsible for advising on and recommending good business strategies, in terms of sustainability, for adoption by the Board. Thereafter, the team will implement and monitor the sustainability strategies approved by the Board and ensure regulatory compliance. The programs’ details will be drawn up and presented to the Board on yearly basis.

Materiality assessment process



- (a) **Stakeholders’ engagement**
The Board recognises that stakeholders are the key to its continuous success and the sustainability of the business. As such, the Board believes that a deep understanding of the Group’s stakeholders’ interest and concerns will help in maintaining and enhancing its relationship, enhance stakeholders’ expectation and achieve sustainable growth of the Group.
- (b) **Identification**
In identifying the sustainability matters, the Board evaluate and assess their respective level of impact towards the Group’s operations and the importance of the matters to the Group’s key stakeholders. Various internal and external sources were used, including: -
 - Internally generated data, management reports and risk management reports;
 - Input from management and employees;
 - Review of issues and trends reported by industry sources including peers, customers and suppliers; and
 - Government policies.
- (c) **Prioritisation and Board’s approval**
The team will categorise and prioritise the key sustainable issues based on its assessment. The identified sustainability matters will be tabled for Board’s approval.
- (d) **Review**
The team will continue to review and assess sustainability matters to ensure that the reported matters remain relevant to the Group.

Stakeholder engagement

The Board is committed to continuously engage various stakeholders in timely, effective and transparent manner. Our approaches to the direct and indirect stakeholders of the Group are as summarised below: -

Stakeholder	Area of concern	Type of engagement	Our goal
Employees	- Fair compensation and employee benefits - Equal employment - Career development and training programs - Safety and health of working environment - Balanced lifestyle	- Circulation of updated employee handbook - Competitive and fair remuneration packages - Annual performance appraisal - Internal on-job trainings, awareness programs and external employee development trainings - Meetings and gatherings - Covid-19 prevention measures	- To provide a safe and healthy workplace with good welfare and equal employment opportunities. - To retain top performers and attract new talent.
Investors/ Shareholders	- Strong and sustainable financial performance - Continuous business growth	- Financial results - Company announcements - Annual reports - Circulars - AGM - Corporate website	- To provide reliable and up-to-date disclosures on PPHB's material information to maximise the shareholders relationship.
Customers	- Customer satisfaction and pricing - Product design - Quality products - On time delivery - Business ethics	- Customer's feedback form - Regular communication with client - To offer innovative product design and development - In house product quality inspection - Monitoring the production schedule via daily meeting	- To enhance customer's loyalty and to build long-term sustainable relationship. - Better quality and reliable products with affordable prices.
Supplier	- Cost efficiencies - Quality products - Maintaining long-term partnership - Business ethics	- Fair and transparent procurement process - Inventory/supply commitment - Delivery - Payment schedule	- To build lasting relationship with suppliers.
Government	- Regulatory compliance - Transparency	- Participation with programs organised by government bodies - Comply to applicable laws and regulations - Meetings with regulators	- To comply with all rules and regulations.
Communities	- Environmental impacts - Job opportunities - Corporate Social Responsibility ("CSR") activities	- Donations to charitable organisations - Provide industrial training to graduates - Scholarships - Local employment and equal employment opportunities - Organising CSR activities	- To give back to the community.

Material Sustainability Matters / Key Focus Areas

During the year, the Board has identified the following sustainability matters as being material to the Group: -

1. ECONOMIC

Product Quality

The Group believes that the delivery of high-quality products to its customers is important in building business growth. Our manufacturing processes are carried out in accordance with the principles and requirements of ISO 9001:2015 Quality Management System ("QMS"). Audits and trainings on ISO 9001:2015 were carried out from time to time. The audits are to ensure consistency in practice and adherence throughout the manufacturing process as well as to assure the product quality.

Business ethics and compliance

The Group's supply chain practices are guided by its Code of Ethics and Conduct and Anti-Bribery and Corruption policy ("the Practices"). The Practices outline the principles on the conduct of business and interaction with business partners, government and community as well as the general workplace behaviour. The Group aims to conduct all of its business activities and operations in an open, honest and ethical manner and the Group adopts a zero-tolerance approach to all forms of bribery and corruption.

All new on-boarding employees will be briefed on the Practices as part of an induction process on their first working day. Training and awareness programs on the Practices will be conducted from time to time. Any changes on the Practices will be updated and circulated via intranet to all employees.

A whistle-blowing channel has also been established for Directors, employees and associated persons to report any improper conducts. Improper conducts may include fraud, criminal, misuse of confidential information and etc. The whistle-blower will be accorded with protection of confidentiality of identity, unless the law required otherwise.

There is no incidence of corruption, fraud or bribery reported for the financial year under review.

2. ENVIRONMENTAL

The Group recognises its responsibility towards the environment and makes every effort to protect, preserve and minimise any adverse environmental impact of its operations.

Waste Management – 3R programme

The 3Rs initiative of Reduce, Reuse and Recycle is implemented throughout the organisation. In our operations, the waste produced were properly segregated, converted or recycled. Reputable and licensed waste collectors were engaged to handle the waste. The ISO14001:2015 Environment Management Systems obtained by the Group helps in managing its environment responsibilities in systematic manner. For office buildings, our employees are encouraged to switch off non-essential lightings and the practice of paper recycling is practiced at all times. The Group uses technology to distribute shared information via email and intranet, and packaging materials such as cardboard are also reused for document filling.

Forest Stewardship Council ("FSC") Certification

FSC is an organisation that promote responsible management of world's forests via timber certification. The main objective of FSC is to promote environmentally sound, socially beneficial and economically prosperous management of the world's forest. It plays an important role to certify that a paper is made of responsible sourced wood fibers and paper earns the FSC label under its responsible forest management standard. The Group obtained its FSC certification on 11 January 2019.

With this certification, customers are more confident that the products they are buying come from a responsible source. In addition, the certification helps in enhancing marketing possibilities.

During the year under review, the Group has a total 12 (2021: 11) suppliers with FSC certification.

Energy Management

The Group is committed to reduce energy consumption. The Group believes that uncontrolled energy consumptions will lead to an increase in overall carbon emission. During the year, the following energy saving activities have been implemented: -

- Installed inverter at high amp machinery and equipment;
- Installed LED lighting to conserve energy; and
- Replaced small fans with big fans.

The Group had also approved solar projects amounting to RM3.7 million to reduce the Group's reliance on fossil fuel-generated electricity as at 31 December 2022. The solar projects are targeted to be completed in year 2023.

The efficiency of energy consumptions will be monitored on a monthly basis.

Water Management

To maintain environment sustainability, the Group strives to improve its water management practices and reduce water wastage. During the year, the following measures to reduce water consumptions in the operations have been implemented: -

- To recycle water from water treatment plant; and
- To harvest rain water for toilet use.

As at 31 December 2022, a total saving on water usage from water treatment plant is 558,400 (2021: 472,800) litres.

Delivery Management

The Group uses diesel in its operations, especially in the transportation and delivery of its products.

The Group has replaced its diesel forklifts with electric forklifts. The electric forklifts help in reducing carbon emission, running costs and maintenance cost. During the year under review, a total of 7 diesel forklifts were replaced by the Group.

Apart from replacement of diesel forklifts, delivery routes are planned to achieve logistic optimisation which indirectly minimises the carbon emission and best use of the supply chain resources.

3. SOCIAL

Human Capital Management

Diversity and equal opportunities

The Group is committed to provide equal opportunities within the workplace and does not discriminate people against age, gender, ethnicity or nationality, apart from preference for locals over foreigners in its staff recruitment. In addition, the Group has also promoted the right to work of persons with disabilities and has provided them with employment opportunities. As at 31 December 2022, PPHB has total of 827 (2021: 814) employees across the Group and 32.41% (2021: 32.56%) of the workforce comprise female representation across all levels of management. Among the employees of the Group, a total of 15 (2021: 24) are disabled persons.

Fair remuneration packages

The Group has put in place an employee remuneration policy which is fair and substantive, and is linked between individual contribution and performance. The Group will conduct employee performance assessments on a yearly basis. Any promotion or increment in remuneration is based on merit assessment. This exercise is important to ensure that the Group remains competitive in attracting, motivating and retaining talent who is important to Group's sustained growth. Employees' contributions to the Group are measured against their respective key performance indicators. Employees with excellent performance are awarded with attractive cash rewards.

Prioritising social compliance

The Group's practice is to adhere with labour standards and human rights guidelines and legislation. The Group prohibits the use of forced labour, human trafficking and any form of child labour in its business activities. Foreign workers that employed under the Group are given the same privileges such as public holiday, salary scale and benefits which are the same as local employees. Besides, they are provided with worker's dormitories that are in compliance with Employee Minimum Standard of Housing, Accommodations and Amenities Act 1990 ("EMSHAAA 1990").

The Group is in compliance with the Employment (Amendment) Act 2022 which took effect on 1st January 2023. The new legislation is aimed to increase and improve the protection and welfare of employees and ensure that labour law provisions are in accordance with the international labour standards. The amendments cover, amongst others, working hours, leave managements and flexible working arrangements.

In addition, the Group continues to maintain the workplace free from any harassment and violence.

Training and development opportunities

The Group has put a great emphasis on ongoing training and upskilling of the workforce, which will give the employees greater understanding of their responsibilities within their role and enhance overall performance. In-house trainings in different areas are frequently organised to increase the competency of workers. Employees are also encouraged and sponsored to attend external seminars/webinars, workshops and exhibitions, to keep abreast of new developments in their respective field of expertise.

The total training hours of employees during financial year under review is 2,574 (2021: 1,459) hours.

Employees' wellness program

The Group has also incorporated a wellness program in its corporate culture to encourage a healthy and balanced lifestyle. The Group arranges health screenings for selected employees on a yearly basis. A "Quit Smoking Programme" was introduced and provided to all the smokers in the Group. In addition, vegetarian lunch boxes are provided to selected operations in an effort to promote healthy eating habits.

Occupational Safety and Healthy Environment

The Group strives to provide a safe and healthy working environment for all employees. In this respect, the Group has put utmost importance on compliance with all relevant safety and health laws and regulations. Various strategies have been developed to minimise the number of workplace accidents, which include: -

- To place handling manual at workplace;
- To place safety measures, safety signboards at workplace;
- To promote 5S (Sort, Set in order, Shine, Standardise and Sustain) at workplace;
- To provide safety and health education and trainings, such as fire drills and evacuations exercise;
- To ensure functionalities of fire preventive equipment and system; and
- Regular inspection on machines.

Safety and health audits had been carried out by Head of Internal Audit to ensure compliance of safety and health laws and regulations.

During the year under review, various safety trainings to increase employees' awareness had been arranged. The trainings attended by employees include: -

- Occupational safety & health coordinator;
- Kursus Keselamatan Kebakaran Bagi Pasukan Tindakan Kecemasan; and
- Basic First Aid and Cardiopulmonary Resuscitation ("CPR").

The Group continued to comply with Covid-19 prevention guideline. All the employees are fully vaccinated with at least 2 doses of vaccine. The Group encourages all employees to take their Covid-19 booster vaccine to maintain their immunity levels.

Community Contribution

The Group continues its support to a wide range of charities. During the year, the Group has made donations to charitable organisations, including the Buddhist Tzu Chi Merit Society Malaysia. A blood donation campaign in collaboration with Hospital Kulim was also arranged.

4. CORPORATE GOVERNANCE

The Group has adopted the principles and practices as stipulated the MCCG 2021. The details discussion on principles and practices are set out on page 24 to 31 of this annual report.

Conclusion

The Board will review and assess the sustainability performance of the Group's operations on an on-going basis to improve and enhance existing practices, as well as to enable the sustainable creation and preservation of long-term value to the Group's stakeholders.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board recognises the importance of adopting and maintaining high standards of corporate governance and is fully committed to conducting the Group's affairs in a transparent and objective manner, with full accountability and integrity. The Board strives to safeguard shareholders' investments and stakeholders' interests, thereby enhancing their values. This Corporate Governance Statement pursuant to Paragraph 15.25 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") outlines the Group's corporate governance practices and aims to provide vital insights to the shareholders, potential investors and stakeholders. The full CG Report 2022 is available on the Company's website, www.pph.com.my.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

1. BOARD RESPONSIBILITIES

The Board is fully responsible for the overall governance and performance of the Group in accordance with Group's objective. The Board's role is to lead and control the Group's business and affairs on behalf of shareholders. The Board takes into consideration the interests of all stakeholders in their decision making so as to ensure the Group's objective of creating long term shareholder value is met. The Board assumes the following key responsibilities, among others: -

- a. Develop and evaluate the Group's succession planning and talent management plans;
- b. Review, approve and monitor implementation of the strategies and business plans of the Group that supports long-term value creation by incorporating sustainability – environment, social and governance ("ESG") elements;
- c. Monitor and evaluate performance of the Group's business operations and evaluate the adequacy and integrity of the Group's financial and non-financial reporting;
- d. Oversee conduct of the Group's business, ensuring that affairs are carried out ethically and in full compliance with relevant laws and regulations;
- e. Identify principal risks and ensure execution of appropriate Risk Management and Internal Control procedures;
- f. Ensure that Senior Management has the necessary skills and experience, and that there are measures in place to provide for orderly succession of the Board; and
- g. Supervise the implementation of shareholders' communication policy.

The Group's succession planning is set out as below: -

- a. Developing a recruitment and communication strategy;
- b. Identifying expected critical position vacancies;
- c. Determining critical position;
- d. Identifying current and future competencies;
- e. Identifying gaps in current employees' competency levels;
- f. Developing individual development plans for employees;
- g. Developing and implementing coaching and mentoring programmes; and
- h. Assisting with leadership transition and development.

The Board delegates the authority and responsibility of managing day-to-day operations of the Group to the Management Team led by the Executive Chairman. The Management Team is also responsible for implementation of business plans and strategies, policies and decisions approved by the Board and communication of matters to the Board.

Non-Executive Chairman

The Non-Executive Chairman acts as a spokesperson for the Board and represents the Group to the shareholders. He is responsible for the overall strategic direction of the Group and takes a leading role in creating an effective corporate governance system, setting the tone at the top of practising and promoting ethical practices, good governance, as well as legal and regulatory compliances. He is also responsible for managing the boardroom dynamics, promoting a culture of openness and debate to build a high-performance board and effectuate robust decision making.

Executive Directors

The Executive Chairman is supported by the three (3) Executive Directors in day-to-day management of the Group. The Executive Directors form part of the Senior Management team and have an overall responsibility over the business operations, organisational effectiveness and efficiencies, formulation of strategies and implementation of Board policies and decisions. They are also responsible for fostering relationships with regulators and stakeholders. In light of their technical expertise and knowledge of the business and its industry, they add value to the Board's decision-making process by offering an intimate view of the workings within the Group as well as the strategic plan in action.

Independent Non-Executive Directors

The Non-Executive Directors are independent of management and free from any business or other relationships that could materially interfere with the exercise of their independent judgement, enabling their contribution towards corporate accountability. They take into account interest of the Group, shareholders, stakeholders and the communities in which the Group conducts its business, providing their unbiased and impartial views, advice and judgement. It is also their responsibility to ensure financial information announced are accurate and that the Risk Management and Internal Control systems are robust and defensible. Furthermore, the INEDs play a key role in the evaluation and review of the Board's performance and remuneration.

The Board had established several Board Committees whose compositions and Terms of Reference are in accordance with MMLR and the best practices prescribed by MCCG. The Board Committees are as below: -

- a. Audit and Risk Management Committee ("ARMC");
- b. Nominating Committee ("NC");
- c. Remuneration Committee ("RC"); and
- d. Scheme Committee ("SC").

Matters Reserved for The Board

The Board Charter further defines matters that are reserved for the Board's deliberations and decision making. These matters require approvals from the Board, except where they are expressly delegated by the Board to the Management. The reserved matters include: -

- a. Approval of financial results announcements, Annual Report and financial statements;
- b. Matters covered by statutory requirements, Best Practice Guide and Corporate Governance;
- c. Annual review on the remuneration package for the Board;
- d. Revision of Board Remuneration Policy;
- e. Develop and evaluate the Group's succession planning and talent management plans;
- f. Monitor and evaluate performance of the Group's business operations and activities;
- g. Oversee conduct of the Group's business, ensuring that affairs are carried out ethically and in full compliance with relevant laws and regulations;
- h. Dividend policy;
- i. Supervise the implementation of shareholders' communication policy; and
- j. Matters that may have material impacts on the system of internal controls; or significantly exposes the Company and the Group to financial or operating risks.

These reserved matters are reviewed at least once a year.

Supply of Information

Members of the Board are supplied with unrestricted and timely information to enable effective discharge of their duties and responsibilities.

To facilitate the Directors' time planning, the Board meetings as well as Board Committee meetings are scheduled and circulated to them before the beginning of every year. Special Board meetings may be convened to consider urgent proposals or matters that require expeditious decisions or deliberation by the Board. Relevant agendas and board papers containing management and financial information are distributed at least five (5) business days in advance of each Board meeting for their perusal and consideration, to enable active participation during meetings and to facilitate informed decision making. Furthermore, all Directors are regularly updated on the statutory and regulatory requirements relating to their duties and responsibilities.

The Directors have individual and independent access to the advice and dedicated support services of the Joint Company Secretaries in ensuring effective functioning of the Board. The Board may interact directly with the Management Team on issues under their respective purview. In addition, the Board may consult external experts for their independent and professional opinion in furtherance of its duties, at the Group's expense.

Company Secretaries

The Joint Company Secretaries assume key advisory roles to the Board on matters in relation to statutory and regulatory compliances, best corporate governance practices, Board's policies and procedures, as well as Directors' duties and responsibilities. The Board is satisfied with the performances and competencies demonstrated.

During the financial year, the Joint Company Secretaries have performed, among others, the following tasks: -

- a. Served notices on close period to the Directors notifying them of the close periods for trading of shares, pursuant to MMLR;
- b. Attended all Board meetings and ensured meetings are properly convened;
- c. Ensured accurate recording of minutes of proceedings and proper maintenance of secretarial records;
- d. Supported the Board in ensuring adherence to Board policies and procedures; and
- e. Facilitated the provision of information as requested by the Directors.

Time Commitment

Directors are expected to devote sufficient time and effort to carry out their responsibilities. The Board will seek commitment from Directors at the time of appointment. Directors are advised to notify the Chairman or the Board before accepting new directorship.

During the financial year, the Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Group. The table on the next page sets out number of Board meetings held and attendance record of the Directors during the financial year 2022. The Alternate Directors will replace those Directors who were unable to attend the Board meetings.

<u>Name of Director</u>	<u>Attendance</u>
Mr. Koay Chiew Poh	5/5
Mr. Koay Chiew Kang	5/5
Mr. Koay Teng Liang	5/5
Mr. Koay Teng Kheong	4/5
Puan Nurjannah Binti Ali	5/5
Mr. Tang Boon Lee	5/5
Mr. Soon Poh Lean	-
<i>(Appointed on 3 April 2023)</i>	
Dr. Sek Weng Yew	-
<i>(Appointed on 3 April 2023)</i>	
Mr. Ng Thim Fook	5/5
<i>(Resigned on 4 April 2023)</i>	
Mr. Ong Eng Choon	4/5
<i>(Resigned on 4 April 2023)</i>	

None of the Board members serve more than five (5) listed companies.

Training

The Board acknowledges the importance of continuous education and training in discharging its duties effectively. The Board on a continuous basis evaluates and determines the training needs of its Directors. The Board members are encouraged to attend forum, seminars, trade fairs (locally and internationally) and industry conferences which enables themselves gaining insights on new developments in the business environment. Field trips to company operations by the Directors and meetings with Senior Management are arranged to gain actual knowledge of staff, factory and department. All the Directors had attended the Mandatory Accreditation Programme ("MAP") prescribed by Bursa Securities and had also completed and obtained the requisite Continuing Education Programme ("CEP") points accordingly.

Details of training attended by the Directors during the year are as follows: -

Director	Training attended
Mr. Koay Chiew Poh	- Global Common Good After the Pandemic: Partnership in Action on Net Zero, Digitalization, and Generations (Tzu Chi Global Forum)
Mr. Koay Chiew Kang	- Pemudah Forum in Conjunction with 15 th Anniversary Pemudah - FMM Webinar – A Sustainable & Resilient Business
Mr. Koay Teng Liang	- Exercising Leadership: Foundational Principles
Mr. Koay Teng Kheong	- The Value of Sustainability - Advocacy Session for Directors
Puan Nurjannah Binti Ali	- 30% of Women in Leadership Now – Sime Darby Malaysia Aids Foundation - Creating Competitive Advantage Through Sustainability – Grant Thornton - Cara Menguasai Keputusan Trading Menggunakan "Market Structure – Bursa Malaysia LifeChamp
Mr. Tang Boon Lee	- Audit Oversight Board Conversation with Audit Committees – Securities Commission Malaysia
Mr. Ng Thim Fook	- Sydney Mida Government Malaysia – Invest Malaysia March 2022 News Letter briefing - Cyberview – 5G The Future of Endless Possibilities in a shared Zoom session

Save as disclosed above, Mr. Ong Eng Choon (resigned on 4 April 2023) did not attend any training during the financial year due to his busy schedule whilst Mr. Soon Poh Lean and Dr. Sek Weng Yew, who were only appointed on 3 April 2023 and have committed to attend upcoming training that enable them to keep abreast with the new developments in business environment.

The training programmes and seminars attended by the Directors during the financial year ended 31 December 2022 are, inter-alia, on areas relating to corporate governance, risk management and sustainability. The Directors will continue to undergo other relevant training programmes as appropriate to further enhance their professionalism and contribution to the Board.

Code of Ethics and Conduct

A Code of Ethics and Conduct with the objective of creating an ethical corporate climate had been adopted by the Group. It provides guidance on the standards of behaviours expected from the Directors, employees as well as any other persons who represents the Group in execution of their duties and functions. It also outlines the principles on the conduct of business and interaction with business partners, customers, government and community and general workplace behaviour. Apart from advising the Board and the employees on the manner in which they should act when making decisions and carrying out their daily work activities, the Code of Ethics and Conduct also provides guidance on maintaining confidentiality and disclosure of information, disclosure of conflict of interest, internal control and anti-competition practices as well as the duty to protect the Group's assets. In formulation of the Group's Code of Ethics and Conduct, reference has been made to the Code of Ethics for Directors, highlighting principles in relation to transparency, integrity, accountability and corporate social responsibility.

A copy of the Code of Ethics and Conduct is published on the Group's website. The code is subject to regular review. All employees are required to read, understand and abide by the Code of Ethics and Conduct.

Whistle-blowing policy

The Board has established and adopted a Whistle-blowing Policy. The purpose of the policy is to provide an avenue for Directors, employees and any external parties to raise their concerns on improper conduct and malpractice.

Any person who knows of or suspects a violation of the Code of Ethics and Conduct is encouraged to lodge report with the Managing Director of the Group or email to dedicated whistleblowing email address, b_m@pph.com.my. The violation may include fraud, criminal, misuse of confidential information and etc. The Group will treat all information received confidentially and protect the identity and interest of all whistle-blowers. There have been no reported incidents pertaining to whistle-blowing during the year.

Anti-Bribery and Corruption ("ABC") policy

The Group's ABC policy was prepared and approved by the Board on 22 February 2021. The policy is intended to provide Directors, employees and associated persons of the Group with information on how the Group combats bribery and corruptions in furtherance of Group's business dealings. Besides, the policy is to ensure that all relevant persons are aware of their obligation to disclose any corruptions, bribes, conflicts of interest or similar unethical acts that they may encounter, and to comply with this Policy to follow the highest standards of ethical conduct of business.

The policy should read in conjunction with the Code of Ethics and Conduct and Whistle-blowing policy of the Group.

Director's Fit and Proper policy

The Group had approved and adopted the policy on 30 May 2022 in line with the Bursa's directive dated 19 January 2022. The policy outlined the fit and proper criteria for the appointment and re-appointment of Directors on the Board of the Company. A copy of this Policy can be accessed from the Group's website. The policy is also applicable to the appointment of Senior Management of the Group.

Board Charter

The Board Charter delineates the Board's strategic intent and sets out key values and principles of the Group. It defines the roles, powers and responsibilities of the Board and its Directors. It acts as a source of reference and primary induction literature for prospective Board members, as well as assisting the Board in assessment of its collective performance and that of each individual Director.

The Board Charter is reviewed at least once a year, reflecting changes in regulations and best practices, and to update its relevance and effectiveness. A copy of the Board Charter can be accessed from the Group's website – www.pph.com.my.

2. BOARD COMPOSITION

Composition and Size of the Board

The Board comprises five (5) Executive Directors and three (3) Independent Non-Executive Directors, in compliance with Paragraph 15.02 of the MMLR where at least one third (1/3) of the Board members must be Independent Directors. Members of the Board are of diverse backgrounds, specialisation, experience, character and age.

Tenure of Independent Directors

The tenure of an Independent Director should not exceed a cumulative term nine (9) years in accordance to Malaysian Code on Corporate Governance (“MCCG”) 2021 and Paragraph 1.01, 1(h) Appendix 8A, Part A(g) of Appendix 9A and Practice Note 13 of the MMLR. Upon completion of nine (9) years, an Independent Director may continue to serve on the Board subject to the director’s re-designation as a Non-Independent Director. However, the Board may at its discretion after the evaluation the performance of the Independent Director who exceeded a cumulative term of nine (9) years, seek annual shareholders’ approval via two-tier voting process at the AGM to retain the said Director as an Independent Director. In considering independence, the Board must conduct a vigorous review of the Director’s background and current activities, to determine whether he/she can act independently of the management, and whether the Directors’ independence has been impaired, taking into account the need for progressive refreshing of the Board.

As at date of this Annual Report, none of the Independent Directors have exceeded a cumulative of term of nine (9) years.

Nominating Committee (“NC”)

The NC of the Company has been established since 2002. The Committee Members are as follows: -

Mr. Koay Chiew Poh	- Chairman, Non-Independent Non-Executive Director
Mr. Soon Poh Lean (Appointed on 3 April 2023)	- Member, Independent Non-Executive Director
Dr. Sek Weng Yew (Appointed on 3 April 2023)	- Member, Independent Non-Executive Director
Mr. Tang Boon Lee	- Member, Independent Non-Executive Director
Mr. Ng Thim Fook (Resigned on 4 April 2023)	
Mr. Ong Eng Choon (Resigned on 4 April 2023)	

The full Terms of Reference setting out the NC’s composition, meeting procedures, authority, and functions and duties can be viewed at the Company’s website, www.pph.com.my.

The NC is primary responsible to ensure that the procedures for appointment of new Directors are transparent, rigorous and that appointments are made on merit and against objective criteria for the purpose. The Committee does not rely solely on recommendations from existing directors, management or major shareholders in identifying candidates. In addition, the Committee will perform background checks on the individual’s character and bankruptcy search prior to the appointment.

The NC meets as and when required, and at least once a year. As at date of this Annual Report, three (3) meetings were held, which were attended by all members.

On 15 August 2022, Mr. Koay Chiew Poh retired from all the executive positions in the Group. He was redesignated as a Non-Independent Non-Executive Director in the view of his invaluable contribution, extensive experience along with his detailed knowledge on the Group’s business activities and strategic directions renders him the most befitting candidate.

On 27 February 2023, The NC undertook an evaluation process involving the Board, Board Committees and Director self and peer assessment. The criteria and procedures were as below: -

- a. The NC conducted the Board Evaluation via questionnaires. The Committee assessed the effectiveness in terms of composition, conduct, accountability and responsibility of the Board and Board Committees in accordance with the Terms of Reference. The Directors’ self and peer assessment is conducted to evaluate the mix of skills, experience and individual Director’s ability to contribute to the development of Group and towards Board’s effectiveness. The Committee also evaluates the independence of Independent Directors based on the criteria of “Independence” as prescribed by the MMLR.
- b. The evaluation process is led by Chairman of the Committee with the support from the Company Secretary. The Committee will review feedbacks gathered from the evaluation, identify areas for improvements to enhance effectiveness of the Board, and recommend actions to be taken.
- c. The Board Evaluation carried out was properly documented.

The Board is satisfied with the level commitment given by the Directors towards fulfilling their roles and responsibilities. The assessment results, therefore, form a basis for NC to recommend to the Board for re-appointment of Directors.

On the same day, the Board had also performed the following activities: -

- i. Identified the Directors who are due for re-election by rotation or re-appointment pursuant to the Company’s Constitution; and
- ii. Reviewed and assessed the character, experience, integrity and competence of Senior Management.

On 3 April 2023, the NC undertook the process for appointment of new INEDs, Mr. Soon Poh Lean and Dr. Sek Weng Yew in accordance with Fit and Proper Policy of the Group, in view of resignation of Mr. Ng Thim Fook and Mr. Ong Eng Choon as INEDs of the Group. Concurrently, Mr. Soon Poh Lean was also appointed as a Non-Executive Chairman of Board of ARMC and Mr. Koay Chiew Poh as a Non-Executive Chairman of Board of NC and RC, in place of Mr. Ng Tim Fook, who had resigned as a chairman of Committees.

On the same date, the Board performed the following activities: -

- i. Reviewed the Terms of Reference of NC;
- ii. Identified the newly appointed Directors who will stand for election in accordance to Article 106 of the Company's Constitution;
- iii. Reviewed the CEPs attended by the Director; and
- iv. Evaluated and determined training needs of the Director.

Board Diversity

The Board acknowledges recommendation of MCCG pertaining to the establishment of Boardroom gender diversity policy. However, the Group does not adopt any formal gender diversity policy in the selection of new Board candidate and does not have specific policies on setting target for female candidates in the workforce. The evaluation of suitability of candidates as new Board member or as a member of workforce is still based on the candidates' competency, skills, character, time commitment, knowledge, experience and other qualities in meeting needs of the Group, regardless of gender.

As at date of this Annual Report, the Board currently has one (1) female Director, in compliance with paragraph 15.02(1)(b) of the MMLR.

Remuneration Committee ("RC")

The members of the RC are as follows: -

Mr. Koay Chiew Poh	- Chairman, Non-Executive Chairman
Mr. Soon Poh Lean (Appointed on 3 April 2023)	- Member, Independent Non-Executive Director
Dr. Sek Weng Yew (Appointed on 3 April 2023)	- Member, Independent Non-Executive Director
Mr. Tang Boon Lee	- Member, Independent Non-Executive Director
Mr. Ng Thim Fook (Resigned on 4 April 2023)	
Mr. Ong Eng Choon (Resigned on 4 April 2023)	

The specific responsibility of the RC is to review the remuneration framework and package for the members of the Board and recommends the same to the Board for approval. The remuneration of directors is set at levels that would enable the Company to attract and retain Directors with relevant expertise and the experience necessary to manage the Group effectively. Directors do not participate in decisions regarding their own remuneration packages. The remuneration package of the Executive Chairman is approved by the full Board on the recommendation of the RC.

The current remuneration policy for Directors is as follows: -

(a) Components of remuneration packages and link between the remuneration and business strategy as below: -

(i) Remuneration package of Executive Directors

The remuneration package of the Executive Directors consists of both fixed and performance-linked elements.

The performance of Executive Directors is reviewed annually by taking into consideration: -

1. The remuneration package that supports the Group's objective and strategies;
2. Accountability and responsibility; and
3. Yearly performance.

(ii) Fees for Non-Executive Directors

The fees of Directors, including Non-Executive Directors, are endorsed by the Board for approval by the shareholders of the Company at the AGM. All Non-Executive Directors are paid annual fixed director fees for serving as members of the Board. The Director fee reflects the experience, level of responsibilities and contribution, and the time spent in attending to the Group matters.

(b) Nature of commitments

In determining the appropriate level of remuneration for directors, the Board has taken into consideration the Company's performance in managing sustainability risks and opportunities.

The RC held its annual meeting on 27 February 2023 to review remuneration package of the Executive Directors and Senior Management. This is to ensure the remuneration packages offered are in line with the Group's policies and can attract or retain Directors who contribute to the success of the Group. During the meeting, the Committee had also reviewed the Independent Non-Executive Directors' remuneration packages, benefits and expenses to be incurred by them in the course of carrying out their duties. The proposed Director fees and benefits for the financial year 2023 will be tabled for shareholders' approval in the forthcoming AGM of the Company.

The aggregate remuneration of the Directors of the Group paid or payable by the Group for the financial year under review are as follows: -

	Fee RM'000	Salary RM'000	Bonus RM'000	Other emolu- ments RM'000	EPF & SOCSSO & EIS RM'000	Benefit in-kind RM'000	Total RM'000
Executive Director							
Koay Chiew Kang	-	300	250	159	114	26	849
Koay Teng Liang	114*	300	82	266	129	26	917
Koay Teng Kheong	114*	192	168	161	102	34	771
Koay Chue Beng	-	299	168	102	90	56	715
Nurjannah Binti Ali	48#	-	-	-	-	-	48
Non-Executive Director							
Koay Chiew Poh	-	60	-	55	12	162	289
Ng Thim Fook	-	-	-	-	-	-	-
Ong Eng Choon	30#	-	-	-	-	-	30
Tang Boon Lee	22#	-	-	-	-	-	22
Total	328	1,151	668	743	447	304	3,641

* The remuneration paid to Executive Directors was in respect of their employment in the Group's subsidiary companies.

The Director's fee of RM100,000 for the FYE2022 was approved by the shareholders at the 35th AGM and was paid in FYE2022.

The details of the aggregate remuneration (including salary, bonus, benefits in-kind and other emoluments) of the top (5) senior management staff in band of RM50,000 during the financial year are as below: -

Remuneration Range	Number of Senior Management
Between RM400,001 – RM450,000	1
Between RM450,001 – RM500,000	3
Between RM500,001 – RM550,000	1

In view of competitive pressures in the labour market on retaining talent, the Board has opted not to disclose the remuneration of senior management on named basis as recommended by the MCCG. The Board believes that disclosure of the remuneration bands is sufficient to meet the objectives of the MCCG.

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

Audit and Risk Management Committee (“ARMC”)

The ARMC is tasked to oversight the role on effectiveness of Audit and Risk Management of the Group. Currently, the Committee consist of three (3) Independent Non-Executive Directors. They undertake its role and responsibilities as set out set out in pages 33 to 35 of this Annual Report.

Assessment of suitability and independence of External Auditors

Through the ARMC, the Board maintains a transparent and professional relationship with the Group's External Auditor, Grant Thornton. The External Auditors are invited to attend the ARMC meetings to discuss their audit plans, audit findings and statutory financial statements. The ARMC meets with the External Auditors at least twice a year without the presence of the Executive Directors, Senior Management Team or Internal Auditor to discuss management reports and management's response where the External Auditors are invited to raise any matter that required the Board's attention.

Great emphasis is placed on the objectivity, suitability and independence of the External Auditors. The ARMC has performed its annual assessment of the performance, technical competency and independence of the External Auditors and has obtained written assurance from the External Auditors confirming their independence throughout the conduct of the audit engagement for the financial year prior to recommending their re-appointment to the Board. Shareholder's approval will be sought at the forthcoming AGM.

Risk management and internal control

The Board acknowledges its responsibilities to maintain a sound internal control system including financial controls, operational and compliance controls as well as governance and risk management to safeguard of shareholders' investments, stakeholders' interests and the Group's assets. The Statement on Risk Management and Internal Control of the Group are set out in pages 36 to 39 of this Annual Report.

PRINCIPAL C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Communication with stakeholders

The Board recognises the importance of a high quality, ongoing dialogue as it helps to build trusts and understanding, as well as providing better appreciation of the Group's objectives, quality of its management and challenges. Shareholders, prospective investors and stakeholders are kept abreast with the development of the Group through timely release of financial results, along with various announcements made to Bursa Securities. During the AGM, the Chairman delivered a brief presentation on the financial performance and activities of the Group throughout the year. Members of the Board are available to respond to any questions, shareholders may have. The External Auditors are also present to provide their professional and independent clarification on the issues and concerns raised by shareholders.

Conduct of general meetings

The AGM is the primary forum for dialogue and interaction with both institutional and individual shareholders. Members of the Board, the Senior Management team as well as the External Auditors are present to provide clarification to any questions that shareholders may have in relation to the business activities of the Group. It also provides an ideal opportunity for shareholders to communicate their expectations and concerns.

During the meeting, the Chairman will inform shareholders, proxies and corporate representatives on their rights to demand for a poll vote at the commencement of a general meeting. In line with the Group's Constitution, substantive resolutions are put to vote by poll and the outcome will be announced to Bursa Securities.

At the 35th AGM held on 30 May 2022, members of the Board, the Joint Company Secretaries and External Auditors have attended the meeting. All resolutions put to the meeting were unanimously approved.

Compliance Statement

This CG Overview Statement was approved by the Board on 3 April 2023 and the Board was of the view that the Group has substantially complied with principles and practices that set out in MCCG and the MMLR.

Additional Compliance Information

The following information is provided in compliance with Paragraph 9.25 of the MMLR.

1. **Audit Fees and Non-Audit Fees**

The amount of audit fees and non-audit fees receivable by the External Auditors of the Group during the financial year ended 31 December 2022 are as below: -

Paid By	Audit fee (RM'000)	Non-Audit fee (RM'000)
Company	28	3
Group	189	3

2. **Material Contracts involving Directors and Substantial Shareholders**

There were no material contracts entered into by the Company and its subsidiaries involving Directors and major shareholders' interests, whether still subsisting at the end of the financial year ended 31 December 2022 or entered into since the end of the previous financial year.

3. **Utilisation of Proceeds Raised from Corporate Proposal**

The Company did not undertake any corporate proposal during the financial year ended 31 December 2022.

4. **Recurrent Related Party Transaction of A Revenue or Trading Nature**

Other than related party transactions entered into in the ordinary course of business as disclosed in Note 34 to the financial statements, there are no other significant recurrent related party transactions of a revenue or trading nature.

5. **Employees' Share Scheme**

At the Extraordinary General Meeting held on 29 August 2017, the Company's shareholders have approved the establishment of a Scheme, which comprises of an Employee Share Option Scheme ("ESOS") and an Employee Share Grant Scheme ("ESGS"). The Scheme is administered by the Scheme Committee which was appointed by the Board, in accordance with the By-laws of the Scheme. The Scheme shall be in force for a period of five (5) years commencing from 6 October 2017 ("initial term"), unless extended for another five (5) years.

On 30 May 2022, the Board had approved the extension of the Scheme for a period of another five (5) years from the expiry of the initial term in accordance with paragraph 6.2 of the By-law of the Scheme.

The salient features and details of options of the Scheme are disclosed in Note 38 to the financial statements.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

COMPOSITION AND ATTENDANCE

The details of attendances of each Audit Committee members at Audit Committee meetings held during year 2022 are as follows: -

NAME OF AUDIT COMMITTEE MEMBER	ATTENDANCE AT AUDIT COMMITTEE MEETINGS
Mr. Soon Poh Lean Chairman, Independent Non-Executive Director (Appointed on 3 April 2023)	-
Dr. Sek Weng Yew Member, Independent Non-Executive Director (Appointed on 3 April 2023)	-
Mr. Tang Boon Lee Member, Independent Non-Executive Director	5/5
Mr. Ng Thim Fook Chairman, Independent Non-Executive Director (Resigned on 4 April 2023)	5/5
Mr. Ong Eng Choon Member, Independent Non-Executive Director (Resigned on 4 April 2023)	4/5

TERMS OF REFERENCE

The full Terms of Reference setting out the Audit Committee's composition, meeting procedures, authority, and functions and duties can be viewed at the Company's website, www.pph.com.my.

SUMMARY OF ACTIVITIES

The Audit Committee has discharged its duties as set out in its Terms of Reference. During the financial year, the activities of the Audit Committee include: -

1. FINANCIAL REPORTING

- (a) The Audit Committee reviewed the unaudited quarterly financial results with Management before submission to the Board of Directors for consideration, approval and release to Bursa Malaysia Securities Berhad. The reviews were focused on:
 - Changes in or implementation of major accounting policy;
 - Significant matters highlighted including financial reporting issues, significant judgements made by Management, significant and unusual events or transactions, and how these matters are addressed; and
 - Compliance with accounting standards and other legal requirements.

2. EXTERNAL AUDIT

- (a) On 28 November 2022, the Audit Committee together with the External Auditors reviewed the audit plan for the Group and the Company for the financial year ended 2022, outlining audit scope, audit approaches, areas of focus, recent developments in the Group, financial reporting updates and proposed fees for statutory audit prior to the commencement of the annual audit.
- (b) On 27 February 2023 and 3 April 2023, the Audit Committee reviewed the results of the External Auditors' audit report together with the Management's response to the findings of the External Auditors before recommending for the Board's approval. "Key Audit Matters" prepared in accordance to *International Standards on Auditing 701 Commentary Key Audit Matters in the Independent Auditors' Report*, were discussed during the meeting.
- (c) The Audit Committee met with the External Auditors without the presence of the Management on 28 November 2022, 27 February 2023 and 3 April 2023, to discuss assistance provided by the Management to them during the course of audit, and audit findings which they would want to bring to the attention of the Audit Committee.
- (d) On 3 April 2023, the Audit Committee assessed the suitability of External Auditors based on MCCG on their:
 - Caliber and quality of work;
 - Independence and objectivity;
 - Communication; and
 - Professionalism.

The Audit Committee was satisfied that External Auditors meet all the established criteria. In addition, the Audit Committee obtained written assurance from the External Auditors confirming their independence throughout the conduct of the audit engagement for the financial year. Accordingly, recommendation was made to the Board for their re-appointment to audit the financial statements for the next financial year subject to shareholders' approval.

3. INTERNAL AUDIT

- (a) On 27 February 2023, the Audit Committee reviewed and approved the internal audit plans for the financial year ended 2023. During the exercise, Audit Committee reviewed the adequacy and relevance of the scope, functions, resources, risk-based audit plans, and results of the internal audit processes, with the Head of Internal Audit, and confirmed that she has the necessary authority to carry out the work.
- (b) Audit reports based on audit plan approved by the Audit Committee were presented by the Head of Internal Audit on 30 May 2022, 15 August 2022, 28 November 2022 and 27 February 2023. The Head of Internal Audit also provided updates to the Audit Committee in respect of implementation of management plans or agreed course of action on the findings reported during audit.
- (c) On 27 February 2023, the Audit Committee reviewed the performance of the Internal Auditors based on adequacy of the scope, functions, competency and resources of the Internal Audit function prior to recommendations to the Board on their appointment.

4. RECURRENT RELATED PARTY TRANSACTIONS ("RRPT")

- (a) Reviewed the related party transactions entered into by the Group and by the Company and the disclosure of such transactions in the Annual Report of the Company. The review is to ensure the following: -
 - The transactions were carried out on normal commercial terms and were not prejudicial to the interest of the Group and its minority shareholders;
 - Adequate oversight over the internal control procedures with regard to such transactions; and
 - Compliance with the Group's policy on related party transactions.
- (b) Reviewed the proposals and circular to shareholders in connection with recurrent related party transactions of revenue or trading nature prior to submitting to Bursa Malaysia Securities Berhad, if any.

5. OTHERS

- (a) Audit Committee reviewed the extent of the Group's compliance with the principles and recommendations set out under the MCCG for the purpose of preparing the Statement of Corporate Governance and the Statement of Risk Management and Internal Control for inclusion in the Company's Annual Report for the financial year ended 31 December 2022. Audit Committee had recommended to the Board action plans to address the identified gaps between the Group's existing Corporate Governance practices and prescribed Corporate Governance principles and recommendations under the MCCG.
- (b) Reviewed and revised its Terms of Reference to ensure compliance with the new amendments to the MMLR, which affect the Audit Committee, for recommendation to the Board for its approval.
- (c) Reviewed the shares/options allocation in accordance to By-laws of Employee Share Option Scheme and Employee Share Grant Scheme.
- (d) Reviewed the implementation of ABC Policy that was prepared in accordance to "TRUST" principles of the Guideline on Adequate Procedures, pursuant to of Section 17A (5) of MACC Act 2009. The ABC policy was tabled and approved by the Board.

INTERNAL AUDIT FUNCTION

The Audit Committee is supported by an in-house Internal Audit function in the discharge of its duties and responsibilities. The Internal Audit function reports directly to the Audit Committee. Its responsibilities include the provision of reasonable assurance to all levels of management concerning the overall control over assets and the effectiveness of the system of internal control in achieving the Company's overall objectives. The Internal Audit function also includes various internal audits on all operating units of the Group and is required to submit its findings and recommendations to the Audit Committee and Senior Management of the subsidiaries.

ACTIVITIES OF INTERNAL AUDIT FUNCTION

The Internal Audit function is carried out by a team of in-house Internal Auditors, who reports directly to the Audit Committee. The Internal Auditors have direct access to Audit Committee on all internal control and audit issues. The role of Internal Auditors is to assist the Audit Committee in reviewing, examining and evaluating the effectiveness of the Group's internal control system whilst ensuring that there is an appropriate balance of controls and risks in achieving its business objective.

The Internal Auditors are independent from the Group's operations. The Internal Auditors adopt a risk-based approach towards the planning and conduct of audits consistent with the Group's objective in designing, implementing and monitoring of control system. Annual internal audit plan is developed in consideration of the audit history and the Group's risk that the Board and Management are focused in, and is approved by Audit Committee during the first Audit Committee meeting of the year.

The Internal Auditors carried out its activities based on the annual internal audit plan approved by Audit Committee. During year 2022, the Internal Auditors completed a total of 117 audit assignments. The audit covered various areas of the Group as follows: -

- (i) Inventory and Warehouse Management;
- (ii) Human Resource and Payroll Management;
- (iii) Production and Quality Control Management;
- (iv) Safety and Health Management;
- (v) Casual Worker and Cash Management;
- (vi) Custom Compliance; and
- (vii) Sales and Service Tax ("SST") Compliance.

After each audit, the findings and recommendations are submitted to the heads of the subsidiaries in which the audit was carried out. The Management of the audited subsidiary is obliged to respond to the findings of the in-house Internal Auditors. Thereafter, a follow up audit is carried out to ensure that the recommendations of the in-house Internal Auditors are followed through.

The External Auditors also meet up with the in-house Internal Auditors twice a year to exchange views and audit findings. The External Auditors will review the recommendations given by the in-house Internal Auditors to the Group or its subsidiaries in which the audit was carried out.

The Group's Head of Internal Audit meets with the Audit Committee on a quarterly basis. The internal audit reports on audits conducted at each audited subsidiary are presented and reported at the Audit Committee meeting.

In summary, the Board of Directors, working with the Audit Committee, carries out the ongoing process of monitoring the effective application of policies, processes and activities related to internal control and are responsible to ensure that the Group's system of internal control is in place.

During the financial year ended 31 December 2022, the Group incurred **RM172,000** to carry out the Internal Audit function performed by the in-house Internal Auditors.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors is pleased to present the following statement on Risk Management and Internal Control of the Group which has been prepared pursuant to Paragraph 15.26(b) of the MMLR and guided by the “Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers”.

BOARD RESPONSIBILITY

The Board recognises the importance of effective Risk Management and Internal Control practices to safeguard shareholders’ investments and the Group’s assets. The Board acknowledges its overall responsibility to identify the principal risks within the Group, ensure implementation of appropriate systems to manage these risks, as well as review the adequacy and integrity of the Group’s system of Internal Control.

These systems are designed to manage the Group’s risks within an acceptable level, rather than to eliminate risk of non-achievement of the Group’s policies, goals and objectives. Therefore, these systems only provide a reasonable but not absolute assurance against material loss or against the Group’s failure to achieve its objectives. For the purpose of these statements, joint ventures are not considered as part of the Group.

The ARMC was set up on 26 February 2018 to oversee and ensure the effective implementation of the Risk Management and Internal Control systems of the Group. The members of the ARMC are as follows: -

Mr. Soon Poh Lean (Appointed on 3 April 2023)	- Chairman, Independent Non-Executive Director
Dr. Sek Weng Yew (Appointed on 3 April 2023)	- Member, Independent Non-Executive Director
Mr. Tang Boon Lee	- Member, Independent Non-Executive Director
Mr. Ng Thim Fook (Resigned on 4 April 2023)	
Mr. Ong Eng Choon (Resigned on 4 April 2023)	

Risk Management Team

The Group’s Risk Management Team is responsible to oversee and execute the Group’s Risk Management and Internal Control systems with the following objectives: -

- Ensuring uninterrupted delivery of goods and services in the event of disruptions;
- Safeguarding the Group’s assets and reputation;
- Preserving the safety and health of employees;
- Ensuring that operations are not adversely affected by the environment;
- Ensuring compliance of regulatory requirements; and
- Promoting risk awareness and maintaining a risk-controlled culture.

The team, which is led by the Group Managing Director and assisted by the Senior Management, identifies and evaluates potential risks during periodical Internal Unit Meetings. Significant matters and relevant mitigation plans are then reported by the Group Managing Director to the ARMC and the Board in Board meetings during the financial year. Thereafter, mitigations plans are executed by Senior Management and monitored by the team.

Risk Management Framework

Risk Management is firmly embedded in the Group’s management system as the Group believes that prudent Risk Management is vital for sustainability and enhancement of shareholders’ value. To ensure alignment of activities with the Group’s strategic objectives and compliance with regulatory requirements, the Group has implemented a Risk Management framework to identify, measure, assess and manage significant risks affecting the Group. This framework is reviewed periodically by the Board via ARMC to ensure its relevance and adequacy to managing risks, which continue to evolve along with changing business environment.

Risk Management Process

The Group's Risk Management process are categorised into four steps as follows: -



(a) Risk Identification

All potential events that could adversely impact the achievement of business objectives, including failure to capitalise on opportunities are identified. Informal management discussions are held by the Executive Directors with the Senior Management Team to identify potential business-related risk throughout the financial year. Updates and feedbacks are generally reported by Divisional and Departmental Head.

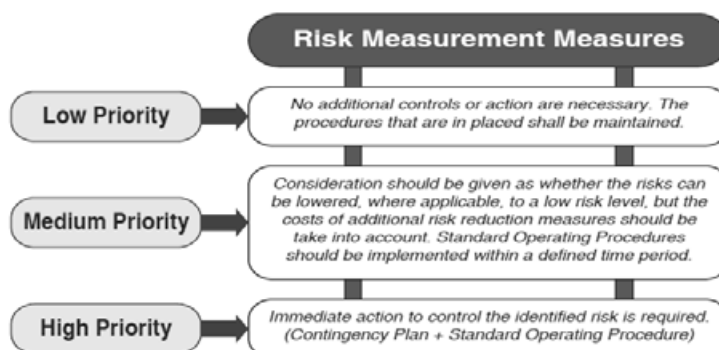
(b) Risk Evaluation and Categorisation

The identified risks are then evaluated to determine their impact on the relevant business strategies and objectives, and the likelihood of each risk. The Risk Matrix shown below is utilized to classify the impact and likelihood of each risk event ranging from "Low Priority to High Priority". This will assist the Group in optimal allocation of resources and preparation of the most appropriate responses to manage and mitigate identified risks.

		IMPACT (EFFECT)		
		IRREVERSIBLE	TOLERABLE	NEGLIGIBLE
LIKELIHOOD	VERY LIKELY	HIGH PRIORITY	HIGH PRIORITY	MEDIUM PRIORITY
	LIKELY	HIGH PRIORITY	MEDIUM PRIORITY	LOW PRIORITY
	UNLIKELY	MEDIUM PRIORITY	LOW PRIORITY	LOW PRIORITY

(c) Risk Mitigation

Risk mitigation involves development of mitigation plans designed to manage, eliminate or reduce risk to an acceptable level. In this stage, risk owners with vast experience (usually Senior Managers of the Group) are responsible for identifying of action plans. Impact of risks can be categorized as Low, Medium or High Priority and appropriate responses are developed as outlined in the table below:-



(d) Risk Monitoring & Review

As part of the Risk Management process, frequent meetings are held between the Group Managing Director, Risk Management Team, Division Heads and Senior Managers. Identified risks and action plans are monitored, reviewed and revised on an on-going basis to ensure adequacy and effectiveness. The monitoring of risk is further enhanced by internal audits carried out in accordance with internal audit plan approved by the Audit Committee.

Internal Control System

The Group's Internal Control system encompasses controls relating to financial, operational, risk management as well as compliance with laws, regulations, policies and guidelines. The effectiveness and integrity of these Internal Controls is overseen and periodically reviewed by the Board, while operationally monitored by Management at various organization levels. Through well-planned delegation of responsibilities, the Risk Management Team proactively identifies, analyses, mitigates and monitors significant business risks, ensuring that the risks are within tolerance limit established by the Board. Regular reviews are performed to ensure the Risk Management and Internal Control is adequate and remains effective.

The key elements of the Group's Internal Control system and activities are described as below: -

- **Risk Management Process**
Risk Management system is in place to assist the Board in assessing overall risks exposure of the Group and ensure appropriate implementation of systems to manage those risks. ARMC conducts periodical review of the effectiveness, adequacy and integrity of the Group's Risk Management framework and Internal Control to ensure appropriate implementation of systems to manage those risks.
- **Organisation Structure**
A formal organisation structure is in place to define the function, reporting line and responsibility of Management staff. This organisation structure serves to facilitate quick response to changes in the evolving business environment, supervision of day-to-day business operations and accountability for operation performance.
- **Financial Review Control**
ARMC meets quarterly to review the quarterly financial reports and to ensure the financial reports are properly drawn up in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the Companies Act 2016 so as to give a true and fair view of the Group's financial position. These financial statements are presented to the Board for approval prior to being released to Bursa Malaysia Securities Berhad.
- **Policies, Procedures and Limit of Authority**
Standard operating procedures are established for operating units and departments within the units, illustrating detailed operating procedures and controls at all levels and in all functions. Activities such as approvals, authorizations, verifications, reconciliations, operating performance assessments, security of assets and segregation of duties are included. The manuals are reviewed and updated on an on-going basis to ensure compliance with internal controls, directive, laws and regulations.
- **Internal Audit**
Periodic review of the Group's Internal Control system is executed by the Internal Audit Division, in accordance with the annual plan approved by the Audit Committee. The Head of Internal Audit examines, evaluates and reports the effectiveness and efficiency of the Group's internal control system. Findings and corrective measures are communicated to Division Heads and Senior Managers of the respective departments. Subsequently, audit findings, recommendations and management responses are reviewed by the Audit Committee during Audit Committee Meetings and directed to the Board for rectification.
- **Compliance Audit**
Yearly audits are carried out by Fides Certification (M) Sdn Bhd ("FIDES") in relation to the Quality Management System (ISO9001:2015) and Environment Management System (ISO14001:2015). These audits ensure compliance with international standards and conditions improvement of product and service quality as well as environmental performance.
- **Human Resource Management Policy**
Employment and termination procedures are established and annual performance appraisals are performed to confirm employees' competency. Furthermore, training and development programs are provided to enhance employees' knowledge, skills and abilities for effective and efficient job performance.

- **ABC Policy**

The Group's ABC policy was established and enforced across the Group. The Group adopts zero-tolerance approach in combating all forms of bribes and corruptions. An employee or associated person, who encounters actual or suspected violations of the policy is encourage to whistle-blow or report any concern through appropriate channel under Group's whistle-blowing policy, which is made available at www.pph.com.my.

- **Insurance and Safeguard of Assets**

Group assets are insured to ensure protection against mishaps and other perils which might result in material losses. Annual reviews are performed by the Management during policy renewals to maintain sufficient coverage.

ASSURANCE PROVIDED BY THE AUDITOR

This statement has been reviewed by the External Auditors pursuant to Paragraph 15.23 of the MMLR and the scope set out in the Audit and Assurance Practice Guide 3 ("AAPG 3") issued by Malaysian Institute of Accountants for inclusion in the 2022 Annual Report. Based on their review, the External Auditors have reported to the Board that nothing has come to their attention and they believe that this statement is consistent with their understanding of the process adopted by the Board in assessing the adequacy and integrity of the Group's Risk Management and Internal Control.

CONCLUSION

In the Board meeting held on 3 April 2023, based on the briefing by the Group Managing Director, the ARMC and the Board are satisfied that the Risk Management and Internal Control of the Group is adequate and operating effectively, in all material aspects, during the financial year under review.

This statement was approved by the Board on 3 April 2023.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are collectively responsible for ensuring that the financial statements give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year and the results and cash flows of the Group and of the Company for the financial year then ended. The financial statements are prepared on a going concern basis, in accordance with the applicable approved accounting standards and comply with the provision of the Companies Act 2016. It is the duty of the Directors to review the appropriateness of the basis of accounting policies and supported by reasonable and prudent judgments and estimates before adopting the financial statements and presenting them during the AGM together with their Report and Auditors' Report thereon.

The directors are responsible for ensuring that the Group and the Company keep accounting records, which disclose with reasonable accuracy the financial position of the Group and of the Company, which also enable them to ensure that the financial statements comply with the Companies Act 2016. The Directors have general responsibility for taking steps as are reasonably open to them to safeguard the shareholders' interest and the assets of the Group and to prevent and detect fraud and other irregularities.

DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

The directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended **31 December 2022**.

PRINCIPAL ACTIVITIES

The principal activities of the Company consist of investment holding and the provision of financial, administrative and advisory services to its subsidiaries.

The principal activities of its subsidiaries are disclosed in Note 7 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	GROUP RM'000	COMPANY RM'000
Profit for the financial year	38,488	13,003

In the opinion of the directors, the results of the operations of the Group and of the Company for the financial year ended **31 December 2022** have not been substantially affected by any item, transaction or event of a material and unusual nature.

DIVIDENDS

On 27 February 2023, the Company has declared a single tier interim dividend of RM0.0025 per ordinary share amounting to RM664,629 in respect of the financial year ended 31 December 2022 and paid on 20 March 2023. The financial statements for the current financial year do not reflect this declared dividend. Such dividend will be accounted for in shareholders' equity as appropriation of retained profits in the financial year ending 31 December 2023.

The directors do not recommend any final dividend payment for the financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year other than those disclosed in the financial statements.

SHARE CAPITAL AND DEBENTURE

During the financial year, the Company had increased its issued and fully paid up ordinary share capital by way of:

- (i) bonus issuance of 75,565,703 new ordinary shares ("Bonus Shares") on the basis of two (2) Bonus Shares for every five (5) existing shares held;
- (ii) issuance of 313,383 new ordinary shares pursuant to the exercise of Employee Share Option Scheme ("ESOS") at an exercise price of RM0.465 per ESOS for a total cash consideration of RM145,723;
- (iii) issuance of 15,302 new ordinary shares pursuant to the exercise of ESOS at an exercise price of RM0.495 per ESOS for a total cash consideration of RM7,575;
- (iv) issuance of 601,422 new ordinary shares pursuant to the exercise of Employee Share Grant Scheme ("ESGS"); and
- (v) issuance of 439,780 new ordinary shares pursuant to the exercise of ESGS.

The new ordinary shares rank *pari passu* in all respects with the existing ordinary shares of the Company.

EMPLOYEE SHARE OPTION SCHEME (“ESOS”) AND EMPLOYEE SHARE GRANT SCHEME (“ESGS”)

The Company's ESOS and ESGS is governed by the By-Laws approved by the shareholders at the Extraordinary General Meeting held on 29 August 2017. The ESOS and ESGS will be in force for a maximum period of five years till 6 October 2022 and had been extended for a further five years which expiring on 6 October 2027.

The salient features of the ESOS and ESGS are disclosed in Note 38 to the financial statements.

The movement of the share options and share grants during the financial year is as follows:

Grant date	Exercise price RM	----- Number of ESOS -----					Balance at 31.12.22
		Balance at 1.1.22	Granted	Effect of bonus issue	Exercised	Rejected	
21.7.21	0.560	6,500	-	2,600	-	-	9,100
30.6.22	0.465	-	372,664	-	(313,383)	(26,872)	32,409
19.10.22	0.495	-	50,030	-	(15,302)	(18,750)	15,978

Grant date	----- Number of ESGS -----					Balance at 31.12.22
	Balance at 1.1.22	Granted	Exercised	Rejected		
30.6.22	-	601,422	(601,422)	-		-
19.10.22	-	448,530	(439,780)	(8,750)		-

The Company has been granted exemption by the Companies Commission of Malaysia from having to disclose in this report the names of option holders and share grant holders, other than the directors, to whom less than 5,600 options and 21,600 share grants respectively have been granted during the financial year and details of their holdings as required by Paragraph 5 of Part I, Fifth Schedule of the Companies Act, 2016. Other than the directors, the details of option holders whom options are more than 5,600 and share grant holders whom share grants are more than 21,600 are as follows:

Name	Number of Share Options	Number of Share Grants
Ooi Siew Hong	111,799	180,427
Koay Teng Kwang	74,533	120,284
Sonny Cheah Soo Chuan	12,000	24,000
Kenny Cheah Soo Chye	8,800	21,600
Gooi Chye Soon	6,888	*
Loo Weng Keen	6,800	*
Melvin Ooi Hun Keong	6,480	*
Chiang Pei Se	6,344	*
Koay Sze-Lynn	5,600	65,200
Koay Chiew Lee	[^]	50,000

[^] Represents less than 5,600 share options.

* Represents less than 21,600 share grants.

A complete list is filed with the Companies Commission of Malaysia.

Details of share options and share grants granted to the directors are disclosed in the section of Directors' Interests In Shares in this report.

DIRECTORS

The directors of the Company in office since the end of the previous financial year to the date of this report are:

Directors of the Company:

- * Koay Chiew Poh
- * Koay Chiew Kang
- * Koay Teng Liang
- * Koay Teng Kheong
- Nurjannah Binti Ali
- * Koay Chue Beng (alternate director to Koay Chiew Poh)
- Tang Boon Lee
- Soon Poh Lean (appointed on 3.4.23)
- Dr. Sek Weng Yew (appointed on 3.4.23)
- Ng Thim Fook (resigned on 4.4.23)
- Ong Eng Choon (resigned on 4.4.23)

Directors of the subsidiaries:

Koay Chiew Lee
 Ooi Siew Hong
 Loo Weng Keen
 Gooi Chye Soon
 Che Puan Bt Abdullah
 Wong Lai Chuen
 Tan Peck Sian
 Tay Gee Lang

* The directors are also directors of the Company's subsidiaries.

DIRECTORS' INTERESTS IN SHARES

According to the Register of Directors' Shareholdings required to be kept under Section 59 of the Companies Act 2016, the interests of directors in office at the end of the financial year in shares of the Company and its related corporations during the financial year are as follows:

	----- Number of ordinary shares-----				
	Balance at 1.1.22	Bonus issue *	Bought	ESOS and ESGS **	Balance at 31.12.22
The Company:					
Direct Interest:					
Koay Chiew Poh	7,283,394	2,913,357	-	248,500	10,445,251
Koay Chiew Kang	1,834,107	733,642	-	-	2,567,749
Koay Teng Liang	112,995	45,198	1,790,910	42,800	1,991,903
Koay Teng Kheong	33,000	13,200	1,790,910	42,800	1,879,910
Koay Chue Beng	634,900	253,960	-	50,000	938,860
Tang Boon Lee	8,228	3,291	-	-	11,519
Deemed Interest:					
¹ Koay Chiew Poh	84,415,148	33,766,058	-	487,043	118,668,249
² Koay Chiew Kang	6,975,423	2,790,167	-	70,800	9,836,390
³ Koay Chue Beng	6,745,714	2,698,285	-	-	9,443,999
⁴ Koay Teng Liang	-	-	17,548,763	-	17,548,763
⁴ Koay Teng Kheong	-	-	17,548,763	-	17,548,763

* Arising from allotment of Company's bonus issue on the basis of two (2) bonus shares for every five (5) existing shares held.

** Arising from exercising the ESOS and ESGS granted.

	----- Number of share options-----			
	Balance at 1.1.22	Granted	Exercised	Balance at 31.12.22
The Company:				
Direct Interest:				
Koay Teng Liang	-	14,000	(14,000)	-
Koay Teng Kheong	-	14,000	(14,000)	-
Deemed Interest:				
⁵ Koay Chiew Poh	-	186,332	(186,332)	-
⁶ Koay Chiew Kang	-	5,600	(5,600)	-

	----- Number of share grants-----			
	Balance at 1.1.22	Granted	Exercised	Balance at 31.12.22
The Company:				
Direct Interest:				
Koay Chiew Poh	-	248,500	(248,500)	-
Koay Teng Liang	-	28,800	(28,800)	-
Koay Teng Kheong	-	28,800	(28,800)	-
Koay Chue Beng	-	50,000	(50,000)	-
Deemed Interest:				
⁵ Koay Chiew Poh	-	300,711	(300,711)	-
⁶ Koay Chiew Kang	-	65,200	(65,200)	-

¹ Deemed interest pursuant to Section 8 and Section 59(11)(c) of the Companies Act 2016 by virtue of shares held through Fame Pack Holdings Sdn. Bhd., Koay Boon Pee Holding Sdn. Bhd., his spouse and son respectively.

² Deemed interest pursuant to Section 8 and Section 59(11)(c) of the Companies Act 2016 by virtue of shares held through Koay Boon Pee Holding Sdn. Bhd., his spouse and daughter respectively.

³ Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of shares held through Koay Boon Pee Holding Sdn. Bhd..

⁴ Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of shares held through Multiple Accomplishments Sdn. Bhd..

⁵ Deemed interest pursuant to Section 59(11)(c) of the Companies Act 2016 by virtue of shares held through his spouse and son respectively.

⁶ Deemed interest pursuant to Section 59(11)(c) of the Companies Act 2016 by virtue of shares held through his daughter.

By virtue of his shareholdings in the Company, **Mr. Koay Chiew Poh** is also deemed interested in the shares of all the subsidiaries of the Company, to the extent that the Company has interests.

Other than the above, none of the other directors holding office at the end of the financial year had any interests in shares in the Company and its related corporations during the financial year.

DIRECTORS' REMUNERATION AND BENEFITS

During the financial year, the fees and other benefits received and receivable by the directors of the Group and of the Company are as follows:

	COMPANY RM'000	SUBSIDIARIES RM'000	GROUP RM'000
Directors' fees	100	229	329
Salaries, bonus and allowances	-	2,561	2,561
EPF	-	440	440
SOCSSO and EIS	-	7	7
Equity-settled share-based payments	-	210	210
Benefits-in-kind	-	94	94
	100	3,541	3,641

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object or objects of enabling the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, other than the share options and share grants awarded pursuant to the ESOS and ESGS.

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the directors as shown above) by reason of a contract made by the Company or a related corporation with a director or with a firm of which the director is a member or with a company in which the director has a substantial financial interest, other than those related party transactions disclosed in the notes to the financial statements.

INDEMNITY AND INSURANCE FOR DIRECTORS OR OFFICERS

There were no indemnity given to or insurance effected for any of the directors or officers of the Group and of the Company during the financial year.

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps:

- (i) to ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and no provision for doubtful debts was required, and
- (ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances:

- (i) that would render it necessary to make any provision for doubtful debts in the financial statements of the Group and of the Company or the amount written off for bad debts inadequate to any substantial extent, or
- (ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or
- (iii) that have arisen which would render adherence to the existing methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- (iv) not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statements misleading.

At the date of this report, there does not exist:

- (i) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person, and
- (ii) any contingent liability in respect of the Group and of the Company that has arisen since the end of the financial year.

In the opinion of the directors:

- (i) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due.
- (ii) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and of the Company for the current financial year in which this report is made.

SIGNIFICANT EVENT

The details of the significant event is disclosed in Note 39 to the financial statements.

AUDITORS

The auditors, **Grant Thornton Malaysia PLT**, have expressed their willingness to continue in office.

The total amount of fees paid to or receivable by the auditors as remuneration for their services to the Group and the Company for the financial year ended 31 December 2022 are as follows:

	GROUP RM'000	COMPANY RM'000
Statutory audit	189	28
Assurance related services	3	3
Total	192	31

The Company has agreed to indemnify the auditors to the extent permissible under the provisions of the Companies Act 2016 in Malaysia. However, no payment has been made under this indemnity for the financial year.

Signed on behalf of the Board of Directors in accordance with a resolution of the Board of Directors:

.....
Koay Chiew Poh

.....
Koay Teng Liang

Penang,

Date: 7 April 2023

DIRECTORS' STATEMENT

In the opinion of the directors, the financial statements set out on pages 52 to 113 are properly drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at **31 December 2022** and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Board of Directors:

.....
Koay Chiew Poh

.....
Koay Teng Liang

Date: 7 April 2023

STATUTORY DECLARATION

I, **Ooi Siew Hong**, the officer primarily responsible for the financial management of **Public Packages Holdings Berhad** do solemnly and sincerely declare that the financial statements set out on pages 52 to 113 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the abovenamed at Penang, this **7th**)
day of **April 2023**.)

.....
Ooi Siew Hong

Before me,

.....
Goh Suan Bee
No.: P125
Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PUBLIC PACKAGES HOLDINGS BERHAD

Registration No. 198701003743 (162413-K)

(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Public Packages Holdings Berhad**, which comprise the statements of financial position as at **31 December 2022** of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of accounting policies, as set out on pages 52 to 113.

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at **31 December 2022** and of their financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("*By-Laws*") and the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (including International Independence Standards) ("*IESBA Code*"), and we have fulfilled our other ethical responsibilities in accordance with the *By-Laws* and the *IESBA Code*.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditors' Report To The Members Of Public Packages Holdings Berhad (cont'd)

Registration No. 198701003743 (162413-K)

(Incorporated in Malaysia)

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue recognition (Note 26 to the financial statements) The Group's revenue is mainly derived from the manufacturing of paper packaging products. We focus on this area due to the magnitude and voluminous transactions which may give rise to a higher risk of material misstatements in respect of the timing and amount of revenue recognised.	Our audit procedures in relation to the revenue recognition included, amongst others, the following: • Obtained an understanding of the Group's revenue recognition process and application and thereafter tested controls on the occurrence of revenue; • Performed analytical procedures on the trend of revenue recognised to identify for any abnormalities; • Performed substantive testing on a sampling basis to verify that revenue recognition criteria was properly applied by checking to the documents which evidenced the delivery of goods to the customers; • Assessed whether revenue was recognised in the correct period by testing cut-off through assessing sales transactions taking place at either side of the reporting date as well as reviewing credit notes and sales returns issued after the reporting date; and • Reviewed the sales ledger to identify any sales transactions that were entered using journals or non-sales invoices references and evaluated the nature of the transactions to determine whether they were <i>bona fide</i> transactions.

There is no key audit matters to be communicated in the audit of the separate financial statements of the Company.

Information Other than the Financial Statements and Auditors' Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

Independent Auditors' Report To The Members Of Public Packages Holdings Berhad (cont'd)

Registration No. 198701003743 (162413-K)

(Incorporated in Malaysia)

Responsibilities of the Directors for the Financial Statements (cont'd)

In preparing the financial statements of the Group and of the Company, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Independent Auditors' Report To The Members Of Public Packages Holdings Berhad (cont'd)

Registration No. 198701003743 (162413-K)

(Incorporated in Malaysia)

Auditors' Responsibilities for the Audit of the Financial Statements (cont'd)

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiary of which we have not acted as auditors, is disclosed in Note 7 to the financial statements.

Other Matter

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Grant Thornton Malaysia PLT
AF: 0737
201906003682 (LLP0022494-LCA)
Chartered Accountants

Loo Wei Teng
No. 03487/03/2024 J
Chartered Accountant

Penang

Date: 7 April 2023

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	NOTE	GROUP		COMPANY	
		2022	2021	2022	2021
		RM'000	RM'000	RM'000	RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	4	145,091	143,406	1	1
Investment properties	5	25,263	21,310	-	-
Right-of-use assets	6	1,873	1,089	-	-
Investment in subsidiaries	7	-	-	132,349	126,884
Investment in joint ventures	8	30,098	29,959	15,100	15,100
Amount due from subsidiaries	9	-	-	-	2,333
Other investments	10	4,283	1,609	*	*
		206,608	197,373	147,450	144,318
Current assets					
Inventories	11	15,469	17,019	-	-
Trade receivables	12	50,416	44,341	-	-
Other receivables, deposits and prepayments	13	1,725	3,408	8	2
Amount due from subsidiaries	9	-	-	140	1,344
Contract assets	14	58	-	-	-
Current tax assets		2,846	814	28	19
Other investments	10	81,053	25,149	24,916	-
Cash and bank balances	15	37,501	75,166	11,215	24,458
		189,068	165,897	36,307	25,823
TOTAL ASSETS		395,676	363,270	183,757	170,141
EQUITY AND LIABILITIES					
Share capital	16	133,918	94,787	133,918	94,787
Revaluation reserve	17	5,168	4,929	-	-
ESOS and ESGS reserve	18	10	2	10	2
Fair value adjustment reserve	19	30	342	-	-
Foreign translation reserve	20	1,957	1,424	-	-
Retained profits	21	200,203	199,895	49,552	74,903
Total equity		341,286	301,379	183,480	169,692
Non-current liabilities					
Borrowings	22	4,325	7,351	-	-
Lease liabilities	6	1,080	375	-	-
Deferred tax liabilities	23	11,130	10,709	-	-
		16,535	18,435	-	-
Current liabilities					
Trade payables	24	9,308	13,179	-	-
Other payables and accruals	25	12,115	9,594	42	31
Contract liabilities	14	5,082	4,749	-	-
Borrowings	22	9,371	14,083	235	418
Lease liabilities	6	899	714	-	-
Current tax liabilities		1,080	1,137	-	-
		37,855	43,456	277	449
Total liabilities		54,390	61,891	277	449
TOTAL EQUITY AND LIABILITIES		395,676	363,270	183,757	170,141

* Represents RM1

The accompanying notes form an integral part of the financial statements.

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

		GROUP		COMPANY	
	NOTE	2022	2021	2022	2021
		RM'000	RM'000	RM'000	RM'000
Revenue	26	223,727	196,808	12,561	11,271
Cost of sales	27	(143,965)	(135,519)	-	-
Gross profit		79,762	61,289	12,561	11,271
Other income		5,218	2,293	868	107
Administrative expenses		(19,939)	(16,681)	(413)	(266)
Seeling and distribution expenses		(18,683)	(16,739)	-	-
Reversal of allowance for expected credit losses		26	156	-	-
Operating profit		46,384	30,318	13,016	11,112
Finance costs		(1,039)	(1,284)	(12)	(24)
Finance income		77	26	-	-
Share of results of joint ventures		1,639	2,165	-	-
Profit before tax	28	47,061	31,225	13,004	11,088
Taxation	29	(8,573)	(7,553)	(1)	-
Profit for the financial year		38,488	23,672	13,003	11,088
Other comprehensive income, net of tax:					
Item that will be reclassified subsequently to profit or loss:					
Foreign currency translation differences for foreign operation		533	120	-	-
Items that will not be reclassified subsequently to profit or loss:					
Net change in fair value of equity investments designated at fair value through other comprehensive income		(312)	20	-	-
Revaluation of land and buildings		-	4,447	-	-
Transfer of revaluation surplus to retained profits		174	-	-	-
Realisation of revaluation surplus upon depreciation		(174)	-	-	-
Deferred tax impact on revaluation reserve		413	-	-	-
Total other comprehensive income for the financial year		634	4,587	-	-
Total comprehensive income for the financial year, attributable to owners of the Company		39,122	28,259	13,003	11,088
Earnings per share attributable to owners of the Company (sen)					
- Basic	30	14.53	8.96		
- Diluted	30	14.52	8.96		

The accompanying notes form an integral part of the financial statements.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

Attributable to Owners of the Company							
	Non-distributable				Distributable		
NOTE	Share Capital RM'000	Revaluation Reserve RM'000	ESOS and ESGS Reserve RM'000	Fair Value Adjustment Reserve RM'000	Foreign Translation Reserve RM'000	Retained Profits RM'000	Total Equity RM'000
2022							
Balance at beginning	94,787	4,929	2	342	1,424	199,895	301,379
Total comprehensive income for the financial year	-	239	-	(312)	533	38,662	39,122
Transactions with owners of the Company							
Grant of ESOS to employees	-	-	61	-	-	-	61
Grant of ESGS to employees	-	-	571	-	-	-	571
Issuance of shares pursuant to:							
- Bonus shares 16	37,783	-	-	-	-	(37,783)	-
- Exercise of ESOS 16	153	-	-	-	-	-	153
- Exercise of ESGS 16	571	-	-	-	-	(571)	-
Transfer of ESOS reserve upon exercised 16	53	-	(53)	-	-	-	-
Transfer of ESGS reserve upon exercised 16	571	-	(571)	-	-	-	-
Total transactions with owners of the Company	39,131	-	8	-	-	(38,354)	785
Balance at end	133,918	5,168	10	30	1,957	200,203	341,286
2021							
Balance at beginning	94,361	482	-	322	1,304	176,868	273,337
Total comprehensive income for the financial year	-	4,447	-	20	120	23,672	28,259
Transactions with owners of the Company							
Grant of ESOS to employees	-	-	20	-	-	-	20
Grant of ESGS to employees	-	-	173	-	-	-	173
Issuance of shares pursuant to:							
- Exercise of ESOS 16	62	-	-	-	-	-	62
- Exercise of ESGS 16	173	-	-	-	-	(173)	-
Transfer of ESOS reserve upon exercised 16	18	-	(18)	-	-	-	-
Transfer of ESGS reserve upon exercised 16	173	-	(173)	-	-	-	-
Dividend 31	-	-	-	-	-	(472)	(472)
Total transactions with owners of the Company	426	-	2	-	-	(645)	(217)
Balance at end	94,787	4,929	2	342	1,424	199,895	301,379

The accompanying notes form an integral part of the financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

	NOTE	Share Capital RM'000	Non-distributable ESOS and ESGS Reserve RM'000	Distributable Retained Profits RM'000	Total Equity RM'000
2022					
Balance at beginning		94,787	2	74,903	169,692
Total comprehensive income for the financial year		-	-	13,003	13,003
<i>Transactions with owners of the Company</i>					
Grant of ESOS to employees		-	61	-	61
Grant of ESGS to employees		-	571	-	571
Issuance of shares pursuant to:					
- Bonus shares	16	37,783	-	(37,783)	-
- Exercise of ESOS	16	153	-	-	153
- Exercise of ESGS	16	571	-	(571)	-
Transfer of ESOS reserve upon exercised	16	53	(53)	-	-
Transfer of ESGS reserve upon exercised	16	571	(571)	-	-
Total transactions with owners of the Company		39,131	8	(38,354)	785
Balance at end		133,918	10	49,552	183,480
2021					
Balance at beginning		94,361	-	64,460	158,821
Total comprehensive income for the financial year		-	-	11,088	11,088
<i>Transactions with owners of the Company</i>					
Grant of ESOS to employees		-	20	-	20
Grant of ESGS to employees		-	173	-	173
Issuance of shares pursuant to:					
- Exercise of ESOS	16	62	-	-	62
- Exercise of ESGS	16	173	-	(173)	-
Transfer of ESOS reserve upon exercised	16	18	(18)	-	-
Transfer of ESGS reserve upon exercised	16	173	(173)	-	-
Dividend	31	-	-	(472)	(472)
Total transactions with owners of the Company		426	2	(645)	(217)
Balance at end		94,787	2	74,903	169,692

The accompanying notes form an integral part of the financial statements.

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

	GROUP		COMPANY	
	2022	2021	2022	2021
NOTE	RM'000	RM'000	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax	47,061	31,225	13,004	11,088
Adjustments for:				
Accretion of interest on amount due from a subsidiary	-	-	(427)	(101)
Accretion of interest on lease liabilities	68	185	-	-
Bad debts	2	-	-	9
Depreciation of property, plant and equipment	8,428	9,349	-	-
Depreciation of right-of-use assets	1,048	856	-	-
Distribution income	(722)	-	(61)	-
Dividend income	(128)	(1,504)	(12,500)	(11,271)
Equity-settled shared-based payments	632	193	61	20
Fair value (gain)/loss on investment properties	(1,220)	100	-	-
Fair value gain on short term funds	(1,051)	-	(440)	-
Gain on disposal of property, plant and equipment	(25)	(60)	-	-
Interest expense	971	1,099	12	24
Interest income	(77)	(26)	-	-
Loss on derecognition of a right-of-use asset	136	-	-	-
Property, plant and equipment written off	114	-	-	-
Reversal of allowance for expected credit losses	(26)	(156)	-	-
Share of results of joint ventures	(1,639)	(2,165)	-	-
Unrealised gain on foreign exchange	(325)	-	-	-
Operating profit/(loss) before working capital changes	53,247	39,096	(351)	(231)
Changes in:				
Inventories	1,550	(3,128)	-	-
Receivables	(4,281)	5,237	(6)	-
Contract assets	(58)	-	-	-
Payables	(1,381)	2,976	11	(3)
Contract liabilities	265	2,278	-	-
Cash generated from/(used in) operations	49,342	46,459	(346)	(234)
Interest paid	(971)	(1,099)	(12)	(24)
Interest received	74	21	-	-
Income tax paid	(9,896)	(10,083)	(10)	(9)
Income tax refunded	67	-	-	-
Net cash from/(used in) operating activities	38,616	35,298	(368)	(267)
CASH FLOWS FROM INVESTING ACTIVITIES				
Dividend received	128	1,504	11,000	10,271
Dividend received from a joint venture	1,500	1,000	1,500	1,000
Additions of short term funds	1,051	-	440	-
Placement of other investments	(14,834)	(25,147)	(9,500)	-
Proceeds from disposal of property, plant and equipment	31	532	-	-
Purchase of property, plant and equipment	(10,664)	(7,980)	-	-
Purchase of investment property	(2,300)	-	-	-
Net change in subsidiaries' balances	-	-	(930)	(295)
Net cash (used in)/from investing activities	(25,088)	(30,091)	2,510	10,976
Balance carried forward	13,528	5,207	2,142	10,709

The accompanying notes form an integral part of the financial statements.

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

	NOTE	GROUP		COMPANY	
		2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Balance brought forward		13,528	5,207	2,142	10,709
CASH FLOWS FROM FINANCING ACTIVITIES					
Dividend paid		-	(472)	-	(472)
Proceeds from issuance of ordinary shares		153	62	153	62
Repayment of bill payables	A	(2,856)	(6,924)	-	-
Repayment of finance lease liabilities	A	(1,190)	(2,613)	-	-
Net changes of Murabahah financing	A	(957)	1,082	-	-
Repayment of term loans	A	(2,358)	(311)	-	-
Repayment of lease liabilities	A	(1,146)	(1,041)	-	-
Net cash (used in)/from financing activities		(8,354)	(10,217)	153	(410)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		5,174	(5,010)	2,295	10,299
EFFECT OF FOREIGN EXCHANGE RATE CHANGES		724	102	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING		73,542	78,450	24,040	13,741
CASH AND CASH EQUIVALENTS AT END		79,440	73,542	26,335	24,040
The cash and cash equivalents are represented by:					
Cash and bank balances		37,501	75,166	11,215	24,458
Short term funds with a licensed financial institution		43,189	-	15,355	-
Less: Fixed deposits pledged with licensed banks		(231)	(228)	-	-
Bank overdrafts		(1,019)	(1,396)	(235)	(418)
		79,440	73,542	26,335	24,040

The accompanying notes form an integral part of the financial statements.

**STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

A. Reconciliation of liabilities arising from financing activities

Reconciliation between the opening and closing balances in the statements of financial position for liabilities arising from financing activities is as follows:

	Balance at beginning RM'000	Net cash flows RM'000	Others RM'000	Balance at end RM'000
GROUP				
2022				
Borrowings excluding bank overdrafts	20,038	(7,361)	-	12,677
Lease liabilities	1,089	(1,146)	2,036	1,979
Total liabilities arising from financing activities	21,127	(8,507)	2,036	14,656
2021				
Borrowings excluding bank overdrafts	28,804	(8,766)	-	20,038
Lease liabilities	1,166	(1,041)	964	1,089
Total liabilities arising from financing activities	29,970	(9,807)	964	21,127

¹ Others consist of non-cash movement as follows:

	GROUP	
	2022 RM'000	2021 RM'000
Accretion of interest on lease liabilities	68	185
Additions of lease liabilities	2,189	776
Derecognition of lease liabilities	(228)	-
Foreign currency translation	7	3
	2,036	964

The accompanying notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 2022

1. CORPORATE INFORMATION

General

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and listed on the Main Market of Bursa Malaysia Securities Berhad.

The registered office and principal place of business of the Company are located at Wisma Public Packages, Plot 67, Lintang Kampong Jawa, Bayan Lepas Industrial Estate, 11900 Bayan Lepas, Penang, Malaysia.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 7 April 2023.

Principal Activities

The principal activities of the Company consist of investment holding and the provision of financial, administrative and advisory services to its subsidiaries.

The principal activities of its subsidiaries are disclosed in Note 7 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

2. BASIS OF PREPARATION

2.1 Statement of Compliance

The financial statements of the Group and of the Company have been prepared in accordance with applicable Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

2.2 Basis of Measurement

The financial statements of the Group and of the Company are prepared under the historical cost convention unless otherwise indicated in the summary of accounting policies as set out in Note 3 to the financial statements.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to by the Group and by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group and the Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to their fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to their fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to their fair value measurement is unobservable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy as explained above.

2.3 Functional and Presentation Currency

Ringgit Malaysia (“RM”) is the presentation currency of the Group and of the Company and the amounts in the financial statements are rounded-up to the nearest RM’000, except where otherwise stated.

RM is also the functional currency of the Company. The functional currency is the currency of the primary economic environment in which the Company operates. The Group’s foreign operations have different functional currencies.

2.4 Adoption of Amendments/Improvements to MFRSs

The accounting policies adopted by the the Company are consistent with those of the previous financial year except for the adoption of the following amendments/improvements to MFRSs that are mandatory for the current financial year:

Effective for annual period beginning on or after 1 April 2021

Amendment to MFRS 16 Leases: Covid-19 - Related Rent Concessions beyond 30 June 2021

Effective for annual periods beginning on or after 1 January 2022

Amendments to MFRS 3 Business Combinations: Reference to the Conceptual Framework

Amendments to MFRS 116 Property, Plant and Equipment: Property, Plant and Equipment - Proceeds before Intended Use

Amendments to MFRS 137 Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts - Cost of Fulfilling a Contract

Annual Improvements to MFRS Standards 2018 - 2020

Initial application of the above amendments/improvements to MFRSs did not have any material impact to the financial statements of the Group and of the Company upon adoption.

2.5 Standards Issued But Not Yet Effective

The following are accounting standards that have been issued by the Malaysian Accounting Standards Board (“MASB”) but are not yet effective for the Group and the Company:

Effective for annual periods beginning on or after 1 January 2023

MFRS 17 Insurance Contracts and Amendments to MFRS 17 Insurance Contracts

Amendments to MFRS 17 Insurance Contracts: Initial application of MFRS 17 and MFRS 9: Comparative Information

Amendments to MFRS 101 Presentation of Financial Statements: Classification of Liabilities as Current or Non-Current

Amendments to MFRS 101 Presentation of Financial Statements: Disclosure of Accounting Policies

Amendments to MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates

Amendments to MFRS 112 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

Effective for annual periods beginning on or after 1 January 2024

Amendments to MFRS 16 Leases: Lease Liability in a Sale and Leaseback

Amendments to MFRS 101 Presentation of Financial Statements: Non-Current Liabilities with Covenants

Effective date yet to be confirmed

Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The initial application of the above standards is not expected to have any material impacts to the financial statements of the Group and of the Company upon adoption.

2.6 Significant Accounting Estimates and Judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

2.6.1 Judgements made in applying accounting policies

In the process of applying the Group's and the Company's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

Determining the lease term of contracts with renewal and termination options - Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The Group has included the extension options period as part of the lease term for lease of motor vehicles and premises as it is reasonably certain that the extension options will be exercised. The periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

2.6.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Useful lives of depreciable assets

Plant and machinery are depreciated on a straight line basis over their estimated useful lives. Management estimates the useful lives of the plant and machinery to be within 5 to 30 years. Changes in the expected level of usage and technological developments could impact the economic useful lives and residual values of the plant and machinery. A reduction in the estimated useful lives of the plant and machinery would increase the depreciation charge and decrease the property, plant and equipment.

(ii) Fair value of investment properties

The Group measures its investment properties at fair value amount with changes in fair value being recognised in profit or loss. The Group engaged independent external valuers to determine fair value as at the end of reporting period.

The carrying amount of the investment properties as at the end of reporting period and the relevant fair value are disclosed in Note 5 to the financial statements.

(iii) Inventories

The management reviews for damage, slow-moving and obsolete inventories. This review requires judgements and estimates. Possible changes in these estimates could result in revision to the valuation of inventories.

The carrying amount of the Group's inventories as at the end of the reporting period is disclosed in Note 11 to the financial statements.

(iv) **Provision for expected credit losses (“ECL”) of receivables**

The Group uses a provision matrix to calculate ECL for receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group’s historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and expected credit losses is a significant estimate. The amount of expected credit losses is sensitive to changes in circumstances and of forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of customer’s actual default in the future.

The information about the ECL on the Group’s trade receivables is disclosed in Note 35.3.1 to the financial statements.

(v) **Leases - Estimating the incremental borrowing rate**

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group ‘would have to pay’, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

3. ACCOUNTING POLICIES

The following accounting policies adopted by the Group and by the Company are consistent with those adopted in the previous financial years unless otherwise indicated below:

3.1 Consolidation

(i) **Subsidiaries**

Subsidiaries are entities, including structured entities, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has *de facto* power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee’s return.

Investment in subsidiaries is measured at cost less any impairment losses in the Company’s separate financial statements, unless the investment is held for sale or distribution. The cost of investments includes transaction costs.

Upon disposal of an investment in a subsidiary, the difference between the net disposal proceed and its carrying amount is recognised in profit or loss.

(ii) **Basis of consolidation**

The Group's financial statements consolidate the audited financial statements of the Company and all of its subsidiaries, which have been prepared in accordance with the Group's accounting policies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group. The financial statements of the Company and its subsidiaries are all drawn up to the same reporting date.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in asset, such as inventory and property, plant and equipment) are eliminated in full in preparing the consolidated financial statements. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Temporary differences arising from the elimination of profits and losses resulting from intragroup transactions will be treated in accordance to Note 3.13 to the financial statements.

Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases.

(iii) **Business combinations**

Business combinations are accounted for using the acquisition method from the acquisition date which is the date on which control is transferred to the Group.

The Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred, plus
- the recognised amount of any non-controlling interest in the acquiree, plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree, less
- the net recognised amount at fair value of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised in profit or loss.

For each business combination, the Group elects whether to recognise non-controlling interest in the acquiree at fair value, or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

(iv) **Acquisitions of non-controlling interests**

The Group treats all changes in its ownership interest in a subsidiary that do not result in a loss of control as equity transactions between the Group and its non-controlling interest holders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against Group's reserve.

(v) **Loss of control**

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity accounted investee or as a fair value through other comprehensive income depending on the level of influence retained.

(vi) **Joint arrangements**

A joint venture is a type of joint arrangement whereby the parties have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investments in joint venture are accounted for using the equity method. Under the equity method, investment in a joint venture is carried in the statements of financial position at cost plus post acquisition changes in the Group's share of net assets of the joint venture since the acquisition date. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The share of the result of a joint venture is reflected in profit or loss. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, where there has been a change recognised directly in the equity of a joint venture, the Group recognises its share of any changes and discloses this, when applicable, in the statements of changes in equity. Unrealised gains and losses resulting from transactions between the Group and joint venture are eliminated to the extent of the interest in the joint venture.

The aggregate of the Group's share of profit or loss of a joint venture is shown on the face of the statements of comprehensive income outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the joint venture.

When the Group's share of losses exceeds its interest in a joint venture, the carrying amount of that interest including any long-term investment is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the joint venture.

The financial statements of the joint venture are prepared as of the same reporting period as the Company. Where necessary, adjustments are made to bring the accounting policies of the joint venture in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investments in its joint venture. The Group determines at each end of the reporting period whether there is any objective evidence that the investment in the joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the joint venture and its carrying value, then recognises the amount in the "share of profit of investments accounted for using the equity method" in profit or loss.

Upon loss of significant influence over the joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When the Group's interest in a joint venture decreases but does not result in a loss of significant influence, any retained interest is not re-measured. Any gain or loss arising from the decrease in interest is recognised in profit or loss. Any gains or losses previously recognised in other comprehensive income are also reclassified proportionately to the profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

In the Company's separate financial statements, investments in a joint venture are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

3.2 **Property, Plant and Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the Company and the cost of the item can be measured reliably.

Property, plant and equipment are depreciated on the straight line method to write off the cost of each asset to its residual value over its estimated useful life at the following annual rates:

Leasehold land	Amortise over lease period of 45 - 52 years
Buildings	1.67% - 10%
Apartments	Amortise over lease period of 85 years
Plant and machinery	3.33% - 20%
Hotel equipment	10% - 20%
Motor vehicles	10% - 14%
Furniture, fittings and office equipment	10% - 33.33%
Electrical installations	10%
Renovation	10% - 33.33%

Freehold land is not depreciated as it has an infinite life.

Capital work-in-progress represents assets under construction, and which are not ready for commercial use at the end of the reporting period. Capital work-in-progress is stated at cost, and is transferred to the relevant category of assets and depreciated accordingly when the assets are completed and ready for commercial use. Capital work-in-progress are not depreciated until the assets are ready for their intended use.

The residual value, useful life and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss in the financial year in which the asset is derecognised.

3.3 **Investment Properties**

Investment properties are properties which are owned or held under a leasehold interest to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are initially measured at cost, including transaction cost. Cost includes expenditures that are directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

Subsequent to initial recognition, investment properties are measured at fair value and are revalued annually and are included in the statements of financial position at their open market values. Any gain or loss resulting from either a change in the fair value or the sale of an investment property is immediately recognised in profit or loss in the period in which they arise. The fair values are determined by external professional valuers with sufficient experience with respect to both the location and the nature of the investment property and supported by market evidence. Where the fair value of the investment property under construction is not reliably determinable, the investment property under construction is measured at cost until either its fair value becomes reliably determinable or construction is complete, whichever is earlier.

Investment properties are derecognised when either they are disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from the disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in the profit or loss in the financial year of retirement or disposal.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change. When an item of property, plant and equipment is transferred to investment property following a change in its use, any difference arising at the date of transfer between the carrying amount of the item immediately prior to transfer and its fair value is recognised directly in equity as a revaluation reserve. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in profit or loss. Upon disposal of an investment property, any surplus previously recorded in equity is transferred to retained profits; the transfer is not made through profit or loss.

3.4 **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. It is a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities for lease payments made and/or to be made, and right-of-use assets representing the right to use the underlying assets.

(i) **Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets as follows:

Motor vehicles	3 years
Premises	2 to 3 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets is also subject to impairment.

(ii) **Lease liabilities**

At the commencement date of the lease, lease liabilities are recognised and measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

(iii) **Short term leases and leases of low-value assets**

The Group applies the short-term lease and leases of low-value assets recognition exemption to its short-term leases of premise, machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

As a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue and other income in the statements of comprehensive income. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as other income in the period in which they are earned.

3.5 **Impairment of Non-Financial Assets**

The Group and the Company assess at the end of each reporting period whether there is an indication that an asset may be impaired.

For the purpose of impairment testing, recoverable amount (i.e. the higher of the fair value less cost to sell and value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating units ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in the profit or loss except for assets that were previously revalued where the revaluation surplus was taken to other comprehensive income. In this case, the impairment loss is also recognised in other comprehensive income up to the amount of any previous revaluation surplus.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

3.6 Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost of raw materials and consumables comprises the original cost of purchase plus the cost of bringing the inventories to their present location and condition and is determined on the first-in, first-out basis.

Cost of work-in-progress and finished goods include raw materials, direct labour and attributable production overheads.

Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

3.7 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.7.1 Financial assets

(i) Initial recognition and measurement

Financial assets are measured at initial recognition at fair value and subsequently measured at amortised cost ("AC"), fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's and the Company's business model for managing them. With the exceptions of trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient, the Group and the Company initially measure a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, its transaction costs.

In order for a financial asset to be classified and measured at AC or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest ("SPPI")' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model.

The Group's and the Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at AC are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at FVOCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group and the Company commit to purchase or sell the asset.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at AC (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL

Financial assets at AC

Financial assets at AC are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group’s and the Company’s financial assets at AC include trade receivables, other receivables and refundable deposits, cash and bank balances and amount due from subsidiaries.

Financial assets at FVTPL

Financial assets at FVTPL are carried in the statements of financial position at fair value with net changes in fair value recognised in the statements of comprehensive income.

This category includes derivative instruments and listed equity investments which the Group and the Company had not irrevocably elected to classify at FVOCI. Dividends on listed equity investments are recognised as other income in the statements of comprehensive income when the right of payment has been established.

The Group’s and the Company’s financial assets at FVTPL includes investment in unit trusts and short term funds.

Financial assets at FVOCI

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under MFRS 132 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statements of comprehensive income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably its equity investments under this category.

(iii) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group’s and the Company’s statements of financial position) when:

- the rights to receive cash flows from the asset have expired, or
- the Group and the Company have transferred their rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Group and the Company have transferred substantially all the risks and rewards of the asset, or the Group and the Company have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

When the Group and the Company have transferred their rights to receive cash flows from an asset or have entered into a pass-through arrangement, they evaluate if, and to what extent, they have retained the risks and rewards of ownership. When they have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group and the Company continue to recognise the transferred asset to the extent of their continuing involvement. In that case, the Group and the Company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company could be required to repay.

(iv) Impairment

The Group and the Company recognise an allowance for ECL on financial assets measured at AC, debt investments measured at FVOCI, contract assets, and lease receivables. ECL are a probability-weighted estimate of credit losses.

The Group and the Company measure loss allowances at an amount equal to lifetime expected credit loss, except for debt securities that are determined to have low credit risk at the reporting date, cash and bank balance and other debt securities for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables, contract assets and lease receivables are always measured at an amount equal to lifetime expected credit loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's and the Company's historical experience and informed credit assessment and including forward-looking information, where available.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

The Group estimates the expected credit losses on trade receivables using a provision matrix with reference to historical credit loss experience.

An impairment loss in respect of financial assets measured at AC is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

An impairment loss in respect of debt investments measured at FVOCI is recognised in profit or loss and the allowance account is recognised in other comprehensive income.

At each reporting date, the Group and the Company assess whether the financial assets carried at AC and debt securities at FVOCI are credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The gross carrying amount of a financial asset is written off (either partially or full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group and the Company determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's or the Company's procedures for recovery amounts due.

3.7.2 Financial liabilities

(i) Initial recognition and measurement

All financial liabilities are recognised initially at fair value, and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's and the Company's financial liabilities include trade payables, other payables and accruals and borrowings.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at AC
- Financial liabilities at FVTPL

The Group and the Company do not have any financial liabilities measured at FVTPL as at the end of the reporting period.

Financial liabilities at AC

This is the category most relevant to the Group and the Company. After initial recognition, trade and other payables and borrowings are subsequently measured at AC using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. AC is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statements of comprehensive income.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statements of comprehensive income.

3.7.3 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statements of financial position if, and only if, there is currently a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3.7.4 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss if incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs. Subsequent to initial recognition, financial guarantee contracts are recognised as income in statements of comprehensive income over the period of the guarantee. If the debtor fails to make payment relating to financial guarantee contract when it is due and the Company, as the issuer, is required to reimburse the holder for the associated loss, the liability is measured at the higher of the best estimate of the expenditure required to settle the present obligation at the reporting date and the amount initially recognised less cumulative amortisation.

3.8 Cash and Cash Equivalents

Cash comprises cash in hand, cash at bank and demand deposits. Cash equivalents are short term and highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value, against which bank overdraft balances, if any, are deducted.

3.9 Provisions

Provisions are recognised when the Group and the Company have a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as finance cost expense.

3.10 Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

The performance obligations to recognise revenue are as follows:

(i) Revenue from sale of goods

Revenue is recognised at a point in time when control of the goods is transferred to the customer, generally on the delivery of the goods.

(ii) **Revenue from room**

Revenue from room is recognised over time during the period of stay for the hotel guests.

(iii) **Revenue from food and beverages and other hotel operation**

Revenue from food and beverage and other hotel operation are generally recognised at a point in time when the services are rendered.

(iv) **Interest income**

Interest income is recognised as it accrues using the effective interest rate method in profit or loss.

(v) **Dividend income**

Dividend income is recognised when the Group's and the Company's right to receive payment is established.

(vi) **Distribution income**

Distribution income is recognised when the Group's and the Company's right to receive payment is established.

(vii) **Rental income**

Rental income is accounted for on a straight-line basis over the lease terms. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

3.10.1 **Contract balances**

This refers to the closing balances of the trade receivables, contract assets and contract liabilities as at the end of reporting period.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due).

Contract assets

A contract asset is the right to consideration for goods or services transferred to the customer.

Contract liabilities

Contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

3.11 **Borrowing Costs**

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest rate method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and undertakes activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

3.12 **Employee Benefits**

Short term benefits

Wages, salaries, bonuses and social security contributions (“SOCISO”) are recognised as an expense in the financial year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

Defined contribution plans

As required by law, companies in Malaysia make contributions to the national pension scheme, the Employees Provident Fund (“EPF”). Such contributions are recognised as an expense in the profit or loss as incurred. Some of the Group’s foreign subsidiaries also make contributions to their respective country’s statutory pension schemes.

Employees’ share options scheme and employees’ share grant scheme

Eligible employees of the Group and of the Company received remuneration in the form of share options and share grants as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options and grants at the date on which the options and grants are granted. This cost is recognised in profit or loss, with a corresponding increase in the employee share options reserve and employee share grants reserve over the vesting period.

The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group’s and the Company’s best estimate of the number of options and grants that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of the period.

No expense is recognised for options and grants that do not ultimately vest, except for options and grants where vesting is conditional upon market or non-vesting condition, which are tested as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. The employee share options reserve and employee share grants reserve are transferred to retained profits upon expiry of the share options and share grants.

The proceeds received net of directly attributable transaction costs are credited to share capital when the options and grants are exercised.

3.13 **Income Tax**

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statements of financial position and their tax bases. Deferred tax is not recognised for temporary differences arising from the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date, except for investment properties carried at fair value model. Where investment properties are carried at their fair value in accordance with the accounting policy set out in Note 3.3 to the financial statements, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unutilised reinvestment allowance being tax incentives that is not a tax base of an asset, is recognised as a deferred tax asset to the extent that it is probable that future taxable profits will be available to set off against the unutilised tax incentive.

3.14 **Goods and Services Tax (“GST”) and Sales and Service Tax (“SST”)**

Revenue, expenses and assets are recognised net of GST or SST except:

- when the GST or SST incurred in a purchase of asset or service is not recoverable from the authority, in which case the GST or SST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with GST or SST inclusive.

The net GST or SST payable to the taxation authority is included as part of payables in the statements of financial position.

3.15 **Foreign Currency**

Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Group at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities measured at historical cost in a foreign currency at the end of the reporting period are translated to the functional currency at the exchange rate at the date of the transaction except for those measured at fair value shall be translated at the exchange rate at the date when the fair value was determined.

Exchange differences arising from the settlement of foreign currency transactions and from the translation of foreign currency monetary assets and liabilities are recognised in profit or loss.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains or losses are recognised directly in other comprehensive income.

Foreign operations

The assets and liabilities of foreign operations are translated to RM at exchange rates at the end of the reporting period. The income and expenses of foreign operations are translated to RM at exchange rates at the dates of the transactions.

Exchange differences are recognised in other comprehensive income and accumulated in the foreign translation reserve (“FTR”) in equity. However, if the operation is a non-wholly owned subsidiary, then the relevant proportionate share of the exchange difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, the significant influence or joint control is lost, the cumulative amount in the FTR related to the foreign operation is reclassified to profit or loss as part of the profit or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

In the consolidated financial statements, when settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and are presented in the FTR in equity.

3.16 **Operating Segments**

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's results are reviewed regularly by the chief operating decision maker, which in this case are the Executive Directors of the Group, to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

3.17 **Share Capital, Share Issuance Costs and Dividends**

Classification

Ordinary shares are classified as equity. Other shares are classified as equity and/or liability according to the economic substance of the particular instrument.

Share Issuance Costs

Incremental external costs directly attributable to the issuance of new shares are deducted against equity.

Dividends

Dividends on ordinary shares are accounted for in shareholders' equity as an appropriation of retained profits and recognised as a liability in the period in which they are declared or approved.

3.18 **Contingencies**

Where it is not probable that an inflow or an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the asset or the obligation is not recognised in the statements of financial position and is disclosed as a contingent asset or contingent liability, unless the probability of inflow or outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent assets or contingent liabilities unless the probability of inflow or outflow of economic benefits is remote.

3.19 **Related Parties**

A related party is a person or entity that is related to the Group. A related party transaction is a transfer of resources, services or obligations between the Group and its related party, regardless of whether a price is charged.

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) Has control or joint control over the Group.
- (ii) Has significant influence over the Group.
- (iii) Is a member of the key management personnel of the Group.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group.
- (ii) One entity is an associate or joint venture of the other entity.
- (iii) Both the Group and the Company entity are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefits of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly-controlled by a person identified in (a) above.
- (vii) A person identified in (a) (i) above has significant influence over the Group or is a member of the key management personnel of the ultimate holding company or the Group.
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

4. PROPERTY, PLANT AND EQUIPMENT

GROUP

	Freehold land RM'000	Leasehold land RM'000	Buildings RM'000	Apartments RM'000	Plant and machinery RM'000	Hotel equipment RM'000	Motor vehicles RM'000	Furniture, fittings and office equipment RM'000	Electrical installations RM'000	Renovation RM'000	Capital work-in-progress RM'000	Total RM'000
2022												
At cost												
Balance at beginning	16,533	17,569	82,757	565	109,600	13,555	4,821	11,162	889	3,512	705	261,668
Additions	-	-	129	-	7,377	50	-	444	3	263	2,398	10,664
Disposals	-	-	-	-	-	(18)	(313)	-	-	-	-	(331)
Written offs	-	-	-	-	(4,079)	-	-	(2)	-	-	(33)	(4,114)
Transferred to investment properties (Note 5)	-	-	-	-	-	-	-	-	-	-	(433)	(433)
Reclassification	-	-	-	-	136	-	-	19	-	-	(155)	-
Foreign currency translation	-	-	-	-	-	-	-	11	-	2	-	13
Balance at end	16,533	17,569	82,886	565	113,034	13,587	4,508	11,634	892	3,777	2,482	267,467
Accumulated depreciation												
Balance at beginning	-	5,260	13,038	313	77,334	3,937	3,635	10,800	801	2,525	-	117,643
Current charge	-	82	2,524	7	3,591	1,589	233	204	29	169	-	8,428
Disposals	-	-	-	-	-	(12)	(313)	-	-	-	-	(325)
Written offs	-	-	-	-	(3,998)	-	-	(2)	-	-	-	(4,000)
Foreign currency translation	-	-	-	-	-	-	-	9	-	2	-	11
Balance at end	-	5,342	15,562	320	76,927	5,514	3,555	11,011	830	2,696	-	121,757
Accumulated impairment losses												
Balance at beginning/end	-	-	-	-	619	-	-	-	-	-	-	619
Carrying amount	16,533	12,227	67,324	245	35,488	8,073	953	623	62	1,081	2,482	145,091

2021

At cost

	Freehold land RM'000	Leasehold land RM'000	Buildings RM'000	Apartments RM'000	Plant and machinery RM'000	Hotel equipment RM'000	Motor vehicles RM'000	Furniture, fittings and office equipment RM'000	Electrical installations RM'000	Renovation RM'000	Capital work-in-progress RM'000	Total RM'000
Balance at beginning	25,583	17,569	85,211	565	104,685	13,535	4,888	10,963	889	3,489	338	267,715
Additions	-	-	11	-	6,827	20	-	199	-	23	900	7,980
Disposals	-	-	-	-	(2,323)	-	(67)	-	-	-	-	(2,390)
Written offs	-	-	-	-	(122)	-	-	-	-	-	-	(122)
Transferred to investment properties (Note 5)	(9,050)	-	(2,132)	-	-	-	-	-	-	-	-	(11,182)
Reclassification	-	-	-	-	533	-	-	-	-	-	(533)	-
Reversal	-	-	(333)	-	-	-	-	-	-	-	-	(333)
Balance at end	16,533	17,569	82,757	565	109,600	13,555	4,821	11,162	889	3,512	705	261,668

Accumulated depreciation

Balance at beginning	-	4,931	10,806	306	74,319	2,355	3,410	10,610	771	2,355	-	109,863
Current charge	-	329	2,765	7	3,985	1,582	291	190	30	170	-	9,349
Disposals	-	-	-	-	(848)	-	(66)	-	-	-	-	(914)
Written offs	-	-	-	-	(122)	-	-	-	-	-	-	(122)
Transferred to investment properties (Note 5)	-	-	(533)	-	-	-	-	-	-	-	-	(533)
Balance at end	-	5,260	13,038	313	77,334	3,937	3,635	10,800	801	2,525	-	117,643

Accumulated impairment losses

Balance at beginning	-	-	-	-	1,623	-	-	-	-	-	-	1,623
Disposal	-	-	-	-	(1,004)	-	-	-	-	-	-	(1,004)
Balance at end	-	-	-	-	619	-	-	-	-	-	-	619
Carrying amount	16,533	12,309	69,719	252	31,647	9,618	1,186	362	88	987	705	143,406

COMPANY

	Furniture, fittings and office equipments	
	2022	2021
	RM'000	RM'000
At cost	171	171
Accumulated depreciation	170	170
Carrying amount	1	1

- (i) The information of right-of-use assets of the Group which are included in the property, plant and equipment is as follows:

	Carrying amount RM'000	Current depreciation RM'000
GROUP		
2022		
Leasehold land	12,227	82
2021		
Leasehold land	12,309	329

- (ii) The carrying amount of leased assets of the Group which are pledged as securities for the finance lease liabilities as disclosed in Note 22 to the financial statements are as follows:

	GROUP	
	2022	2021
	RM'000	RM'000
Plant and machinery	683	7,045
Motor vehicles	687	982
	1,370	8,027

- (iii) The carrying amount of property, plant and equipment of the Group which are pledged as securities to licensed banks for banking facilities granted to certain subsidiaries as disclosed in Note 22 to the financial statements are as follows:

	GROUP	
	2022	2021
	RM'000	RM'000
Freehold land	9,955	9,955
Building	41,206	42,585
	51,161	52,540

5. INVESTMENT PROPERTIES

	GROUP	
	2022 RM'000	2021 RM'000
Balance at beginning	21,310	4,910
Addition	2,300	-
Transfer from property, plant and equipment (Note 4)	433	10,649
Fair value gain to other comprehensive income at the date of change in used	-	5,851
Fair value gain/(loss) recognised in profit or loss	1,220	(100)
Balance at end	25,263	21,310

The investment properties consist of the following:

	GROUP	
	2022 RM'000	2021 RM'000
At fair value		
Freehold land and buildings	18,790	17,570
Commercial property	2,300	-
Apartments	3,740	3,740
At cost		
Building under construction	433	-
	25,263	21,310

- (i) During the financial year, the Group has entered into a Sale and Purchase Agreement dated 23 March 2022 with Unihakka Trading Sdn. Bhd. to purchase a leasehold commercial property for a total cash consideration of RM2,188,000. The acquisition transaction has been completed during the financial year.
- (ii) The carrying amount of investment properties of the Group which are pledged to licensed banks as securities for banking facilities granted to a subsidiary as disclosed in Note 22 to the financial statements is **RM17,700,000** (2021: RM 16,500,000).
- (iii) The fair values of investment properties were measured based on valuations performed by independent professional valuers using the market comparison approach. The appraised values were derived from observable prices per square foot for comparable properties in similar locations (i.e. Level 2). Please refer to Note 2.2 to the financial statements for definition of Level 1 to 3 of the fair value hierarchy.
- (iv) The investment property under construction is measured at cost until the earlier of the date construction is completed or the date at which fair value becomes reliably determinable.
- (v) **Group as lessor**

The Group has entered into operating leases on its investment properties. These leases have terms of between one to three years.

The following are recognised in profit or loss in respect of investment properties:

	GROUP	
	2022 RM'000	2021 RM'000
Rental income from income generating properties	349	342
Direct operating expenses		
- Rental income generating	144	58
- Non-rental income generating	15	108

Future minimum rental receivables under non-cancellable operating leases are as follows:

	GROUP	
	2022	2021
	RM'000	RM'000
Within one year	302	190
More than one year and less than five years	354	114
	656	304

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Group as a lessee

The Group has lease contracts for motor vehicles and premises used in its operations that have lease term of two to three years, with an option to extend the lease for three years. At the commencement of the lease, the Group has assessed that it is reasonably certain to exercise the extension option.

The Group also has certain leases of premise, machinery and equipment with lease terms of 12 months or less and leases of office equipment with low value. The Group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases. Such lease payments are charged to profit or loss on the straight-line basis over the lease term.

Right-of-use assets

Set out below are the carrying amount of right-of-use assets recognised and the movements during the financial year:

	Motor vehicles RM'000	Premises RM'000	Total RM'000
2022			
Balance at beginning	672	417	1,089
Additions	1,625	564	2,189
Depreciation	(617)	(431)	(1,048)
Derecognition	(228)	(136)	(364)
Foreign currency translation	-	7	7
Balance at end	1,452	421	1,873
2021			
Balance at beginning	705	461	1,166
Additions	556	220	776
Depreciation	(589)	(267)	(856)
Foreign currency translation	-	3	3
Balance at end	672	417	1,089

Lease liabilities

Set out below are the carrying amount of lease liabilities recognised and the movements during the financial year:

	Motor vehicles RM'000	Premises RM'000	Total RM'000
2022			
Balance at beginning	672	417	1,089
Additions	1,625	564	2,189
Accretion of interest	35	33	68
Payments	(651)	(495)	(1,146)
Derecognition	(228)	-	(228)
Foreign currency translation	-	7	7
Balance at end	1,453	526	1,979
2021			
Balance at beginning	705	461	1,166
Additions	556	220	776
Accretion of interest	24	161	185
Payments	(613)	(428)	(1,041)
Foreign currency translation	-	3	3
Balance at end	672	417	1,089
	2022 RM'000	2021 RM'000	
Represented by:			
Non-current	1,080	375	
Current	899	714	
	1,979	1,089	

The maturity analysis of lease liabilities is disclosed in Note 35.4 to the financial statements.

The following are the amounts recognised in profit or loss:

	2022 RM'000	2021 RM'000
Depreciation of right-of-use assets	1,048	856
Loss on derecognition of a right-of-use asset	136	-
Accretion of interest on lease liabilities	68	185
Expenses relating to lease of low value assets	34	37
Expenses relating to short term leases	735	773
Total amount recognised in profit or loss	2,021	1,851
Total cash outflow for leases	1,915	1,851

7. INVESTMENT IN SUBSIDIARIES

	COMPANY 2022 RM'000	2021 RM'000
Unquoted shares, at cost	132,349	126,884

The details of the subsidiaries, all of which were incorporated and principle place of business in Malaysia except where indicated, are as follows:

Name of Subsidiaries	Effective Equity Interest		Principal Activities
	2022 %	2021 %	
Public Packages Sdn. Bhd. ("PPSB")	100	100	Manufacturing and retailing of corrugated cartons and packing materials.
PPH Printing & Packaging (Penang) Sdn. Bhd.	100	100	Manufacturing of offset printed display boxes.
PPH Printing & Packaging (Kulim) Sdn. Bhd.	100	100	Manufacturing of gift and display boxes.
Public Packages Properties Sdn. Bhd. ("PPP")	100	100	Property investment.
PPASIA Media Packaging Sdn. Bhd.	100	100	Design and sale of paper products.
PPH Plaza Sdn. Bhd.	100	100	Hotel owner and operating of hotel and managing of properties.
PPH Resources Sdn. Bhd. ("PPHR")	100	100	Investment holding.
Merits Capital Sdn. Bhd. (Formerly known as PPH Management (M) Sdn. Bhd.)	100	100	Provision of management services.
Indirect - held through PPSB			
Public Packages (NT) Sdn. Bhd.	100	100	Manufacturing and retailing of corrugated cartons and packing materials.
Public Packages (Prai) Sdn. Bhd.	100	100	Manufacturing and retailing of corrugated cartons and packing materials.
Indirect - held through PPP			
Quay Hotel Sdn. Bhd. ("QHSB")	- **	100	Dormant.
Indirect - held through PPHR			
Public Packages (Shah Alam) Sdn. Bhd.	100	100	Manufacturing and sale of corrugated cartons and packing materials.
PPH Display Design Sdn. Bhd.	100	100	Manufacturing of paper products and packaging materials.
Public Packages Asia Sdn. Bhd.	100	100	Manufacturing of paper products and packaging materials.
* Public Packages Asia (S) Pte. Ltd. (Incorporated and principle place of business in Singapore)	100	100	Total packaging solution provider.

* Not audited by Grant Thornton Malaysia PLT.

** The Company has been successfully struck off during the financial year pursuant to Section 550 of the Companies Act 2016.

Subscription of ordinary shares in a subsidiary

On 10 June 2022, the Company has subscribed for additional 5,465,000 ordinary shares in PPP by way of converting amount due from PPP of RM5,465,000. No changes in the equity interest subsequent to the subscription of ordinary shares.

8. INVESTMENT IN JOINT VENTURES

	GROUP		COMPANY	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Unquoted shares, at cost	19,112	19,112	15,100	15,100
Share of post-acquisition results	12,486	11,847	-	-
Less: Dividend received	(1,500)	(1,000)	-	-
	30,098	29,959	15,100	15,100

The details of the joint ventures, all of which were incorporated and principle place of business in Malaysia, except where indicated, are as follows:

Name of Entities	Effective Equity Interest		Principal Activities
	2022 %	2021 %	
[^] PPH Teckwah Value Chain Sdn. Bhd. ("PTVC")	50	50	Investment holding and the provision of management services.
New Merit Development Sdn. Bhd. ("NMD")	50	50	Investment holding.
Indirect - held through PPH Resources Sdn. Bhd.			
[^] Kyaw Tha PPH Co., Ltd (Incorporated and principle place of business in Myanmar) ("KTPPH")	25	25	Manufacturing, sale and export of paper products and packaging.

[^] Not audited by Grant Thornton Malaysia PLT.

Members' voluntary winding up

On 11 January 2023, KTPPH has been dissolved by way of members' voluntary winding up pursuant to Section 357(c) of the Myanmar Companies Law 2017. The investment in KTPPH was fully impaired in the prior financial years.

The following table summarises the financial information of PTVC and NMD, adjusted for entries to facilitate the equity method by the Group, any differences in accounting policies and reconciled the information to the carrying amount of the Group's interest in the joint ventures, which are accounted for using the equity method.

GROUP	PTVC RM'000	NMD RM'000	Total RM'000
As at 31 December 2022			
Assets and liabilities			
Non-current assets	10,257	45,000	55,257
Current assets excluding cash and bank balances	15,956	54	16,010
Cash and bank balances	7,814	2,210	10,024
Non-current liabilities	(1,324)	(13,149)	(14,473)
Current liabilities	(5,831)	(792)	(6,623)
Net assets	26,872	33,323	60,195
Reconciliation of net assets to carrying amount			
Group's share of net assets, representing carrying amounts in the statements of financial position	13,436	16,662	30,098

	PTVC RM'000	NMD RM'000	TOTAL RM'000
Year ended 31 December 2022			
Results			
Revenue	49,851	2,164	52,015
Cost of sales excluding depreciation	(27,874)	-	(27,874)
Depreciation	(1,692)	-	(1,692)
Other income excluding interest income	1,234	-	1,234
Interest income	23	-	23
Interest expense	(51)	(477)	(528)
Other expenses	(18,380)	(291)	(18,671)
Profit before tax	3,111	1,396	4,507
Taxation	(871)	(358)	(1,229)
Profit for the financial year, representing total comprehensive income for the financial year	2,240	1,038	3,278
Group's share of total comprehensive income	1,120	519	1,639
Contingent liabilities			
Corporate guarantee extended by PTVC to licensed banks for banking facilities granted to a subsidiary of PTVC	5,100	-	5,100
As at 31 December 2021			
Assets and liabilities			
Non-current assets	11,333	45,000	56,333
Current assets excluding cash and bank balances	16,830	140	16,970
Cash and bank balances	6,651	1,908	8,559
Non-current liabilities	(1,495)	(13,853)	(15,348)
Current liabilities	(5,686)	(909)	(6,595)
Net assets	27,633	32,286	59,919
Reconciliation of net assets to carrying amount			
Group's share of net assets, representing carrying amounts in the statements of financial position	13,816	16,143	29,959
Year ended 31 December 2021			
Results			
Revenue	39,725	2,166	41,891
Cost of sales excluding depreciation	(22,808)	-	(22,808)
Depreciation	(1,781)	-	(1,781)
Other income excluding interest income	871	2,000	2,871
Interest income	26	-	26
Interest expense	(53)	(464)	(517)
Other expenses	(14,624)	(209)	(14,833)
Profit before tax	1,356	3,493	4,849
Taxation	(175)	(344)	(519)
Profit for the financial year, representing total comprehensive income for the financial year	1,181	3,149	4,330
Group's share of total comprehensive income	591	1,574	2,165
Contingent liabilities			
Corporate guarantee extended by PTVC to licensed banks for banking facilities granted to a subsidiary of PTVC	5,100	-	5,100

9. **AMOUNT DUE FROM SUBSIDIARIES**

	COMPANY	
	2022	2021
	RM'000	RM'000
Non-current	-	2,333
Current	140	1,344

The amount due from subsidiaries is non-trade, unsecured, non-interest bearing and classified based on expected timing of realisation.

10. **OTHER INVESTMENTS**

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Non-current assets				
Financial assets at fair value through other comprehensive income ("FVOCI")				
Quoted equity investments				
- In Malaysia	202	244	-	-
- In Singapore	4,081	1,365	-	-
Total carrying amount	4,283	1,609	*	*
Current assets				
Financial assets at fair value through profit or loss				
Short term funds with a licensed financial institution	43,189	-	15,355	-
Unit trusts	37,864	25,149	9,561	-
Total carrying amount	81,053	25,149	24,916	-

* Represents RM1

Financial assets at FVOCI include investment in listed equity shares. These investments were irrevocably designated at FVOCI as the Group considers these investments to be strategic in nature.

Short term funds with a licensed financial institution of the Group and of the Company are primarily invested in money market. The funds can be redeemed at any point in time upon requested.

11. **INVENTORIES**

	GROUP	
	2022	2021
	RM'000	RM'000
At cost		
Raw materials	7,707	8,544
Work-in-progress	1,164	1,548
Finished goods	5,552	5,916
Consumables	1,046	1,011
	15,469	17,019
Cost of inventories recognised in profit or loss:		
Inventories recognised as cost of sales	134,756	129,291

12. **TRADE RECEIVABLES**

	GROUP	
	2022	2021
	RM'000	RM'000
Trade receivables	50,419	44,450
Less: Allowance for expected credit losses		
Balance at beginning	(109)	(342)
Reversal	26	156
Written off	80	77
Balance at end	(3)	(109)
	50,416	44,341

The currency profile of trade receivables is as follows:

	GROUP	
	2022	2021
	RM'000	RM'000
Ringgit Malaysia	39,350	34,619
United States Dollar	9,328	8,621
Singapore Dollar	1,738	1,101
	50,416	44,341

The trade receivables are non-interest bearing and are generally on **30 to 180 days** (2021: 30 to 120 days) credit terms. They are recognised at their original invoice amounts which represent the fair values on initial recognition.

13. **OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS**

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Other receivables	1,244	1,163	706	700
Less: Allowance for expected credit losses	(782)	(782)	(700)	(700)
	462	381	6	-
Refundable deposits	411	374	2	2
Non-refundable deposits	-	1,675	-	-
Prepayments	852	978	-	-
	1,725	3,408	8	2

The currency profile of other receivables, deposits and prepayments is as follows:

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Ringgit Malaysia	1,684	3,370	8	2
Singapore Dollar	41	38	-	-
	1,725	3,408	8	2

14. CONTRACT ASSETS/(LIABILITIES)

		GROUP	
	Note	2022 RM'000	2021 RM'000
Contract assets			
- Accrued income	14.1	58	-
Contract liabilities			
- Customer deposits	14.2	(5,082)	(4,749)
		<u>(5,024)</u>	<u>(4,749)</u>

14.1 Contract assets from accrued income

Contract assets represent the right to consideration for services transferred to the customer.

	GROUP	
	2022 RM'000	2021 RM'000
Revenue recognised during the financial year	<u>58</u>	<u>-</u>

14.2 Contract liabilities from customer deposits

Contract liabilities represent deposits received from customers in advance for sales orders before commencing production activity. The deposits will be reversed and recognised as revenue upon satisfying the performance obligation.

	GROUP	
	2022 RM'000	2021 RM'000
Balance at beginning	(4,749)	(2,460)
Revenue recognised during the financial year	5,933	1,077
Deposits received during the financial year	(6,198)	(3,355)
Foreign currency translation	(68)	(11)
Balance at end	<u>(5,082)</u>	<u>(4,749)</u>

All deposits received are expected to be recognised as revenue within one year from the date of receipt.

Unsatisfied performance obligations

The transaction price allocated to the remaining performance obligations of the Group (unsatisfied or partially unsatisfied) to be fulfilled within one year as at the end of the reporting period is **RM5,081,706** (2021: RM4,748,669).

15. CASH AND BANK BALANCES

	GROUP		COMPANY	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Unencumbered:				
Short term funds with a licensed financial institution	-	43,138	-	17,915
Fixed deposits with licensed banks	-	500	-	-
Cash in hand and at banks	37,270	31,300	11,215	6,543
	<u>37,270</u>	<u>74,938</u>	<u>11,215</u>	<u>24,458</u>
Encumbered:				
Fixed deposits with licensed banks	231	228	-	-
	<u>37,501</u>	<u>75,166</u>	<u>11,215</u>	<u>24,458</u>

The currency profile of cash and bank balances is as follows:

	GROUP		COMPANY	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Ringgit Malaysia	24,205	63,221	11,215	24,458
United States Dollar	10,102	5,974	-	-
Singapore Dollar	3,183	5,956	-	-
Australian Dollar	11	15	-	-
	37,501	75,166	11,215	24,458

Short term funds with a licensed financial institution of the Group and of the Company are primarily invested in money market. The funds can be redeemed at any point in time upon request.

The encumbered fixed deposits of the Group are pledged to licensed banks as securities for banking facilities granted to certain subsidiaries as disclosed in Note 22 to the financial statements.

The effective interest rates per annum and maturities of the fixed deposits with licensed banks of the Group as at the end of the reporting period are **1.80%** (2021: 0.98% to 2.35%) per annum and **12 months** (2021: 1 month to 12 months) respectively.

16. SHARE CAPITAL

	Number of ordinary shares		Amount	
	2022 '000	2021 '000	2022 RM'000	2021 RM'000
Issued and fully paid with no par value:				
Balance at beginning	188,916	188,624	94,787	94,361
Issuance of shares pursuant to:				
- Bonus shares	75,566	-	37,783	-
- Exercise of ESOS	329	81	153	62
- Exercise of ESGS	1,041	211	571	173
Transfer of ESOS reserve upon exercised	-	-	53	18
Transfer of ESGS reserve upon exercised	-	-	571	173
Balance at end	265,852	188,916	133,918	94,787

During the financial year, the Company had increased its issued and fully paid up ordinary share capital by way of:

- bonus issuance of **75,565,703** (2021: Nil) new ordinary shares ("Bonus Shares") on the basis of two (2) Bonus Shares for every five (5) existing shares held;
- issuance of **313,383** (2021: 33,000) new ordinary shares pursuant to the exercise of ESOS at an exercise price of **RM0.465** (2021: RM0.785) per ESOS for a total cash consideration of **RM145,723** (2021: RM25,905). Upon the exercise of the ESOS, the related fair value of the ESOS amounting to **RM49,389** (2021: RM8,220) was transferred from the ESOS reserve to share capital;
- issuance of **15,302** (2021: 48,000) new ordinary shares pursuant to the exercise of ESOS at an exercise price of **RM0.495** (2021: RM0.75) per ESOS for a total cash consideration of **RM7,575** (2021: RM36,000). Upon the exercise of the ESOS, the related fair value of the ESOS amounting to **RM3,230** (2021: RM9,327) was transferred from the ESOS reserve to share capital;
- issuance of **601,422** (2021: 39,500) new ordinary shares pursuant to the exercise of ESGS for a total amount of **RM306,725** (2021: RM31,008). Upon the exercise of the ESGS, the related fair value of the ESGS amounting to **RM306,725** (2021: RM31,008) was transferred from the ESGS reserve to share capital; and
- issuance of **439,780** (2021: 172,000) new ordinary shares pursuant to the exercise of ESGS for a total amount of **RM263,868** (2021: RM142,760). Upon the exercise of the ESGS, the related fair value of the ESGS amounting to **RM263,868** (2021: RM142,760) was transferred from the ESGS reserve to share capital.

17. **REVALUATION RESERVE**

GROUP

Included in the revaluation reserve of the Group are an amount of:

- (i) **RM482,241** (2021: RM482,241) in respect of the surplus on revaluation of property, net of deferred tax, in prior years and is non-distributable; and
- (ii) **RM4,685,347** (2021: RM4,446,471) in respect of increase in the fair value of property, plant and equipment, net of tax, as a result of change in use of the Group's owner-occupied properties to investment properties that was carried at fair value at the date of change in use.

18. **ESOS AND ESGS RESERVE**

GROUP AND COMPANY

ESOS and ESGS reserve represent the equity-settled share options and share grants respectively awarded to the employees of certain subsidiaries and the Company's executive directors. This reserve is made up of the cumulative value of services received from the employees recorded on the grant date of share options and share grants, and is reduced by the exercise or lapse of share options and share grants.

19. **FAIR VALUE ADJUSTMENT RESERVE**

GROUP

Fair value adjustment reserve represents the cumulative fair value changes, net of tax, of equity instruments, recognised through other comprehensive income until they are disposed or impaired.

20. **FOREIGN TRANSLATION RESERVE**

GROUP

This is in respect of foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

21. **RETAINED PROFITS**

COMPANY

The franking of dividends of the Company is under the single tier system and therefore there is no restriction on the Company to distribute dividends subject to the availability of retained profits.

22. **BORROWINGS**

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Non-current liabilities				
Secured:				
<u>Finance lease liabilities</u>				
Minimum payments:				
Within one year	335	1,141	-	-
More than one year and less than two years	63	408	-	-
More than two years and less than five years	-	87	-	-
	398	1,636	-	-
Future finance charges	(17)	(65)	-	-
	381	1,571	-	-
Amount due within one year included under current liabilities	(324)	(1,094)	-	-
Balance carried forward	57	477	-	-

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Balance brought forward	57	477	-	-
<u>Term loans</u>				
Total amount repayable	5,737	8,095	-	-
Amount due within one year included under current liabilities	(1,469)	(1,221)	-	-
	4,268	6,874	-	-
	4,325	7,351	-	-
Current liabilities				
Secured:				
Bank overdrafts	1,019	1,396	235	418
Bill payables	4,020	6,876	-	-
Finance lease liabilities	324	1,094	-	-
Murabahah financing	2,539	3,496	-	-
Term loans	1,469	1,221	-	-
	9,371	14,083	235	418
Total borrowings	13,696	21,434	235	418

The borrowings are secured by way of:

- legal charge over the freehold land and building of a subsidiary as disclosed in Note 4 to the financial statements;
- legal charge over the investment properties of a subsidiary as disclosed in Note 5 to the financial statements;
- pledged of fixed deposits with licensed banks of certain subsidiaries as disclosed in Note 15 to the financial statements;
- negative pledge of the Group's unencumbered assets;
- joint and several guarantee of certain subsidiaries;
- corporate guarantees of the Company; and
- leased assets as disclosed in Note 4 to the financial statements.

A summary of the effective interest rates per annum and the maturities of the borrowings is as follows:

	Effective interest rates per annum (%)	Total RM'000	Within one year RM'000	More than one year and less than two years RM'000	More than two years and less than five years RM'000	More than five years RM'000
GROUP						
2022						
Bank overdrafts	7.40 to 7.95	1,019	1,019	-	-	-
Bill payables	3.45 to 4.64	4,020	4,020	-	-	-
Finance lease liabilities	2.98 to 3.37	381	324	57	-	-
Murabahah financing	3.15 to 7.75	2,539	2,539	-	-	-
Term loans	6.60	5,737	1,469	4,037	231	-
2021						
Bank overdrafts	6.45 to 6.95	1,396	1,396	-	-	-
Bill payables	3.00 to 3.60	6,876	6,876	-	-	-
Finance lease liabilities	2.54 to 3.37	1,571	1,094	393	84	-
Murabahah financing	3.15 to 6.75	3,496	3,496	-	-	-
Term loans	5.60 to 6.60	8,095	1,221	2,086	3,988	800

	Effective interest rates per annum (%)	Total RM'000	Within one year RM'000	More than one year and less than two years RM'000	More than two years and less than five years RM'000	More than five years RM'000
COMPANY						
2022						
Bank overdraft	7.95	235	235	-	-	-
2021						
Bank overdraft	6.95	418	418	-	-	-

23. **DEFERRED TAX LIABILITIES**

	GROUP	
	2022 RM'000	2021 RM'000
Balance at beginning	10,709	9,121
Recognised in profit or loss	956	143
Recognised in other comprehensive income	(413)	1,404
Foreign currency translation	1	-
	11,253	10,668
(Over)/Under provision in prior year	(123)	41
Balance at end	11,130	10,709

The deferred tax liabilities as at the end of the reporting period are represented by temporary differences arising from:

	GROUP	
	2022 RM'000	2021 RM'000
Property, plant and equipment	10,368	7,395
Investment properties	268	337
Revaluation reserve	3,580	4,240
Unabsorbed capital allowances	(2,049)	(454)
Unabsorbed reinvestment allowances	(849)	(792)
Unused tax losses	(198)	-
Others	10	(17)
	11,130	10,709

24. **TRADE PAYABLES**

The currency profile of trade payables is as follows:

	GROUP	
	2022 RM'000	2021 RM'000
Ringgit Malaysia	9,195	12,984
United States Dollar	1	147
Singapore Dollar	112	48
	9,308	13,179

The trade payables are non-interest bearing and are normally settled on **30 to 120 days** (2021: 30 to 120 days) credit terms.

25. **OTHER PAYABLES AND ACCRUALS**

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Other payables	4,304	2,954	9	-
Accruals	6,139	5,245	33	31
Deposits received	226	412	-	-
SST payable	1,393	953	-	-
GST payable	53	30	-	-
	12,115	9,594	42	31

The currency profile of other payables and accruals is as follows:

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Ringgit Malaysia	10,633	9,244	42	31
United States Dollar	842	2	-	-
Singapore Dollar	563	291	-	-
Euro	77	57	-	-
	12,115	9,594	42	31

Included in the other payables of the Group are an amount of:

- (i) **RM42,140** (2021: RM66,132) due to a company in which certain directors of the Company have financial interests; and
- (ii) **RM1,107** (2021: RM19,681) due to a company in which certain directors of the Company have directorship.

The amounts are unsecured, non-interest bearing and repayable on demand.

26. **REVENUE**

26.1 **Disaggregated revenue information**

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Types of revenue				
Sales of goods	204,581	190,423	-	-
Room revenue	15,864	4,635	-	-
Food and beverages income	2,442	955	-	-
Other hotel operation income	150	30	-	-
Total revenue from contracts with customers	223,037	196,043	-	-
Distribution income	61	-	61	-
Gross dividend from:				
- a joint venture	-	-	1,500	1,000
- subsidiaries	-	-	11,000	10,000
- short term funds	-	271	-	271
Rental income	629	494	-	-
Other revenue	690	765	12,561	11,271
Total revenue	223,727	196,808	12,561	11,271

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Timing of revenue recognition				
At a point in time	207,173	191,408	-	-
Over time	15,864	4,635	-	-
Total revenue from contracts with customers	223,037	196,043	-	-
Geographical segments				
Malaysia	202,258	181,030	-	-
Asia Pacific	19,501	13,266	-	-
United States of America	568	1,294	-	-
Europe	710	451	-	-
Others	-	2	-	-
Total revenue from contracts with customers	223,037	196,043	-	-

26.2 Performance obligations

Performance obligations of respective revenue are disclosed in Note 3.10 to the financial statements.

27. COST OF SALES

	GROUP	
	2022	2021
	RM'000	RM'000
Direct operating costs from sales of goods	133,231	128,825
Hotel operation expenses	10,734	6,694
	143,965	135,519

28. PROFIT BEFORE TAX

This is arrived at:

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
After charging:				
Auditors' remuneration				
- Company's auditors				
- statutory audit				
- current year	189	155	28	26
- under provision in prior year	10	-	2	-
- assurance related services	3	3	3	3
- non-audit services	-	7	-	-
- Other auditors				
- statutory audit				
- current year	24	14	-	-
- under provision in prior year	9	-	-	-
Bad debts	2	-	-	9
Depreciation of property, plant and equipment	8,428	9,349	-	-
Depreciation of right-of-use assets	1,048	856	-	-
Directors' fees				
- Executive directors	277	48	48	48
- Non-executive directors	52	30	52	30

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
After charging: (cont'd)				
Expenses relating to lease of low value assets	34	37	-	-
Expenses relating to short term leases	735	773	-	-
Fair value loss on investment properties	-	100	-	-
* Interest expenses	1,039	1,284	12	24
Loss on derecognition of right-of-use asset	136	-	-	-
Property, plant and equipment written off	114	-	-	-
** Staff costs	50,153	45,113	61	20
And crediting:				
Accretion of interest on amount due from a subsidiary	-	-	427	101
Distribution income	661	-	-	-
Fair value gain on investment properties	1,220	-	-	-
Fair value gain on short term funds	1,051	-	440	-
Gain on disposal of property, plant and equipment	25	60	-	-
Gross dividend from:				
- quoted equity shares	128	54	-	-
- short term funds	-	1,179	-	-
Interest income	77	26	-	-
Realised gain on foreign exchange	1,225	423	-	-
Rental income	291	296	-	-
Unrealised gain on foreign exchange	325	-	-	-
* Interest expenses				
- Accretion of interest on lease liabilities	68	185	-	-
- Bank overdrafts	100	108	12	24
- Bill payables	292	300	-	-
- Finance lease liabilities	48	170	-	-
- Murabahah financing	52	21	-	-
- Term loans	479	500	-	-
	1,039	1,284	12	24
** Staff costs				
- Salaries, bonus, wages, overtime and allowances	44,473	40,245	-	-
- EPF	4,582	4,230	-	-
- SOCSO and EIS	466	445	-	-
- Equity-settled share-based payments	632	193	61	20
	50,153	45,113	61	20

Directors' emoluments

The aggregate amount of remuneration received and receivable by directors of the Company and its subsidiaries are as shown below:

	GROUP		COMPANY	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Executive directors of the Company:				
- Salaries, bonus and allowances	2,561	2,314	-	-
- EPF	440	432	-	-
- SOCSO and EIS	7	7	-	-
- Equity-settled share-based payments	210	18	-	1
	3,218	2,771	-	1
- Benefits-in-kind	94	91	-	-
	3,312	2,862	-	1
Executive directors of the subsidiaries:				
- Salaries, bonus and allowances	2,732	2,035	-	-
- EPF	401	316	-	-
- SOCSO and EIS	8	4	-	-
- Equity-settled share-based payments	154	107	-	13
	3,295	2,462	-	13
- Benefits-in-kind	72	65	-	-
	3,367	2,527	-	13
Total executive directors' emoluments	6,679	5,389	-	14

29. TAXATION

	GROUP		COMPANY	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Based on results for the financial year				
- Current tax				
- Malaysian income tax	(7,718)	(6,980)	-	-
- Foreign tax	-	(21)	-	-
	(7,718)	(7,001)	-	-
- Deferred tax relating to the origination and reversal of temporary differences	(956)	(143)	-	-
	(8,674)	(7,144)	-	-
Over/(Under) provision in prior year				
- Current tax	(22)	(368)	(1)	-
- Deferred tax	123	(41)	-	-
	101	(409)	(1)	-
	(8,573)	(7,553)	(1)	-

Taxation for other jurisdiction is calculated at the rate prevailing in that jurisdiction.

The reconciliation of tax expense of the Group and of the Company is as follows:

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Profit before tax	47,061	31,225	13,004	11,088
Less: Share of results of joint ventures	(1,639)	(2,165)	-	-
	45,422	29,060	13,004	11,088
Income tax at Malaysian statutory tax rate of 24%	(10,901)	(6,974)	(3,121)	(2,661)
Effect of tax rates in foreign jurisdiction	(11)	20	-	-
Income not subject to tax	792	361	3,223	2,729
Expenses not deductible for tax purposes	(982)	(903)	(102)	(68)
Effect of double deduction	106	80	-	-
Utilisation of reinvestment allowances	1,048	191	-	-
Utilisation of unrecognised unused tax losses and unabsorbed capital allowances	1,425	5	-	-
Deferred tax assets not recognised	(312)	(629)	-	-
Deferred tax assets recognised on unabsorbed reinvestment allowances	45	792	-	-
Effect of real property gains tax applied on the fair value changes of the investment properties	(6)	(174)	-	-
Annual crystallisation of deferred tax on revaluation reserve	122	87	-	-
	(8,674)	(7,144)	-	-
Over/(Under) provision in prior year	101	(409)	(1)	-
	(8,573)	(7,553)	(1)	-

The following deferred tax assets have not been recognised as at the end of the reporting period as it is not probable that future taxable profit will be available against which they may be utilised. As at the end of the reporting period, the Group's and the Company's deferred tax position are as follows:

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Deferred tax recognised:				
Property, plant and equipment	346	8,346	-	-
Unused tax losses	(57)	-	-	-
Unabsorbed capital allowances	(289)	(8,346)	-	-
	-	-	-	-
Deferred tax assets not recognised:				
Unused tax losses	(7,883)	(8,332)	-	-
Unabsorbed capital allowances	-	(4,151)	(190)	(190)
Other deductible temporary differences	-	(37)	-	-
	(7,883)	(12,520)	(190)	(190)

The gross amount and future availability of unused tax losses and unabsorbed capital allowances which are available to be carried forward for set-off against future taxable income are estimated as follows:

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Unused tax losses	7,940	8,332	-	-
Unabsorbed capital allowances	289	12,497	190	190
Unabsorbed reinvestment allowances	3,538	3,351	-	-

In respect of Malaysia's subsidiaries, the unused tax losses can be carried forward for ten (10) consecutive years of assessment immediately following that year of assessment ("YA") of which tax losses was incurred and this is effective from YA 2019. Unabsorbed reinvestment allowances at the end of the qualifying reinvestment allowances period of fifteen years can be carried forward for seven consecutive YAs. However, unabsorbed capital allowances can be carried forward indefinitely.

In respect of Singapore's subsidiary, unused tax losses can be carried forward indefinitely.

The unabsorbed reinvestment allowances will be disregarded in the following YAs:

	GROUP	
	2022	2021
	RM'000	RM'000
YA 2028	3,351	3,351
YA 2029	187	-
	3,538	3,351

The unused tax losses will be disregarded in the following YAs :

	GROUP	
	2022	2021
	RM'000	RM'000
YA 2029	4,495	4,550
YA 2030	1,791	1,791
YA 2031	1,947	1,947
YA 2032	44	44
YA 2033	325	-
	8,602	8,332

30. EARNINGS PER SHARE

(a) Basic earnings per share

The basic earnings per share is calculated by dividing the profit attributable to owners of the Company for the financial year by the weighted average number of ordinary shares in issue during the financial year as follows:

	GROUP	
	2022	(Restated) 2021
Profit for the financial year (RM'000)	38,488	23,672
Weighted average number of ordinary shares in issue ('000)	264,923	264,174 *
Basic earnings per share (sen)	14.53	8.96 *

(b) **Diluted earnings per share**

The diluted earnings per share of the Group is calculated by dividing the profit for the financial year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year adjusted to assume conversion of all dilutive potential ordinary shares arising from shares granted to employees as follows:

	GROUP	
	2022	(Restated) 2021
Profit for the financial year (RM'000)	38,488	23,672
Weighted average number of ordinary shares in issue ('000)	264,923	264,174 *
Adjustment for dilutive effect of ESOS ('000)	57	9 *
	264,980	264,183 *
Diluted earnings per share (sen)	14.52	8.96 *

* The bonus issue during the financial year ended 31 December 2022 is treated as if it had occurred before the beginning of the financial year ended 2021, the earliest period presented. Accordingly, the weighted average number of ordinary shares have been restated.

31. **DIVIDEND**

	2022 RM'000	2021 RM'000
In respect of financial year ended 31 December 2020		
- Single tier interim dividend of RM0.0025 per share	-	472

On 27 February 2023, the Company has declared a single tier interim dividend of RM0.0025 per ordinary share amounting to RM664,629 in respect of the financial year ended 31 December 2022 and paid on 20 March 2023. The financial statements for the current financial year do not reflect this declared dividend. Such dividend will be accounted for in shareholders' equity as appropriation of retained profits in the financial year ending 31 December 2023.

32. **CAPITAL COMMITMENTS**

	GROUP	
	2022 RM'000	2021 RM'000
Contracted but not provided for		
- Property, plant and equipment	2,285	4,017
- Investment properties	653	-
	2,938	4,017

33. **SEGMENTAL INFORMATION**

Segmental information is presented in respect of the Group's business and geographical segments. The primary format and business segments are based on the Group's management and internal reporting structure. Inter-segment pricing is determined based on negotiated terms.

Segment results and assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Business Segments

The operations of the Group are organised into the following main business segments:

- | | | |
|-------|---------------|---|
| (i) | Investment | Investment holding and provision of financial, administrative and advisory services. |
| (ii) | Manufacturing | Manufacturing and retailing of corrugated cartons, packing materials, gift and display boxes. |
| (iii) | Property | Property investment. |
| (iv) | Trading | Trading of paper products, design and sale of paper. |
| (v) | Hospitality | Management and operation of hotel and restaurant. |

Performance is measured based on segment operating profit as included in the internal management reports that are reviewed by the Group's Managing Director (the chief operating decision maker). Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Management monitors the operating results of its business units separately for the purpose of making decision about resource allocation and performance assessment.

Inter-segment revenue is priced along the same lines as sales to external customers and is eliminated in the consolidated financial statements. These policies have been applied consistently throughout the current financial year and previous financial year.

Segment assets exclude tax assets and unallocated assets.

Segment liabilities exclude tax liabilities and unallocated liabilities.

	Investment RM'000	Manufacturing RM'000	Property RM'000	Trading RM'000	Hospitality RM'000	Eliminations RM'000	Note	Total RM'000
2022								
Revenue								
External sales	61	194,668	104	9,912	18,982	-		223,727
Inter-segment sales	11,056	3,650	630	2	31	(15,369)	A	-
Total revenue	11,117	198,318	734	9,914	19,013	(15,369)		223,727
Result								
Segment results	88	35,944	(181)	3,371	7,162	-		46,384
Finance income								77
Finance costs								(1,039)
Share of results of joint ventures								1,639
Profit before tax								47,061
Taxation								(8,573)
Profit for the financial year								38,488
Assets								
Segment assets	30,023	226,636	7,444	11,292	87,337	-		362,732
Investment in joint ventures								30,098
Current tax assets								2,846
Total assets								395,676
Liabilities								
Segment liabilities	282	32,944	167	2,082	6,705	-		42,180
Deferred tax liabilities								11,130
Current tax liabilities								1,080
Total liabilities								54,390
Other segment information								
Additions to non-current assets	-	11,819	2,694	150	490	-	B	15,153
Depreciation	-	6,117	47	254	3,058	-		9,476
Non-cash (income)/expenses other than depreciation	(379)	(239)	116	(27)	(1,234)	-	C	(1,763)

	Investment RM'000	Manufacturing RM'000	Property RM'000	Trading RM'000	Hospitality RM'000	Eliminations RM'000	Note	Total RM'000
2021								
Revenue								
External sales	271	182,174	99	8,249	6,015	-		196,808
Inter-segment sales	9,960	3,199	630	3	-	(13,792)	A	-
Total revenue	10,231	185,373	729	8,252	6,015	(13,792)		196,808
Result								
Segment results	110	32,064	(390)	300	(1,766)	-		30,318
Finance income								26
Finance costs								(1,284)
Share of results of joint ventures								2,165
Profit before tax								31,225
Taxation								(7,553)
Profit for the financial year								23,672
Assets								
Segment assets	18,211	216,062	4,835	10,590	82,799	-		332,497
Investment in joint ventures								29,959
Current tax assets								814
Total assets								363,270
Liabilities								
Segment liabilities	453	40,806	63	1,596	7,127	-		50,045
Deferred tax liabilities								10,709
Current tax liabilities								1,137
Total liabilities								61,891
Other segment information								
Additions to non-current assets	-	8,485	-	215	56	-	B	8,756
Depreciation	-	6,961	4	211	3,029	-		10,205
Non-cash expenses/(income) other than depreciation	193	(60)	100	-	(156)	-	C	77

Notes to segmental information:

A Inter-segment revenue are eliminated on consolidation.

B Additions to non-current assets consist of:

	2022 RM'000	2021 RM'000
Property, plant and equipment	10,664	7,980
Investment properties	2,300	-
Right-of-use assets	2,189	776
	15,153	8,756

It excludes the additions of financial instruments.

C Other material non-cash (income)/expenses other than depreciation consist of the following items:

	2022 RM'000	2021 RM'000
Bad debts	2	-
Equity-settled share-based payments	632	193
Fair value (gain)/loss on investment properties	(1,220)	100
Fair value gain on short term funds	(1,051)	-
Gain on disposal of property, plant and equipment	(25)	(60)
Loss on derecognition of right-of-use asset	136	-
Property, plant and equipment written off	114	-
Reversal of allowance for expected credit losses	(26)	(156)
Unrealised gain on foreign exchange	(325)	-
	(1,763)	77

Geographical segments

Revenue and non-current assets information based on the geographical location of customers and non-current assets respectively are as follows:

	Revenue		Non-current assets	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Malaysia	202,948	181,795	202,441	195,838
Asia Pacific	19,501	13,266	4,167	1,535
United States of America	568	1,294	-	-
Europe	710	451	-	-
Others	-	2	-	-
	223,727	196,808	206,608	197,373

Information about major customers

There is no single customer that contributed to 10% or more of the Group's revenue during the financial year.

34. RELATED PARTY DISCLOSURES

(i) Identity of related parties

The Group has related party relationship with its subsidiaries, joint ventures, key management personnel and the following parties:

Related parties	Relationship
Fame Pack Holdings Sdn. Bhd.	: A substantial shareholder of the Company and connected to Mr. Koay Chiew Poh.
Koay Boon Pee Holding Sdn. Bhd.	: A company in which the directors of the Company, namely Koay Chiew Poh, Koay Chiew Kang and Koay Chue Beng, have substantial financial interests.
Peoples Primary Healthcare Sdn. Bhd.	: A company in which the directors of the Company, namely Koay Teng Liang and Koay Teng Kheong, have substantial financial interests.
Peoples Primary Pharmacy Sdn. Bhd.	: A company in which the directors of the Company, namely Koay Teng Liang and Koay Teng Kheong, have substantial financial interests.

(ii) **Related Parties Transactions**

Related party transactions have been entered into at terms agreed between the parties during the financial year.

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Dividend income from subsidiaries	-	-	11,000	10,000
Dividend income from a joint venture	-	-	1,500	1,000
Advances to subsidiaries	-	-	5,700	2,219
Debts capitalisation to investment in a subsidiary	-	-	(5,465)	-
Rental of premises paid to related parties:				
- Fame Pack Holdings Sdn. Bhd.	244	233	-	-
- Koay Boon Pee Holding Sdn. Bhd.	83	83	-	-
Rental of premises paid to certain directors of the Company:				
- Mr. Koay Teng Kheong	24	24	-	-
- Mr. Koay Teng Liang	54	54	-	-
Rental of premise paid to a director of a subsidiary, Madam Ooi Siew Hong	6	6	-	-
Rental of motor vehicles paid to Koay Boon Pee Holding Sdn. Bhd.	756	613	-	-
Medical care and supplies paid to related parties:				
- Peoples Primary Healthcare Sdn. Bhd.	218	269	-	-
- Peoples Primary Pharmacy Sdn. Bhd.	46	68	-	-

(iii) **Compensation of key management personnel**

Key management personnel are those persons including directors having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company, either directly or indirectly.

The remuneration of the directors and other members of key management during the financial year is as follows:

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Directors' fees	329	78	100	78
Salaries and other short-term employee benefits	7,195	6,567	-	-
EPF	1,159	1,091	-	-
Equity-settled share-based payments	410	164	30	18
	9,093	7,900	130	96
Analysed as:				
- Directors	7,008	5,467	124	92
- Key management personnel	2,085	2,433	6	4
	9,093	7,900	130	96

The directors and other members of key management have been granted with the following number of share options:

	GROUP AND COMPANY	
	Number of ESOS	
	2022	2021
	'000	'000
Balance at beginning	7	-
Bonus issue	2	-
Granted	201	80
Exercised	(189)	(69)
Rejected	(6)	(4)
Balance at end	15	7

	GROUP	
	Number of ESGS	
	2022	2021
	'000	'000
Balance at beginning	-	-
Granted	441	179
Exercised	(441)	(179)
Balance at end	-	-

The ESOS and ESGS were granted on the same terms and conditions as those offered to other employees of the Group, as disclosed in Note 38 to the financial statements.

35. FINANCIAL INSTRUMENTS

35.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as FVTPL, AC and FVOCI.

	Carrying amount RM'000	FVTPL RM'000	AC RM'000	FVOCI RM'000
GROUP				
2022				
Financial assets				
Other investments	85,336	81,053	-	4,283
Trade receivables	50,416	-	50,416	-
Other receivables and refundable deposits	873	-	873	-
Cash and bank balances	37,501	-	37,501	-
	174,126	81,053	88,790	4,283
Financial liabilities				
Borrowings	13,696	-	13,696	-
Trade payables	9,308	-	9,308	-
Other payables and accruals excluding SST and GST payable	10,669	-	10,669	-
	33,673	-	33,673	-
2021				
Financial assets				
Other investments	26,758	25,149	-	1,609
Trade receivables	44,341	-	44,341	-
Other receivables and refundable deposits	755	-	755	-
Cash and bank balances	75,166	-	75,166	-
	147,020	25,149	120,262	1,609

	Carrying amount RM'000	FVTPL RM'000	AC RM'000	FVOCI RM'000
2021				
Financial liabilities				
Borrowings	21,434	-	21,434	-
Trade payables	13,179	-	13,179	-
Other payables and accruals excluding SST and GST payable	8,611	-	8,611	-
	43,224	-	43,224	-

COMPANY

2022

Financial assets

Other investments	24,916	24,916	-	*
Other receivables and refundable deposits	8	-	8	-
Amount due from subsidiaries	140	-	140	-
Cash and bank balances	11,215	-	11,215	-
	36,279	24,916	11,363	*

Financial liabilities

Borrowings	235	-	235	-
Other payables and accruals	42	-	42	-
	277	-	277	-

2021

Financial assets

Other investments	*	-	-	*
Other receivables and refundable deposits	2	-	2	-
Amount due from subsidiaries	3,677	-	3,677	-
Cash and bank balances	24,458	-	24,458	-
	28,137	-	28,137	*

Financial liabilities

Borrowings	418	-	418	-
Other payables and accruals	31	-	31	-
	449	-	449	-

* Represent RM1

35.2 Financial risk management

The Group and the Company are exposed to a variety of financial risks arising from their operations. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and equity price risk. The Group and the Company operate within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative activities.

35.3 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group and to the Company. The Group's exposure to credit risk arises principally from its trade receivables. The Company's exposure to credit risk arises principally from advances to subsidiaries and financial guarantees provided to financial institutions in respect of credit facilities granted to certain subsidiaries.

35.3.1 Trade receivables

The Group extends credit terms to the customers that range between **30 to 180 days** (2021: 30 to 120 days). Credit terms extended to its customers is based on careful evaluation on the customers' financial condition and payment history. Receivables are monitored on an ongoing basis via Group's management reporting procedures and action will be taken for long outstanding debts. In order to further minimise its exposure to credit risk, the Group requires deposits from the customers.

The maximum exposure to credit risk arising from trade receivables is represented by the carrying amount in the statements of financial position.

The ageing analysis of trade receivables of the Group as at the end of the reporting period is as follows:

	Gross RM'000	Allowance for expected credit losses RM'000	Net RM'000
GROUP			
2022			
Not past due	40,772	-	40,772
1 to 30 days past due	7,086	-	7,086
31 to 60 days past due	1,687	-	1,687
61 to 90 days past due	654	-	654
More than 90 days past due	217	-	217
	9,644	-	9,644
Individually impaired	3	(3)	-
	50,419	(3)	50,416
2021			
Not past due	34,792	-	34,792
1 to 30 days past due	7,000	-	7,000
31 to 60 days past due	1,730	-	1,730
61 to 90 days past due	699	-	699
More than 90 days past due	120	-	120
	9,549	-	9,549
Individually impaired	109	(109)	-
	44,450	(109)	44,341

Trade receivables that are neither past due nor impaired are credit worthy customers with good payment record with the Group. None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

The Group has trade receivables amounting to **RM9,643,834** (2021: RM9,549,272) that are past due but not impaired at the end of the reporting period as the management is of the view that these debts will be collected in due course.

The allowance account in respect of trade receivables is used to record impairment losses. Unless the Group is satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.

As at the end of the reporting period, the Group has no significant concentration of credit risk.

Maximum exposure to credit risk

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets as at the end of the reporting period which are grouped together as they are expected to have similar risk nature.

	Gross RM'000	Allowance for expected credit losses RM'000	Net RM'000
Credit risk rating			
GROUP			
2022			
Low risk	50,474	-	50,474
Individually impaired	3	(3)	-
	50,477	(3)	50,474
2021			
Low risk	44,341	-	44,341
Individually impaired	109	(109)	-
	44,450	(109)	44,341

In managing the credit risk of the trade receivables and contract assets, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. The Group measures the allowance for expected credit losses of trade receivables and contract assets at an amount equal to lifetime ECL using a simplified approach. The expected credit losses on trade receivables and contract assets are estimated based on past default experience and an analysis of the trade receivables' and contract assets' current financial position, adjusted for factors that are specific to the trade receivables and contract assets such as liquidation and bankruptcy. Forward looking information such as gross domestic products ("GDP") rate has been incorporated in determining the expected credit losses.

Trade receivables are usually collectible and the Group does not have much material historical bad debts written off or impairment of trade receivables. There are circumstances where the settlement of trade receivables will take longer than the credit terms given to the customers. The delay in settlement is mainly due to disagreement of pricing and quality issue or administrative matter. No expected credit losses is provided during the financial year based on the above assessment as the impact to the Group's financial statements is not material.

35.3.2 Financial guarantees

The Company provides unsecured financial guarantees to financial institutions in respect of banking facilities granted to certain subsidiaries and a joint venture company up to a limit of **RM153,579,252** (2021: RM165,899,803), of which the amount utilised as at the end of the reporting period was **RM25,965,989** (2021: RM34,171,339), representing the credit risk exposure to the Company as at that date.

The Company monitors on an ongoing basis the results of the subsidiaries and a joint venture company and repayments made by the subsidiaries and a joint venture company. As at the end of the reporting period, there was no indication that any subsidiaries and a joint venture company would default on repayment. The directors considered that the fair value of the financial guarantee contracts on initial recognition is insignificant.

35.3.3 Intercompany advances

The Company provides advances to its subsidiaries and monitors their results regularly.

The maximum exposure to credit risk is represented by the carrying amount in the statements of financial position.

As at the end of the reporting period, there was no indication that the advances to its subsidiaries are not recoverable. The Company does not specifically monitor the ageing of these advances.

35.4 Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as and when they fall due. The Group and the Company actively manage their debt maturity profile, operating cash flows and availability of funding so as to ensure that all repayment and funding needs are met. As part of their overall prudent liquidity management, the Group and the Company maintain sufficient levels of cash and cash equivalents to meet their working capital requirements.

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period and are based on undiscounted contractual payments:

	Carrying amount RM'000	Contractual cash flows RM'000	Within one year RM'000	More than one year and less than five years RM'000	More than five years RM'000
GROUP					
2022					
<i>Non-derivative financial liabilities</i>					
Borrowings	13,696	14,436	9,738	4,698	-
Lease liabilities	1,979	2,001	962	1,039	-
Trade payables	9,308	9,308	9,308	-	-
Other payables and accruals excluding SST and GST payable	10,669	10,669	10,669	-	-
Total undiscounted financial liabilities	35,652	36,414	30,677	5,737	-
2021					
<i>Non-derivative financial liabilities</i>					
Borrowings	21,434	23,012	14,974	6,966	1,072
Lease liabilities	1,089	1,259	872	387	-
Trade payables	13,179	13,179	13,179	-	-
Other payables and accruals excluding SST and GST payable	8,611	8,611	8,611	-	-
Total undiscounted financial liabilities	44,313	46,061	37,636	7,353	1,072
COMPANY					
2022					
<i>Non-derivative financial liabilities</i>					
Borrowings	235	235	235	-	-
Other payables and accruals	42	42	42	-	-
Financial guarantees *	-	25,966	25,966	-	-
Total undiscounted financial liabilities	277	26,243	26,243	-	-
2021					
<i>Non-derivative financial liabilities</i>					
Borrowings	418	418	418	-	-
Other payables and accruals	31	31	31	-	-
Financial guarantees *	-	34,171	34,171	-	-
Total undiscounted financial liabilities	449	34,620	34,620	-	-

* The financial guarantees are included for illustration purpose only as they have not crystallised as at the end of the reporting period.

35.5 Interest rate risk

The Group's and the Company's fixed rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's and the Company's floating rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

The interest rate profile of the Group's and the Company's interest-bearing financial instruments based on their carrying amount as at the end of the reporting period are as follows:

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Fixed rate instruments				
Financial assets	231	728	-	-
Financial liabilities	6,940	11,943	-	-
Floating rate instruments				
Financial liabilities	6,756	9,491	235	418

Fair value sensitivity analysis for fixed rate instruments

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group and the Company do not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

An increase of 25 basis point at the end of the reporting period would have an insignificant impact to the Group's and the Company's profit before tax and equity. These changes are considered to be reasonably possible based on observation of current market conditions. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

35.6 Foreign currency risk

The objectives of the Group's foreign exchange policy are to allow the Group to manage exposures that arise from trading activities effectively within a framework of controls that does not expose the Group to unnecessary foreign exchange risks.

The Group is exposed to foreign currency risk mainly on sales and purchases that are denominated in a currency other than the respective functional currencies of the Group entities. The currencies giving rise to this risk are primarily United States Dollar ("USD") and Singapore Dollar ("SGD").

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the foreign currencies exchange rates against Ringgit Malaysia, with all other variables held constant, of the Group's profit before tax and equity. A 10% strengthening of the RM against the following currencies at the end of the reporting period would have decreased profit before tax and equity by the amount shown below and a corresponding weakening would have an equal but opposite effect.

	GROUP	
	2022	2021
	RM'000	RM'000
USD	1,859	1,445
SGD	429	676
Others	(7)	(4)
Decrease in profit before tax	2,281	2,117
Decrease in equity	1,734	1,609

35.7 Equity price risk

Market price risk is the risk that the fair value or future cash flows of the Group's financial assets designated at FVTPL and FVOCI will fluctuate because of changes in market prices. Equity price risk arises from the Group's other investments which are the equity securities quoted in both local and foreign countries and investment in unit trusts and short term funds.

Management of the Group monitors the equity investments on a portfolio basis. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board of Directors of the Company. While for the investment in unit trusts and short term funds, the management of the Group monitors the unit trusts and short term funds and it can be redeemed at any time upon notice given to the financial institution.

Sensitivity analysis for equity price risk

As at the end of the reporting period, if the share prices of the quoted equity securities had been 5% higher/lower, with all other variables held constant, the Group's equity would have been **RM214,149** (2021: RM80,429) higher/lower respectively, arising as a result of higher/lower fair value gain on investment in quoted shares.

As at the end of the reporting period, if the prices of the unit trusts and short term funds had been 1% higher/lower, with all other variables held constant, the Group's profit before tax and equity would have been higher/lower by the amount shown below, arising as a result of higher/lower fair value gain on investment in unit trusts and short term funds.

	GROUP		COMPANY	
	2022	2021	2022	2021
	RM'000	RM'000	RM'000	RM'000
Increase in profit before tax and equity	811	682	249	179

36. FAIR VALUE MEASUREMENT

The carrying amounts of the Group's and the Company's financial assets (other than investments in quoted financial instruments) and financial liabilities as at the end of the reporting period approximate their fair values due to their short term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

The carrying amount of the non-current portion of finance lease liabilities is reasonable approximation of fair values due to the insignificant impact of discounting.

36.1 Financial assets that are measured at fair value on a recurring basis

The table below analyses financial instruments measured at fair value at the end of the reporting period, by the level in the fair value hierarchy:

	Level 1	Level 2	Level 3	Total	Carrying amount
	RM'000	RM'000	RM'000	RM'000	RM'000
GROUP					
2022					
Financial asset					
Other investments	85,336	-	-	85,336	85,336
2021					
Financial asset					
Other investments	26,758	-	-	26,758	26,758

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Carrying amount RM'000
COMPANY					
2022					
Financial asset					
Other investments	24,916	-	-	24,916	24,916
2021					
Financial asset					
Other investments	-	-	-	-	-

Level 1 fair value

Level 1 fair value of the other investments is derived by reference to their quoted market prices in active markets at the end of reporting period.

Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as at the date of the event or change in circumstances that caused the transfer. There were no transfers between level 1, 2 and level 3 during the financial year.

36.2 Non-financial assets that are measured at fair value

The directors determine the recurring fair values of the Group's investment properties based on the followings:

- With reference to valuation report by external independent qualified property valuer using the market comparison method, being comparison of current price in an active market for similar properties in the same location and condition and where necessary, adjusting for location, accessibility, visibility, time, size, present market trends and other differences; and
- Current market values with reference to the selling prices of similar properties.

Details of the Group's investment properties and information about the fair value hierarchy are as follows:

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Carrying amount RM'000
GROUP					
2022					
Investment properties	-	24,830	-	24,830	24,830
2021					
Investment properties	-	21,310	-	21,310	21,310

Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

Level 2 fair value of investment properties have been generally derived using the market comparison approach. Selling price of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as at the date of the event or change in circumstances that caused the transfer. There were no transfers between Level 1, Level 2 and Level 3 during the financial year.

37. CAPITAL MANAGEMENT

The primary objective of the Group's and the Company's capital management policy is to maintain a strong capital base to support their business and to maximise shareholders' value.

The Group and the Company manage their capital structure and make adjustments to it in the light of changes in economic conditions or expansion of the Group and of the Company. The Group and the Company may adjust the capital structure by issuing new shares, returning capital to shareholders or adjusting the amount of dividends to be paid to shareholders or sell assets to reduce debts. No changes were made in the objective, policy and process during the financial year under review as compared to the previous financial year.

The Group and the Company consider their total equity and total loans and borrowings to be the key components of their capital structure. The Group and the Company monitor capital using a debt to equity ratio, which is calculated as total borrowings divided by total equity as follows:

	GROUP		COMPANY	
	2022 RM'000	2021 RM'000	2022 RM'000	2021 RM'000
Total borrowings	13,696	21,434	235	418
Less: Cash and bank balances	(37,501)	(75,166)	(11,215)	(24,458)
Net cash	(23,805)	(53,732)	(10,980)	(24,040)
Total equity	341,286	301,379	183,480	169,692
Gearing ratio	N/A ⁽ⁱ⁾	N/A ⁽ⁱ⁾	N/A ⁽ⁱ⁾	N/A ⁽ⁱ⁾

⁽ⁱ⁾ N/A – Not applicable as net cash position

38. EMPLOYEE SHARE OPTION SCHEME (“ESOS”) AND EMPLOYEE SHARE GRANT SCHEME (“ESGS”)

The Company's ESOS and ESGS is governed by the By-Laws approved by the shareholders at the Extraordinary General Meeting held on 29 August 2017. The ESOS and ESGS will be in force for a maximum period of five years till 6 October 2022 and had been extended for a further five years which expiring on 6 October 2027.

The salient features of the ESOS and ESGS are as follows:

- (i) The total number of new ordinary shares which are available to be issued under the ESGS and ESOS shall not in aggregate exceed fifteen percent (15%) of the total issued and share capital (excluding treasury shares) of the Company at any point in time during the duration of the scheme.
- (ii) A person shall be eligible to participate in the ESGS and ESOS if, as at the date of offer, has attained the age of at least eighteen (18) years old; not be an undischarged bankrupt nor subject to any bankruptcy proceedings; is serving in a specific designation under an employment contract, whether on a permanent contract or for a fixed duration. Eligibility to participate in the scheme does not confer on an Eligible Person a claim or right to participate in the scheme unless the Scheme Committee has made an offer and the Eligible Person has accepted the offer in accordance with the terms of the offer and the scheme. The selection of any Eligible Person to participate in the scheme shall be at the discretion of the Scheme Committee.
- (iii) The aggregate maximum number of shares that may be allocated shall be determined by the Scheme Committee, on an annual basis, provided that the allocation to any individual Eligible Person who, either singly or collectively through persons connected with that Eligible person, holds twenty percent (20%) or more of the issued share capital of the Company, shall not exceed ten percent (10%) of the Maximum Shares Available.
- (iv) The options shall continue to be in force for a period of five (5) years thereafter, provided that the approval of Bursa securities for the listing of and quotation for the new shares to be issue; the approval of the shareholders of the Company; and the fulfilment of all conditions attached to the approvals.
- (v) The new ordinary shares to be allotted upon the exercise of the option will, upon allotment, rank *pari passu* in all respects with the then existing issued and fully paid-up shares of the Company, except that the new ordinary shares so allotted will not be entitled to any rights, dividends, allotments or other forms of distribution, the entitlement date of which is declared prior to the date of allotment of the ordinary shares and will be subject to all the provisions of the Constitution of the Company and the Listing Requirements relating to transfer, transmission and otherwise.

ESOS

Movement of ESOS during the financial year

The following table illustrates the number and weighted average exercise prices (“WAEP”) of, and movements in, ESOS during the financial year:

Existing ESOS	Grant date	Exercise price RM	Number of ESOS					Balance at 31.12.22
			Balance at 1.1.22	Granted	Effect of bonus issue	Exercised	Rejected	
I	21.7.21	0.560	6,500	-	2,600	-	-	9,100
II	30.6.22	0.465	-	372,664	-	(313,383)	(26,872)	32,409
III	19.10.22	0.495	-	50,030	-	(15,302)	(18,750)	15,978

Existing ESOS	Grant date	Exercise price RM	Number of ESOS				Balance at 31.12.21
			Balance at 1.1.21	Granted	Exercised	Rejected	
I	21.7.21	0.785	39,500	-	(33,000)	-	6,500
II	26.10.21	0.750	-	52,000	(48,000)	(4,000)	

The weighted average fair value of ESOS during the financial year was **RM0.16** (2021: RM0.22).

The weighted average share price at the date of the ESOS exercised during the financial year was **RM0.60** (2021: RM1.00).

Fair value of ESOS

The fair value of the ESOS granted were estimated at the grant date using the Black-Scholes Model, taking into account the terms and conditions upon which the ESOS were granted.

The following table lists the inputs to the Black-Scholes Model for the financial year ended 31 December:

	GROUP			
	21.7.21	26.10.21	30.6.22	19.10.22
Offer date				
Fair value of ESOS at grant date (RM)	0.2491	0.1943	0.1576	0.2111
Expected volatility (%)	72.93	50.38	23.30	30.27
Risk-free interest rate (% p.a.)	3.48	3.48	3.55	4.25
Expected dividend yield (%)	0	0	0	0
Expected life of option (days)	441	344	1,924	1,813
Share price (RM)	1.02	1.00	0.56	0.60
Exercise price (RM)	0.785	0.750	0.465	0.495

The expected life of the ESOS is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the ESOS is indicative of future trends, which may not necessarily be the actual outcome.

ESGS

Movement of ESGS during the financial year

The movements of the ESGS during the financial year is as follows:

Existing ESGS	Grant date	----- Number of ESGS -----				Balance at 31.12.22
		Balance at 1.1.22	Granted	Exercised	Rejected	
I	30.6.22	-	601,422	(601,422)	-	-
II	19.10.22	-	448,530	(439,780)	(8,750)	-

Existing ESGS	Grant date	----- Number of ESGS -----				Balance at 31.12.21
		Balance at 1.1.21	Granted	Exercised	Rejected	
I	21.7.21	-	39,500	(39,500)	-	-
II	26.10.21	-	172,000	(172,000)	-	-

The weighted average fair value of ESGS during the financial year was **RM0.55** (2021: RM0.82). The eligible persons will be awarded ordinary shares in the Company without any consideration payable by them.

39. **SIGNIFICANT EVENT**

On 17 June 2022, the Company has completed the bonus issue of shares on the basis of two (2) bonus shares for every five (5) existing shares held.

**LIST OF PROPERTIES OWNED BY
PUBLIC PACKAGES HOLDINGS BERHAD AND ITS SUBSIDIARIES
AS AT 31 DECEMBER 2022**

Location	Title	Existing Use	Date of Last Revaluation	Age of Building (years)	Land area / Built-up area (sq.feet)	Carrying Amount as at 31.12.22 RM
PUBLIC PACKAGES SDN. BHD.						
Plot 72 Lintang Kampong Jawa Bayan Lepas Industrial Estate, Penang	Leasehold 2.10.2047	Factory building	28.11.2007	33	22,509 / 11,516	987,625
Plot 96(A) Lintang Kampong Jawa Bayan Lepas Industrial Estate, Penang	Leasehold 22.5.2050	Factory building	28.11.2007	33	32,356 / 5,688	1,253,254
Plot 96(B) Lintang Kampong Jawa Bayan Lepas Industrial Estate, Penang	Leasehold 5.7.2054	Factory building	28.11.2007	26	16,985 / 9,979	451,947
Plot 67 Lintang Kampong Jawa Bayan Lepas Industrial Estate, Penang	Leasehold 14.8.2047	Factory and office building	28.11.2007	34	44,083 / 94,249	2,268,510
Plot 116 Lintang Kampong Jawa Bayan Lepas Industrial Estate, Penang	Leasehold 18.10.2055	Factory and office building	28.11.2007	28	84,183 / 7,317	1,864,081
Block F95 Taman Pelangi, Prai (10 units)	Leasehold 22.4.2092	Hostel	28.11.2007	26	- / 500 (per unit)	391,176

Location	Title	Existing Use	Date of Last Revaluation	Age of Building (years)	Land area / Built-up area (sq.feet)	Carrying Amount as at 31.12.22 RM
PUBLIC PACKAGES (NT) SDN. BHD.						
Lot 5632 Mukim 11 (Nibong Tebal) Seberang Perai Selatan, Penang	Freehold	Factory Building	28.11.2007	28	- / 137,152	9,214,166
PPH PRINTING & PACKAGING (PENANG) SDN. BHD.						
Plot 482 Jalan Perusahaan Baru, Prai Industrial Estate, Penang	Leasehold 23.2.2049	Factory and office building	28.11.2007	33	43,738 / 38,474	1,547,302
A-1-3 Kelisa Apartment Lorong Kikik Satu, Taman Inderawasih, Seberang Perai	Freehold	Hostel	28.11.2007	30	- / 726	63,000
Block F95 Taman Pelangi, Prai (10 units)	Leasehold 22.4.2092	Hostel	28.11.2007	26	- / 500 (per unit)	391,177
Plot 468 Jalan Perusahaan Baru, Prai Industrial Estate, Penang	Leasehold 19.4.2049	Factory and office building	28.11.2007	33	93,329 / 77,727	3,548,269
PUBLIC PACKAGES (PRAI) SDN. BHD.						
Plot 60 P.T. No: 2941 Prai Industrial Estate Phase 4 Mukim 11 Seberang Perai Tengah, Penang	Leasehold 29.6.2052	Factory and office building	28.11.2007	28	261,361 / 140,924	9,883,175
PPH PRINTING & PACKAGING (KULIM) SDN. BHD.						
Plot 75 Kulim Industrial Estate Kulim, Kedah	Leasehold 21.9.2049	Factory and office building	28.11.2007	32	52,272 / 54,140	1,312,806

Location	Title	Existing Use	Date of Last Revaluation	Age of Building (years)	Land area / Built-up area (sq.foot)	Carrying Amount as at 31.12.22 RM
PUBLIC PACKAGES PROPERTIES SDN. BHD.						
Lot 5632 Mukim 11 (Nibong Tebal) Seberang Perai Selatan, Penang	Freehold	Rental	31.12.2022	-	511,877 / -	6,578,000
84 Lebuhraya Kapal, Perai, Penang	Freehold	Rental	31.12.2022	37	1,389 / 2,800	440,000
5-2-4 Edgumbe Court, Penang	Freehold	Rental	31.12.2022	33	- / 700	430,000
Unit SB15 Block A, No. 1 Persiaran Gurney, Penang	Freehold	Rental	31.12.2022	34	- / 1,815	1,250,000
Unit I-4-3 Taman Desa Relau, Penang	Freehold	Rental	31.12.2022	30	- / 700	260,000
Unit 368-2-04 Belisa Row Jalan Burma, Penang	Freehold	Rental	31.12.2022	27	- / 1,055	650,000
No. A-17-02, Verticas Residensi, off Jalan Ceylon, Kuala Lumpur	Freehold	Rental	31.12.2022	12	- / 2,111	1,800,000
Lot15 Jalan Utas 15/7 Section 15 40000 Shah Alam, Selangor	Leasehold 31.10.2070	Rental	31.12.2022	9	14,966 / 273	5,453,037
No.92A, Jalan Pisang Berangan, 11700 Glugor Penang	Leasehold 01.07.2117	Rental	23.03.2022	1	- / 3,800	2,300,093
PPH PLAZA SDN. BHD.						
Lot 742 Section 23 Bandar Georgetown Daerah Timur Laut, Penang	Freehold	Hotel	23.12.2002	-	39,107	51,160,827
Lot 741 & 743 Section 23 Bandar Georgetown Daerah Timur Laut, Penang	Freehold	Rental	31.12.2022	-	17,137	17,700,000
						121,198,445

ANALYSIS OF SHAREHOLDINGS

SHARE CAPITAL as at 3 APRIL 2023

No. of shares	:	265,851,591 shares
Classes of Shares	:	Ordinary shares
Voting Rights	:	One vote per ordinary share
No. of Shareholders	:	4,100

SUBSTANTIAL SHAREHOLDERS (Excluding Bare Trustees) as at 3 APRIL 2023

Name	No. of Ordinary Shares Held			
	Direct Interest	%	Indirect Interest	%
1. Fame Pack Holdings Sdn. Bhd.	108,558,408	40.83	-	-
2. Multiple Accomplishments Sdn. Bhd.	17,548,763	6.60	-	-
3. Koay Chiew Poh	10,445,251	3.93	118,217,823 *	44.47
4. Ooi Siew Hong	450,426	0.17	118,217,823 *	44.47
5. Koay Teng Liang	1,991,903	0.75	17,548,763 **	6.60
6. Koay Teng Kheong	1,879,910	0.71	17,548,763 **	6.60

Note:

* Deemed interested by virtue of Section 8 and Section 59(1)(c) of the Companies Act 2016 by virtue of shares held through Fame Pack Holdings Sdn. Bhd., Koay Boon Pee Holding Sdn. Bhd., and son respectively.

** Deemed interested by virtue of Section 8 of the Companies Act 2016 by virtue of shares held through Multiple Accomplishments Sdn. Bhd.

DIRECTORS' SHAREHOLDINGS as at 3 APRIL 2023

Name	No. of Ordinary Shares Held			
	Direct Interest	%	Indirect Interest	%
1. Koay Chiew Poh	10,445,251	3.93	118,668,249 (a)	44.64
2. Koay Chiew Kang	2,567,749	0.97	9,836,390 (b)	3.70
3. Koay Teng Liang	1,991,903	0.75	17,548,763 (c)	6.60
4. Koay Teng Kheong	1,879,910	0.71	17,548,763 (c)	6.60
5. Nurjannah Binti Ali	-	-	-	-
6. Koay Chue Beng	938,860	0.35	9,443,999 (d)	3.55
7. Tang Boon Lee	11,519	0.01	-	-
8. Dr. Sek Weng Yew	-	-	-	-
9. Soon Poh Lean	-	-	-	-

Notes:

(a) Deemed interest pursuant to Section 8 and Section 59(1)(c) of the Companies Act 2016 by virtue of shares held through Fame Pack Holdings Sdn. Bhd., Koay Boon Pee Holding Sdn. Bhd., his spouse and son respectively.

(b) Deemed interest pursuant to Section 8 and Section 59(1)(c) of the Companies Act 2016 by virtue of shares held through Koay Boon Pee Holding Sdn. Bhd., his spouse and daughter respectively.

(c) Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of shares held through Multiple Accomplishments Sdn. Bhd.

(d) Deemed interest pursuant to Section 8 of the Companies Act 2016 by virtue of shares held through Koay Boon Pee Holding Sdn. Bhd.

DISTRIBUTION OF SHAREHOLDERS as at 3 APRIL 2023

Holdings	No. of	%	No. of Shares	%
Less than 99	346	8.44	18,555	0.01
100 - 1,000	385	9.39	165,025	0.06
1,001 - 10,000	1,488	36.29	7,550,029	2.84
10,001 - 100,000	1,687	41.15	46,877,036	17.63
100,001 - 13,292,578 *	192	4.68	85,133,775	32.02
13,292,579 and above **	2	0.05	126,107,171	47.44
TOTAL	4,100	100.00	265,851,591	100.00

Remark: * Less than 5% of issued shares

** 5% and above of issued shares

THIRTY LARGEST SHAREHOLDERS as at 3 APRIL 2023

No.	Name	No. of Shares	%
1.	Fame Pack Holdings Sdn. Bhd.	108,558,408	40.84
2.	Multiple Accomplishments Sdn. Bhd.	17,548,763	6.60
3.	Koay Chiew Poh	10,445,251	3.93
4.	Koay Boon Pee Holding Sdn. Bhd.	9,443,999	3.55
5.	Alliancegroup Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Kong Kok Choy (8092812)	3,520,080	1.33
6.	Koay Chiew Kang	1,911,753	0.72
7.	Koay Teng Liang	1,902,903	0.72
8.	Koay Teng Kheong	1,790,910	0.67
9.	HLB Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Lee Poh Kwee	1,650,000	0.62
10.	RHB Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Gan Seong Liam	1,400,000	0.53
11.	George Lee Sang Kian	1,387,400	0.52
12.	Koay Chew Guan	1,269,951	0.48
13.	Do Hock Kwong	1,264,619	0.48
14.	Loh Chung Hai	1,030,000	0.39
15.	RHB Nominees (Asing) Sdn. Bhd. Pledged Securities Account For Robert Wing-Yee Snashall	991,200	0.37
16.	Koay Chue Beng	938,860	0.35
17.	Tan Yau Lam	910,660	0.34
18.	Gan Kho @ Gan Hong Leong	886,200	0.33
19.	Kong Jit Chong	850,000	0.32
20.	PM Nominees (Tempatan) Sdn. Bhd. Malpac Management Sdn. Bhd.	827,999	0.31
21.	Koay Chiew Lee	800,195	0.30
22.	Raymond Ong Kee Chuen	800,000	0.30
23.	Gan Kho @ Gan Hong Leong	772,800	0.29
24.	Tan Aik Choon	727,800	0.27
25.	HSBC Nominees (Asing) Sdn. Bhd. Morgan Stanley & Co. International PLC (Firm A/C)	671,800	0.25
26.	Koay Chiew Kang	655,996	0.25
27.	Public Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Cheam May Choo (E-KTN)	640,239	0.24
28.	Public Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Cheam May Yoon (E-IMO)	640,207	0.24
29.	Public Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Chung Kai Sun (E-TJJ)	620,000	0.23
30.	Public Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Cheam Heng Chai (E-KTN)	610,240	0.23
		175,468,233	66.00

PROXY FORM

Number of Shares Held	CDS ACCOUNT NO.												

PUBLIC PACKAGES HOLDINGS BERHAD
Registration No. 198701003743 (162413-K)
(Incorporated in Malaysia)

* I / We (*NRIC/Passport/Company No.....)
 (Full Name in Block Letters)

of
 (Address)

being a * member / members of the abovenamed Company, hereby appoint:

Full Name in Block Letters	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Telephone No.			

*and/or

Full Name in Block Letters	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Telephone No.			

or failing whom, the Chairman of the meeting as *my/our proxy to vote for *me/us on *my/our behalf at the 36th Annual General Meeting (“AGM”) of the Company will be held at Angier & Borden Level 4, Meeting Room, The Prestige Hotel of 8 Gat Lebuhraya, 10300 Penang on Monday, 29 May 2023 at 10.00 a.m. and at any adjournment thereof.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To re-elect Mr. Koay Chiew Kang as a Director of the Company.		
2.	To re-elect Puan Nurjannah Binti Ali as a Director of the Company.		
3.	To re-elect Dr. Sek Weng Yew as a Director of the Company.		
4.	To re-elect Mr. Soon Poh Lean as a Director of the Company.		
5.	To approve the payment of Directors’ Fees.		
6.	To approve the payment of Directors’ Benefits.		
7.	To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company.		
8.	To authorise the Directors to allot and issue new shares in the Company.		

Signed thisday of,2023.

Signature of Member(s)/Common Seal

Notes:

1. A proxy may but need not be a member of the Company.
2. A member shall be entitled to appoint up to a maximum of two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. Where a member is an Exempt Authorised Nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds. An Exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provision of subsection 25A(1) of SICDA.
4. Where a member is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
5. For a proxy to be valid, the proxy form duly completed must be deposited at the registered office of the Company at Wisma Public Packages, Plot 67 Lintang Kampong Jawa, Bayan Lepas Industrial Estate, 11900 Bayan Lepas, Penang not less than 48 hours before the time for holding the meeting or any adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. Any completed proxy form transmitted by facsimile or electronic mail to the registered office of the Company will not be accepted.
6. In the case of a corporate member, the proxy form must be executed under the corporation’s common seal or under the hand of an officer or attorney duly authorised in which, it must be supported by a certified true copy of the relevant form or resolution appointing the officer or certified true copy of the power of attorney.
7. For the purpose of determining a member who shall be entitled to attend the 36th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 15 May 2023. Only a depositor whose name appears on the Record of Depositors as at 15 May 2023 shall be entitled to attend the 36th AGM or appoint proxies to attend and/or vote on his/her behalf.

* Strike out whichever is not applicable.

Fold along this line

AFFIX
STAMP



PUBLIC PACKAGES HOLDINGS BERHAD
Registration No. 198701003743 (162413-K)

Wisma Public Packages,
Plot 67 Lintang Kampong Jawa,
Bayan Lepas Industrial Estate,
11900 Bayan Lepas, Penang.

Fold along this line



PUBLIC PACKAGES HOLDINGS BERHAD 198701003743 (162413-K)



Wisma Public Packages Lintang Kampung Jawa,
Bayan Lepas Industrial Park 11900 Penang, Malaysia.



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+604 6436 699



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