



**PAOS HOLDINGS BERHAD**  
Registration No: 199701037036 (452536-W)  
Incorporated in Malaysia

LAPORAN TAHUNAN  
**2021**  
ANNUAL REPORT







# 24<sup>th</sup> ANNUAL GENERAL MEETING OF PAOS HOLDINGS BERHAD

Online Meeting Platform:

<https://meeting.boardroomlimited.my>

(Domain Registration No. with MYNIC  
- D6A357657), provided by Boardroom  
Share Registrars Sdn. Bhd. in Malaysia

Date :

**Friday, 26 November 2021**

Time :

**10.30 a.m.**

## WHAT'S INSIDE THIS REPORT

Notice of Annual General Meeting	02	38	Other Compliance Information
Administrative Guide for the Fully Virtual Twenty Fourth Annual General Meeting	06	39	Audit Committee Report
Corporate Information	10	42	Statement on Risk Management and Internal Control
Profile of Directors	12	45	Statement of Directors' Responsibility
Profile of Key Senior Management	14	46	Financial Statements
5 - Year Financial Highlights	15	94	Group Properties
Management Discussion and Analysis	16	95	Analysis of Shareholdings
Sustainability Statement	19	97	Analysis of Warrants Holdings
Corporate Governance Overview Statement	29		Proxy Form

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty Fourth Annual General Meeting of the Company will be conducted on a fully virtual basis through live streaming and online Remote Participation and Electronic Voting (“RPEV”) facilities via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657), provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia on Friday, 26 November 2021 at 10.30 a.m. or at any adjournment thereof for the following purposes:

## AGENDA

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 May 2021 together with the Directors’ and Auditors’ Reports thereon. **(Please refer to Explanatory Note (a))**
2. To approve the payment of Directors’ Fees of RM179,000.00 in respect of the financial year ended 31 May 2021. **(Ordinary Resolution 1)**
3. To approve the payment of Directors’ benefits to the Directors up to an amount of RM60,000.00 for the period commencing from 27 November 2021 up to the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who retire in accordance with Article 109 of the Company’s Constitution:-
  - a. Ms. Lim Chang Ching **(Ordinary Resolution 3)**
  - b. Ms. Cheah Yee Leng **(Ordinary Resolution 4)**
  - c. Ms. Goh Ying Li **(Ordinary Resolution 5)**
5. To re-appoint Messrs. KPMG PLT (LLP0010081-LCA & AF 0758) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

### SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolutions:-
  - a. Ordinary Resolution - Authority To Directors To Issue Shares

“**THAT** subject to Sections 75 and 76 of the Companies Act 2016, the Constitution of the Company and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered to issue and allot shares in the Company, at any time, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad 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 Annual General Meeting of the Company.” **(Ordinary Resolution 7)**
  - b. Ordinary Resolution - Continuing In Office of Mr. Lim Poh Seong as Independent Non-Executive Director

“**THAT** authority be and is hereby given to Mr. Lim Poh Seong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.” **(Ordinary Resolution 8)**
  - c. Ordinary Resolution - Continuing In Office of Mr. Yap Min Lee as Independent Non-Executive Director

“**THAT** authority be and is hereby given to Mr. Yap Min Lee, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.” **(Ordinary Resolution 9)**

## Notice of Annual General Meeting

- d. Ordinary Resolution - Proposed New Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature

**"THAT** subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("Paos Group") to enter into the recurrent related party transactions of a revenue or trading nature as specified in Section 2.4 of the Circular to Shareholders dated 28 September 2021, which are necessary for the Paos Group's day-to-day operations and are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

**THAT** the authority conferred shall continue to be in force until:-

- i. the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such ordinary resolution for the Proposed Shareholders' Mandate will be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed;
- ii. the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- iii. revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier;

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts, deeds and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate." **(Ordinary Resolution 10)**

7. To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

**HO MENG CHAN** (MACS 00574)

SSM PC No. 202008003175

**WU SIEW HONG** (MAICSA 7039647)

SSM PC No. 202008002457

Company Secretaries

Petaling Jaya

Selangor Darul Ehsan

28 September 2021



## Notice of Annual General Meeting

### Notes :-

1. The Twenty Fourth Annual General Meeting will be conducted on a fully virtual basis through live streaming and online RPEV facilities provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia via <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657). Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the Twenty Fourth Annual General Meeting via RPEV. Please read these Notes carefully and follow the procedures in the Administrative Guide for the fully virtual Twenty Fourth Annual General Meeting in order to participate remotely via RPEV.
2. A member of the Company entitled to attend and vote at the meeting shall be entitled to appoint more than one (1) proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
3. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
4. Where a member of a Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy and the power of attorney or other authority duly authorised in writing or if such appointor is a Corporation, under its common seal or under the hand of an officer or attorney of the Corporation duly authorised, shall either be deposited at the office of the Company's Share Registrar at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or be electronically deposited through the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
7. Depositors who appear in the Record of Depositors as at 19 November 2021 shall be regarded as Member of the Company entitled to attend the Twenty Fourth Annual General Meeting or appoint a proxy or proxies to attend and vote on his/her behalf.

### EXPLANATORY NOTES

#### a. Audited Financial Statements

This Agenda item is meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

#### b. Ordinary Resolution 2 - Directors' benefits payable

The proposed Directors' benefits payable comprises allowances and other benefits.

The total estimated amount of Directors' benefits payable is calculated based on the estimated number of Board's and Board Committees' meetings for the period from 27 November 2021 until the next Annual General Meeting and the provision for other benefits (if any). This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

#### c. Ordinary Resolution 3, Ordinary Resolution 4 and Ordinary Resolution 5 - Retirement of Directors

Article 109 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each Annual General Meeting. All Directors shall retire from office at least once in three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he/she retires. The Board is satisfied with the performance of the retiring Directors upon the assessment conducted by the Nomination Committee and hence, recommended their proposed re-election to be tabled for shareholders' approval at the Twenty Fourth Annual General Meeting. The information of their personal profiles is provided in the Company's Annual Report for the financial year ended 31 May 2021.

## Notice of Annual General Meeting

d. Ordinary Resolution 7 - Authority To Directors To Issue Shares

The existing general mandate for the authority to issue and allot shares was approved by the shareholders of the Company at the Twenty Third Annual General Meeting held on 27 November 2020. This general mandate will expire at the conclusion of the Twenty Fourth Annual General Meeting. As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to this general mandate.

The proposed Ordinary Resolution 7 under item 6, if passed, will empower the Directors pursuant to Sections 75 and 76 of the Companies Act 2016, from the conclusion of this Annual General Meeting, to issue and allot shares in the Company provided that the aggregate number of shares issued does not exceed 10% of the total number of issued share capital of the Company for the time being for such purposes as they consider would be in the best interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. This general mandate will provide flexibility to the Company for any possible fund raising activities for the purpose of funding future investment, working capital and/or acquisitions.

e. Ordinary Resolution 8 and Ordinary Resolution 9 - Continuing In Office As Independent Non-Executive Director

The proposed Ordinary Resolution 8 and Ordinary Resolution 9, both under item 6, if passed, will enable Mr. Lim Poh Seong and Mr. Yap Min Lee, who have served for more than nine (9) years to be retained and continue to act as Independent Directors of the Company. The Board had, vide the Nomination Committee, assessed the independence of Mr. Lim Poh Seong and Mr. Yap Min Lee and recommended them to continue to act as Independent Directors of the Company. The details of justifications are set out in the Corporate Governance Overview Statement in the Company's Annual Report for the financial year ended 31 May 2021.

f. Ordinary Resolution 10 - Proposed New Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 10 under item 6, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Paos Group's day-to-day operations and are in the ordinary course of business and are carried out at arm's length basis on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company. Further information on the Proposed New Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue and Trading Nature is set out in the Circular to Shareholders dated 28 September 2021.

### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the Twenty Fourth Annual General Meeting and/or any adjournment thereof, a member of the Company:-

- i. consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Twenty Fourth Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Twenty Fourth Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- ii. warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- iii. agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.

# ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL TWENTY FOURTH ANNUAL GENERAL MEETING

## 1. FULLY VIRTUAL TWENTY FOURTH ANNUAL GENERAL MEETING (“24<sup>TH</sup> AGM”)

**Day, Date and Time of Meeting** Friday, 26 November 2021 at 10.30 a.m.

**Meeting Venue and Online Meeting Platform** <https://meeting.boardroomlimited.my>  
(Domain Registration No. with MYNIC - D6A357657) provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia

As a precautionary measure amid the COVID-19 outbreak, the Company’s forthcoming 24<sup>th</sup> AGM will be conducted on a fully virtual basis through live streaming and online Remote Participation and Electronic Voting (“RPEV”) facilities via Online Meeting Platform as stated above, as the safety of our shareholders, Directors, staff and other stakeholders who will attend this meeting is of paramount importance to us.

The conduct of a fully virtual meeting of members or general meeting is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (“the Revised Guidance Note and FAQ”). The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gathering irrespective of size is prohibited.

According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

## 2. ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Only shareholders whose names appear on the Record of Depositors (“ROD”) as at 19 November 2021 shall be eligible to participate and vote remotely in the virtual 24<sup>th</sup> AGM or appoint proxy(ies)/ the Chairman of the meeting to participate and/or vote on his/her behalf.

## 3. POLL VOTING

The voting will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and will appoint Scrutineers to verify the poll results.

## 4. RPEV FACILITIES

Shareholders and proxies are advised to log in to the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> for the following services:-

- (a) Register participation for the virtual 24<sup>th</sup> AGM
- (b) Submit eProxy form electronically
- (c) Submit questions prior to the virtual 24<sup>th</sup> AGM



## Administrative Guide for the Fully Virtual Twenty Fourth Annual General Meeting

### Before the day of the virtual 24<sup>th</sup> AGM

#### Step 1 - Register online with Boardroom Smart Investor Portal (For first time registration only)

*[Note : If you have already signed with Boardroom Smart Investor Portal, you are not required to register again You may proceed to Step 2]*

- (i) Access website <https://investor.boardroomlimited.com>
- (ii) Click < Register > to sign up as a user.
- (iii) Complete registration and upload softcopy of MyKad (front and back) or passport in JPG/PNG/PDF format.
- (iv) An email will be sent to you to verify your email address.
- (v) Your registration will be verified and approved within one business day and an email notification will be provided.

#### Step 2 - Submit request for remote participation

*[Note : The registration for RPEV will be opened on 28 September 2021 and end on 24 November 2021 at 10.30 a.m.]*

##### Individual Shareholder

- (i) Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- (ii) Select “PAOS HOLDINGS BERHAD TWENTY FOURTH (24<sup>TH</sup>) VIRTUAL ANNUAL GENERAL MEETING” from the list of Corporate Meeting and click “Enter”.
- (iii) Click on “Register for RPEV”.
- (iv) Read and accept the General Terms and Conditions and enter your CDS account number to submit your request.

##### Appointment of Proxy

- (i) Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- (ii) Select “PAOS HOLDINGS BERHAD TWENTY FOURTH (24<sup>TH</sup>) VIRTUAL ANNUAL GENERAL MEETING” from the list of Corporate Meeting and click “Enter”.
- (iii) Click on “Submit eProxy Form”.
- (iv) Read and accept the General Terms and Conditions and enter your CDS account number to appoint proxy and insert proxy details and voting instructions.

##### Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee

- (i) Write to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) and provide the name of shareholder, CDS account number and Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be) to submit the request.
- (ii) Provide a softcopy of the corporate representative’s or proxy’s MyKad (front and back) or passport in PDF, JPEG or PNG format together with his / her email address.

#### Step 3 - Verification and email notification

- (i) You will receive an email from Boardroom that your request has been received and is being verified.
- (ii) Upon verification against the General Meeting Record of Depositors, you will receive an email from Boardroom with the Meeting ID, user ID and password for the virtual 24<sup>th</sup> AGM. You will also be notified in the event your registration is rejected.

## Administrative Guide for the Fully Virtual Twenty Fourth Annual General Meeting

On the day of the virtual 24 <sup>th</sup> AGM
<p><b>Step 4 - Login to RPEV</b></p> <ul style="list-style-type: none"> <li>(i) The RPEV will be opened for login commencing from 9.30 a.m. on 26 November 2021 (virtual 24<sup>th</sup> AGM to commence at 10.30 a.m.).</li> <li>(ii) Click the link provided in the email in Step 3(ii) above to join the virtual 24<sup>th</sup> AGM. Insert the Meeting ID and sign in with the user ID and password provided to you via the same email.</li> </ul>
<p><b>Step 5 - Participate</b></p> <ul style="list-style-type: none"> <li>(i) Please follow the User Guides to view the live webcast, submit questions and vote.</li> <li>(ii) To view the live webcast, select the broadcast icon.</li> <li>(iii) To ask a question during the virtual 24<sup>th</sup> AGM, select the messaging icon, type your question in the chat box and click the send button to submit.</li> </ul>
<p><b>Step 6 - Vote</b></p> <ul style="list-style-type: none"> <li>(i) Once voting has commenced, the voting icon will appear with the resolutions and voting choices until the Chairman declares the end of the voting session.</li> <li>(ii) To vote, select your voting preference from the options provided. A confirmation message will appear to indicate that your vote has been received.</li> <li>(iii) To change your vote, re-select your voting preference.</li> <li>(iv) If you wish to cancel your vote, please press "Cancel".</li> </ul>
<p><b>Step 7 - End</b></p> <ul style="list-style-type: none"> <li>(i) Upon declaration by the Chairman of the closure of the virtual 24<sup>th</sup> AGM, the live webcast will end.</li> </ul>

### 5. APPOINTMENT OF PROXY AND LODGEMENT OF PROXY FORM

Shareholders are encouraged to go online, participate and vote at the 24<sup>th</sup> AGM via remote participation. If you are unable to attend the virtual 24<sup>th</sup> AGM, you are encouraged to appoint proxy(ies) or the Chairman of the virtual 24<sup>th</sup> AGM as your proxy and indicate the voting instructions in the Proxy Form.

If you wish to participate in the virtual 24<sup>th</sup> AGM yourself, please do not submit any Proxy Form. You will not be allowed to attend the virtual 24<sup>th</sup> AGM together with a proxy appointed by you.

The Proxy Form can be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan **not later than Wednesday, 24 November 2021, 10.30 a.m.**, 48 hours before the time appointed for holding the virtual 24<sup>th</sup> AGM.

You may also submit the proxy appointment electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> **not later than Wednesday, 24 November 2021, 10.30 a.m.** For further information on the electronic submission of Proxy Form, kindly refer to the steps in the item 4 above.

If you have submitted your Proxy Form prior to the virtual 24<sup>th</sup> AGM and subsequently decide to appoint another person or wish to participate in the virtual 24<sup>th</sup> AGM by yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) **not later than Wednesday, 24 November 2021, 10.30 a.m.**, 48 hours before the virtual 24<sup>th</sup> AGM. On revocation, your proxy(ies) will not be allowed to participate in the virtual 24<sup>th</sup> AGM. In such an event, you should advise your proxy(ies) accordingly.

## Administrative Guide for the Fully Virtual Twenty Fourth Annual General Meeting

### 6. SUBMISSION OF QUESTIONS

- (a) Prior to the virtual 24<sup>th</sup> AGM

Shareholders may submit questions in relation to the agenda items by logging in to the Boardroom Portal at <https://investor.boardroomlimited.com>, select “Submit Questions” after select “PAOS HOLDINGS BERHAD TWENTY FOURTH (24<sup>TH</sup>) VIRTUAL ANNUAL GENERAL MEETING” from the list of Corporate Meeting **latest by 24 November 2021 at 10.30 a.m.**

- (b) During the virtual 24<sup>th</sup> AGM

Shareholders may type their questions in the chat box at any time during the virtual 24<sup>th</sup> AGM. The Board and Management will endeavor to provide the responses to the questions at the virtual 24<sup>th</sup> AGM. However, being mindful of time constraints, some responses may be emailed after the conclusion of the virtual 24<sup>th</sup> AGM.

### 7. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the virtual 24<sup>th</sup> AGM is allowed without the prior written permission of the Company.

### 8. ENQUIRY

If you have any enquiry prior to the virtual 24<sup>th</sup> AGM, please contact our Share Registrar during office hours on Mondays to Fridays, from 9.00 a.m. to 5.00 p.m. (except on public holidays):-

**Boardroom Share Registrars Sdn. Bhd.**

Registration No. 199601006647 (378993-D)

**Address** : 11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan

**General Line** : +603-7890 4700

**Fax Number** : +603-7890 4670

**Email** : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the virtual 24<sup>th</sup> AGM and/or any adjournment thereof, a member of the Company:-

- (i) consents to the collection, use and disclose of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the virtual 24<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the virtual 24<sup>th</sup> AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”);
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member’s breach of warranty.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS



#### AUDIT COMMITTEE

**Lim Poh Seong** (Chairman)  
**Yap Min Lee**  
**Goh Ying Li**

*Independent Non-Executive Director*  
*Independent Non-Executive Director*  
*Independent Non-Executive Director*

#### NOMINATION COMMITTEE

**Goh Ying Li** (Chairman)  
**Yap Min Lee**

*Independent Non-Executive Director*  
*Independent Non-Executive Director*

#### REMUNERATION COMMITTEE

**Lim Poh Seong** (Chairman)  
**Lim Chang Ching**  
**Cheah Yee Leng**

*Independent Non-Executive Director*  
*Non-Independent Executive Director*  
*Non-Independent Non-Executive Director*

#### COMPANY SECRETARIES

**Ho Meng Chan** (MACS 00574)  
SSM PC No. 202008003175

**Wu Siew Hong** (MAICSA 7039647)  
SSM PC No. 202008002457

#### REGISTERED OFFICE

No. 308, Block A (3<sup>rd</sup> Floor),  
Kelana Business Centre,  
97, Jalan SS7/2, Kelana Jaya,  
47301 Petaling Jaya,  
Selangor Darul Ehsan.

Phone No. : 03-7492 1818  
Fax No. : 03-7492 1933

## Corporate Information



FROM LEFT TO RIGHT

**LIM CHANG CHING**

Executive Chairman, Non-Independent Executive Director

**LIM ZHEN QI**

Non-Independent Executive Director

**ALICE BOO MIAU LI**

Non-Independent Executive Director

**LIM POH SEONG**

Independent Non-Executive Director

**YAP MIN LEE**

Independent Non-Executive Director

**CHEAH YEE LENG**

Non-Independent Non-Executive Director

**GOH YING LI**

Independent Non-Executive Director

### HEAD OFFICE

No. 65, Persiaran Selangor,  
Section 15, 40200 Shah Alam,  
Selangor Darul Ehsan.

Phone No. : 03-5510 4219  
Fax No. : 03-5510 4230  
E-mail : info@paos.com.my  
Website : www.paos.com.my

### REGISTRARS

**Boardroom Share Registrars Sdn. Bhd.**

11<sup>th</sup> Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya,  
Selangor Darul Ehsan.

Phone No. : 03-7890 4700  
Fax No. : 03-7890 4670

### AUDITORS

**KPMG PLT**

(LLP0010081-LCA & AF 0758)  
Chartered Accountants  
Level 10, KPMG Tower,  
8, First Avenue, Bandar Utama,  
47800 Petaling Jaya,  
Selangor Darul Ehsan.

Phone No. : 03-7721 3388  
Fax No. : 03-7721 3399

### PRINCIPAL BANKERS

United Overseas Bank (Malaysia) Berhad  
Public Bank Berhad  
Standard Chartered Bank Malaysia Berhad  
CIMB Bank Berhad  
Hong Leong Bank Berhad

### STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad  
Stock Name: **PAOS**  
Stock Code: **5022**

## PROFILE OF DIRECTORS



### LIM CHANG CHING

*Executive Chairman,  
Non-Independent  
Executive Director*

**Ms. Lim Chang Ching**, aged 47, female, a Malaysian, was appointed to the Board of Paos Holdings Berhad ("PHB") on 31 January 2007 and redesignated as Executive Chairman of PHB on 25 January 2011. She holds a Bachelor Degree in Business Studies (Honors) from University of Sheffield (United Kingdom) in 1996.

Ms. Lim Chang Ching served as Commercial Manager of Asia Poly Industrial Sdn. Bhd. in May 1998 to March 2000. She then held position as a Business Development Manager in Paos Industries Sdn. Bhd. in April, 2000 to May, 2001. Subsequently, she was appointed as Business Development Director of Asia Poly Industrial Sdn. Bhd. in June 2001 to August 2005. She was the Chief Operating Officer of Hospital Pantai Indah Sdn. Bhd. from September 2005 to August 2006. She was Non-Executive Director of Esthetics International Group Berhad from July 2007 to December 2012. Currently, she is holding directorship in various private limited companies and subsidiaries of PHB.



### LIM ZHEN QI

*Non-Independent  
Executive Director*

**Mr. Lim Zhen Qi**, aged 36, male, a Malaysian, was appointed to the Board of PHB on 27 January 2011. He holds a Bachelor of Business (Marketing) in Victoria University, Melbourne, Australia in year 2008. Before his appointment as the Executive Director of PHB, he was the Regional Manager at Loyal Oil Services Pte Ltd in Singapore. Currently, he is holding directorship in subsidiaries of PHB.



### ALICE BOO MIAU LI

*Non-Independent  
Executive Director*

**Ms. Alice Boo**, aged 52, female, a Malaysian, was appointed to the Board of PHB on 17 April 2007. She is a Fellow of The Association of Chartered Certified Accountants (FCCA). She has over 10 years of experience in the fields of auditing, accounting and corporate finance. Her previous appointments include an auditor with a major public accounting firm in Kuala Lumpur, Finance Manager and Senior Corporate Finance Manager of several Malaysian public listed companies.



### LIM POH SEONG

*Independent  
Non-Executive Director*

**Mr. Lim Poh Seong**, aged 55, male, a Malaysian, was appointed to the Board of PHB on 27 January 2011. He is a Fellow of The Association of Chartered Certified Accountants (FCCA). He has over 20 years of experience in the fields of auditing, accounting, corporate finance and overall administration of business operations. He began his career as an auditor with a major accounting firm in Kuala Lumpur in 1989. Subsequently, he joined the commercial sector where he held various positions in the finance and operations divisions of several Malaysian public listed companies.

He was appointed as an Executive Director of Pantai Holdings Berhad, a public listed company involved in healthcare and was put in charge of the group's overall operations and finance from April 2001 to September 2005. He left the group in February 2007 as the Group Chief Operating Officer. He was an Executive Director of PHB from April 2007 to April 2008 and Asia Poly Holdings Berhad from October 2007 to April 2008, respectively.

Currently, Mr. Lim Poh Seong is an Independent Non-Executive Director of Hup Seng Industries Berhad and Samaiden Group Berhad, both public listed companies.

## Profile of Directors



### YAP MIN LEE

*Independent  
Non-Executive Director*

**Mr. Yap Min Lee**, aged 78, male, a Malaysian, was appointed to the Board of PHB on 22 February 2011. He holds a Bachelor of Art from Nanyang University, Singapore in 1968 and Master of Arts from University of Arkansas, USA in 1969.

He started his career as a lecturer in Nanyang University, Singapore in 1969. He served the University until 1976 before joining PT Cakung Utama Painting & Packaging, Jakarta, Indonesia as a Deputy General Manager in 1977 until 1980. Subsequently, he joined PT Nipsea Paint and Chemicals Medan, Medan, Indonesia as Deputy General Manager in 1980 until 1983. Later, he held position as General Manager in PT Nipsea Paint and Chemicals Surabaya, Surabaya, Indonesia from 1984 to 1996 and PT Nipsea Paint and Chemicals Medan, Medan, Indonesia from 1997 to 2006. He also held directorship in PT Nipsea Paint and Chemicals Indonesia from 1995 to 2006 and PT Jasa Lestari Mandiri, Bogor, Indonesia from 1995 to 2010.



### CHEAH YEE LENG

*Non-Independent  
Non-Executive Director*

**Ms. Cheah Yee Leng**, aged 52, female, a Malaysian, was appointed to the Board of PHB on 14 June 2012. She holds a Bachelor of Economics Degree and Bachelor of Laws Degree from Monash University, Australia.

She joined Hap Seng Consolidated Berhad (“HSCB”) group of companies in 1997 and was appointed as Executive Director of HSCB on 1 June 2014 and Hap Seng Plantations Holdings Berhad (“HSP”), a listed subsidiary of HSCB on 1 March 2016. In addition, she is a Non-Independent Non-Executive Director of Hafary Holdings Limited, a company listed on the Mainboard of the Singapore Exchange Securities Trading Limited. She is presently the Director of Corporate Affairs and the Legal Counsel of HSCB Group and also the Group Company Secretary of HSP.



### GOH YING LI

*Independent  
Non-Executive Director*

**Ms. Goh Ying Li**, aged 53, female, a Malaysian, was appointed to the Board of PHB on 25 April 2018. She holds a Bs(c) Economics, specialising in International Trade and Development from London School of Economics, London.

She is the managing director of LP Jewellery Sdn Bhd (La Putri) from 1992 to current. La Putri is a high end luxury jewellery retailer. As managing director and lead designer, she directs the creation of in-house collections and bespoke pieces as well as strategizing on business development.

#### Notes :

##### 1. Family Relationship with Director and/or Major Shareholder

Ms. Lim Chang Ching and Mr. Lim Zhen Qi are sister and brother. Tan Sri Dato’ Lim Tong Yong @ Lim Tong Yaim, a major shareholder of PHB is the father of Ms. Lim Chang Ching and Mr. Lim Zhen Qi. Save as disclosed herein, none of the Directors has any family relationship with any other Director and/or major shareholder of PHB.

##### 2. Conflict of Interest

None of the Directors has any conflict of interest with PHB.

##### 3. Conviction of Offences

None of the Directors has any conviction for offences, public sanction or penalty imposed by the relevant regulatory bodies within the past five (5) years, other than traffic offences.

##### 4. Attendance of Directors

Details of Board meeting attendance of each Director are disclosed in the Corporate Governance Overview Statement in the Annual Report.

## PROFILE OF KEY SENIOR MANAGEMENT

### LIM MAY KUIN

*Personnel and  
Administration Director*

**Lim May Kuin**, aged 52, female, a Malaysian, was appointed as Personnel and Administration Director of the Group on 31 December 1995. She is responsible for overseeing the Human Resource and Administrative functions of our Group.

She obtained her Diploma in Private Secretarial; following her graduation in 1991, she joined Lion Property Sdn. Bhd. as Credit Control Assistant. She was recruited into the management of Paos Industries Sdn. Bhd. ("PISB") in 1992 as an Executive Secretary to oversee the Sales, Purchase and the Human Resource Management. She was appointed to the Board of PISB in 1995. She is also a Director of Alpine Legacy (M) Sdn. Bhd. ("ALSB") and Premier Oil Industries Sdn. Bhd. ("POISB") (Subsidiaries of PHB).

### NG WENG YUEN

*General Manager of ALSB*

**Ng Weng Yuen**, aged 58, male, a Malaysian, was appointed as General Manager of ALSB on 14 February 2008. He is responsible for overseeing the day to day running of the Property Investment Division.

He obtained his membership with the Chartered Institute of Management Accountants (CIMA) in 1995 and he is also a Chartered Accountant of Malaysian Institute of Accountants (MIA) since 1996. He has over 20 years experience in the field of auditing, accounting and administration of business operation. Before joining the Paos Group, he held various positions with a public listed healthcare group and was Chief Executive Officer of one of the hospital unit.

### WONG MEI YOONG

*Finance Manager*

**Wong Mei Yoong**, aged 57, female, a Malaysian, was appointed as Finance Manager of the Group on 1 June 2001. She is responsible for overseeing the banking and finance aspects of the Group.

She obtained her Diploma in Accounting in 1983. She possesses more than 13 years of accounting and financing experiences in manufacturing company. She joined PISB in 1995 as an account executive and subsequently was promoted to Finance Manager in 2001.

### HO SWEE KWAN

*Factory Manager*

**Ho Swee Kwan**, aged 64, male, a Malaysian, was appointed as Factory Manager of POISB on 1st August 2011. He is entrusted with the responsibility of ensuring the smooth running of the factory operation and the production process at POISB's plant in Banting.

He obtained his Senior Middle Three from La Salle, Brickfields, Kuala Lumpur in 1972. Prior to joining POISB in 1999, he has a total of 24 years of experience in technical aspect of the production process of various palm oil (Non Lauric), palm kernel oil (Lauric), exotic fat and blended vegetable oil and fats, after having served at Lam Soon (Malaysia) Berhad as Supervisor and Production Executive, since the start of his career in 1975.

#### 1. Directorship in public companies and listed issuers

None of the Key Senior Management has any directorship in public companies and listed issuers.

#### 2. Family Relationship with Director and/or Major Shareholder

None of the Key Senior Management has any family relationship with any other Director and/or major shareholder of PHB.

#### 3. Conflict of Interest

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

#### 4. Conviction of Offences

None of the Key Senior Management has any conviction for offences, public sanction or penalty imposed by the relevant regulatory bodies within the past five (5) years, other than traffic offences.



## 5 - YEAR FINANCIAL HIGHLIGHTS



### FINANCIAL YEAR ENDED 31 MAY

	2017	2018	2019	2020	2021
	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Financial Results</b>					
Revenue	237,447	279,529	326,700	282,844	404,863
Profit/(Loss) Before Tax	2,589	1,486	1,637	(1,060)	(444)
Profit/(Loss) After Tax	1,854	854	743	(1,344)	(1,151)
Return on Shareholders' Equity (%)	1.86	0.86	0.77	(1.45)	(1.26)
<b>Financial Position</b>					
Shareholders' Equity	99,547	98,952	96,796	92,553	91,402
Total Assets	106,609	105,723	103,256	99,810	104,504
Total Borrowings	285	269	-	690	371
<b>Share Statistics</b>					
Earnings/(Loss) Per Share* (sen)	1.02	0.47	0.41	(0.74)	(0.64)
Dividend Per Share* (sen)	1.63	0.80	1.60	1.60	0.00
Net Assets Per Share* (RM)	0.55	0.55	0.53	0.51	0.50

\* restated pursuant to issuance of bonus shares during financial year ended 31 May 2017.

# MANAGEMENT DISCUSSION AND ANALYSIS

## OVERVIEW OF THE GROUP'S BUSINESS AND OPERATIONS

Paos Holdings Berhad and its' subsidiaries ("the Group") operate in three business segments namely manufacturing, trading and integrated hotel operations and property investment.

The Group's main manufacturing activities are that of contract manufacturing of bar soap and toll manufacturing of products from palm oil and specialty fats. The Group is also involved in trading of specialty fats produced from palm oil and trading of marine gas oil. The Group has two manufacturing operations that are located in Shah Alam and Banting, Selangor.

Additionally, the Group owns Kompleks Selangor which consists of a retail podium and office space located at Jalan Sultan, Kuala Lumpur as well as The 5 Elements Hotel which is located at the adjoining property.

Revenue of the Group for the financial year ended 31 May 2021 consists of 92.7% domestic sales and 7.3% export sales. Our export revenue mainly comes from our contract manufacturing of bar soap and animal feed to countries like Japan, Indonesia, Thailand and the Philippines.

As at the financial year ended 31 May 2021, the Group has a total of 141 employees.

## REVIEW OF FINANCIAL RESULTS AND FINANCIAL CONDITION



During the financial year ended 31 May 2021, the Group registered revenue of RM404.86 million, an increase of 43.1% from RM282.84 million recorded in the preceding financial year. The Group reported a lower loss before tax of RM0.44 million in comparison to the preceding year loss before tax of RM1.06 million. The improvement in the performance of the Group was mainly due to the increase in volume of soap manufacturing and trading of marine gas oil during the financial year.

The Group's trade receivables had increased to RM30.60 million as at the current financial year from RM25.71 million as at the last financial year. The higher trade receivables amount was mainly due to timing of collection from the sales of marine gas oil and contract manufacturing of bar soap during the financial year. The trade receivables amount was subsequently collected after the financial year end.

The Group maintains a level of cash and cash equivalents deemed adequate to ensure that it has sufficient liquidity to meet its liabilities as and when they fall due. The Group's cash and cash equivalents balance as at the financial year end amounted to RM2.89 million against preceding year's balances of RM5.38 million. The Group's borrowings decreased to RM0.37 million as at end of the current financial year from RM0.69 million as at last financial year.

Loss per share for the financial year stood at 0.64 sen (2020 : loss per share of 0.74 sen) and net assets per share were RM0.50 as at 31 May 2021 (31 May 2020 : RM0.51).

Kindly refer to the "5 - Year Financial Highlights" contained in this annual report for the Group's previous five years financial performance from financial years ended 2017 to 2021.

## REVIEW OF OPERATING ACTIVITIES

The year 2020/2021 has proven to be an extraordinary and challenging year for everyone from all walks of life due to the Covid-19 pandemic that engulfed the whole world. Many countries had taken lockdown measures as well as imposed movement restriction within countries and international travel ban in an effort to curb the spread of the virus. Such actions have caused a huge disruption to the world supply chain and delay in international shipment of materials. Despite the challenging environment encountered in the weight of the various containment measures implemented, our manufacturing segment recorded higher revenue of RM35.79 million during the financial year ended 31 May 2021 against revenue of RM29.37 million recorded in the previous financial year. As part of our initiatives to expand and diversify our customer base, we have also successfully secured contract with a new customer for the supply of bar soap for the United States market. With the improvement in revenue, this segment recorded a lower segment loss of RM1.47 million during the current financial year in comparison to a segment loss of RM2.04 million recorded in the last financial year.

## Management Discussion and Analysis

### REVIEW OF OPERATING ACTIVITIES (CONTINUED)

As our bar soap is mainly for the export market, we are exposed to foreign currency risk. As a means of mitigating this risk, we manage our foreign currency risk to an acceptable level by entering into forward contracts where necessary. The Group also enters into contracts with customers which allow us to adjust the exchange rates on our sales when there is a significant variation.

Being in the manufacturing industry, we are constantly faced with increasing production costs as a result of increase in wages and utilities in recent years. Measures are taken to minimise the impact of rising costs such as proper planning and purchase of materials based on customer purchase orders and also investigating and rectifying any inefficiencies and to minimise any wastages accordingly. Overall production cost management assessment including electricity savings exercise and efficiency improvement exercise are constantly monitored. The manufacturing segment purchases raw materials like soap chips and palm stearin which are subject to fluctuations in commodity prices i.e. crude palm oil prices. However, the Group mitigates the risks of fluctuations in commodity prices by entering into contracts with customers based on the contracted raw material prices.



During the financial year under review, the trading segment recorded an increase in revenue of 47.8% to RM366.42 million from RM247.99 million reported last year. Our main trading product is trading of marine gas oil. Revenue increased mainly due to increase in fuel oil volume. Correspondingly, segment profit had increased from RM1.44 million in the previous year to RM2.96 million in the current year. Our trading segment operates on a back to back arrangement with our suppliers and customers. This has effectively minimised our risk exposure.

The Covid-19 pandemic continues to adversely impact the global economy. With worldwide travel bans still being implemented in most countries to curb the spread of Covid-19, businesses in the hotel and tourism industry have been severely affected by these travel restrictions. Additionally, the mandatory closure of non-essential retail businesses during Movement Control Order periods led to some of our tenants to cease their tenancy and resizing of their lease units. As such, our rental of retail and office space recorded lower rental income contribution due to the lower occupancy rates recorded.

Hence, the performance of our integrated hotel operations and property investment segment was significantly affected and registered a decrease in revenue to RM2.66 million in comparison to last financial year's revenue of RM5.48 million. The lower revenue registered in the current financial year has resulted in this segment incurring a segment loss of RM1.57 million against segment loss of RM0.25 million in the last financial year. The average occupancy rates of the hotel operations and rental of retail and office space were lower at 2.8% and 58.5%, respectively, against the previous year's average occupancy rates of 46.9% and 70.6%, respectively.

### CAPITAL

#### Capital Equity and Structure

Paos Holdings Berhad's paid up and issued capital consists of 181,164,000 ordinary shares, and a market price of RM0.295 per share bringing with it a market capitalisation value of RM53.44 million as at 31 May 2021.

There was no exercise of warrants during the financial year ended 31 May 2021.

The Group has been financing its operations during the financial year through internally generated funds.

#### Capital Commitments

The Group's total capital commitment approved but not contracted for, as at 31 May 2021, amounted to RM0.40 million.

Capital expenditure incurred for financial year 2021 was RM2.81 million which was financed through internally generated funds. These were principally investments made in the upkeep of the factory plant and equipment including capital expenditure for setting up of the fractionation plant in Banting.

## Management Discussion and Analysis



### PROSPECTS

We foresee that the coming year will continue to be challenging as many countries are experiencing a resurgent in the number of Covid-19 cases and governments are forced to take stringent measures and implement lockdowns to slow down and contain the spread of the virus.

Prevailing economic conditions and financial outlook amid the uncertainties brought about from the Covid-19 outbreak continue to present challenging business conditions for the Group. Soft consumer market sentiment and higher operational costs in terms of rising costs of wages, utilities, logistics, other operating expenses and also fluctuations in foreign currency exchange rates remain as main challenges for the Group.

It is a challenge to predict the exact time when the global business and supply chain will return to normal. Against such backdrop, the Group has taken cost containment measures and will remain cautious and vigilant in addressing these challenges in its' business activities. In order to cushion the impact of rising costs, measures will continuously be taken to improve productivity and efficiency of our operations as well as cost management exercises to keep our production costs competitive and to reduce redundancy and wastages. We will strive to improve returns on existing assets by optimising and consolidating our business operations and resources. We will also continue to expand and diversify our customer base as well as ensuring product innovation and technology is up-to-date and pricing offered to customers remain competitive.

The commissioning of our fractionation plant in Banting, Selangor has been delayed mainly due to the Covid-19 pandemic which caused disruption to the construction works of the fractionation plant. Moreover, oil prices are at its all time high which also makes it not viable to commence operations at this juncture. We are monitoring the situation closely to ensure our prices remain competitive. We anticipate oil prices to stabilise and expect to commission our fractionation plant in the second half of financial year ending 2022. This fractionation plant will provide consistent palm stearin raw material supply for our toll manufacturing of animal feed. The shortage and timeliness of competitively priced supply of palm stearin had impacted our tolling operations previously. This fractionation plant will also increase our product variation and diversify our customer base as well as supply raw material for our own homebrand of animal feed Nutripid. We anticipate this investment to contribute favourably to the Group in the long run.

Despite operating under a very challenging business environment due to the Covid-19 pandemic and intense competition from the excess supply of hotel rooms and retail and office space within the vicinity area, we will strengthen our efforts to improve the overall occupancy rates of our hotel and retail and office space. In order to remain competitive, we will continue to collaborate with the online travel portals by creating awareness and organising promotional activities to improve domestic room sales. Ongoing measures such as upgrading of our hotel website to attract more direct bookings and improving hotel facilities and room amenities when necessary are regularly monitored. We will also enhance our health and safety procedures and provide continuous training for our staff in adhering to the new standard operating procedures as well as ensuring consistent quality service amid the Covid-19 pandemic.

Vaccination programs currently rolled out by government will enable businesses to operate without intermittent disruptions. We will continue to ensure standard operating procedures are strictly adhered to at all levels to safeguard our people and put in place measures to ensure that our businesses will continue to be sustainable and viable. We will continue to seek more business opportunities to improve our financial position and remain vigilant in monitoring the economic recovery.

### DIVIDENDS

Paos Holdings Berhad did not declare any dividends for the financial year ended 31 May 2021.

In respect of the financial year ended 31 May 2020, two interim ordinary dividends of 0.80 sen per ordinary share totalling 1.60 sen per ordinary share were paid on 28 November 2019 and 15 July 2020, respectively.

The Board of Directors continues to maintain a reasonable balance between dividend payments, funding requirements and the future business growth of the Group as well as the objective of maximising stakeholders' returns.





PAOS  
WISMA  
PAOS



**SUSTAINABILITY  
STATEMENT**



# SUSTAINABILITY STATEMENT

## Our Commitment to Business Sustainability

This Sustainability Statement (“the Statement”) is prepared in accordance with Sustainability Reporting Guide issued by Bursa Malaysia Main Market Securities Berhad. Unless otherwise stated, this Sustainability Statement covers our sustainability performance of the operations of PAOS Holdings Berhad (“the Company”) and its subsidiaries (“the Group”, “we” or “our”) in the financial year ended 31 May 2021 (“FY2021”).

Over the past years, the Group has reported in the Annual Report on its social responsibility, considering its commitment to its shareholders, employees, customers, suppliers, local communities and other stakeholders. In light of the Listing Requirements issued by Bursa Malaysia Securities Berhad (“the Exchange”), the Group has prepared a Sustainability Statement in a manner as prescribed by the Exchange. The aim of this Sustainability Statement is to communicate the way in which we identify the economic, environmental, social risks and opportunities considered material to our business by us and our stakeholders as well as to inform our stakeholders the initiatives which we have taken to improve our policies, processes, procedures and sustainability database information in meeting the requirement under the Global Reporting Initiative (“GRI”) Guidelines 4.0.

We are aware that the performance and success of the Group does not solely rest on financial or economic outcomes, as such, we are committed to not only strengthening economic perspective, but also from the societal and environmental perspectives.

## Stakeholders' Engagement

We define our stakeholders as any individuals, community and entities that may be impacted by the Group’s business operation. We value our stakeholders’ views and undertake various communication channels to understand their interests and concerns towards our business operations and sustainability performance.

The approaches we engaged with stakeholders include conventional documents, electronic documents, web-based media platforms and face-to-face communications detailed as follows:-

No.	Key Stakeholders	Description	Communication Channels
1	Shareholders or Investors	Integrity in corporate reporting and meaningful relationship with stakeholders.	<ul style="list-style-type: none"> <li>Annual General Meetings and Extraordinary General Meetings</li> <li>Announcements and Circulars</li> <li>Annual Reports</li> <li>Website</li> </ul>
2	Business Partners or Suppliers	Enhancing ethical and fair procurement system.	<ul style="list-style-type: none"> <li>Suppliers’ audit and review</li> <li>Meeting, discussion, business communication on a day-to-day basis</li> </ul>
3	Customers	Meeting customers’ requirements with high quality products & services and strengthen relationship with clientele.	<ul style="list-style-type: none"> <li>Customers’ audit review</li> <li>Meeting, discussion, business communication on a day-to-day basis</li> <li>Customer satisfaction review</li> </ul>
4	Employees	Career development and training opportunities while providing a safe working environment within the organisation. Promote work-life balance.	<ul style="list-style-type: none"> <li>Circulation of policy and procedures</li> <li>Management and employee meetings</li> <li>Training and development</li> <li>Events and activities</li> </ul>
5	Local authorities/ Regulators/ Government ministries	Embrace transparency within the daily operation and compliance with the industry’s regulatory standard to attain corporate sustainability.	<ul style="list-style-type: none"> <li>Regulatory compliance</li> <li>Submission of reports required under regulations</li> <li>Briefing and trainings</li> <li>Periodic visits and inspection</li> </ul>
6	Community	Continuous support and fund Corporate Social Responsibility (CSR) activities.	<ul style="list-style-type: none"> <li>Fund contribution / donation</li> <li>Participation in CSR activities</li> </ul>

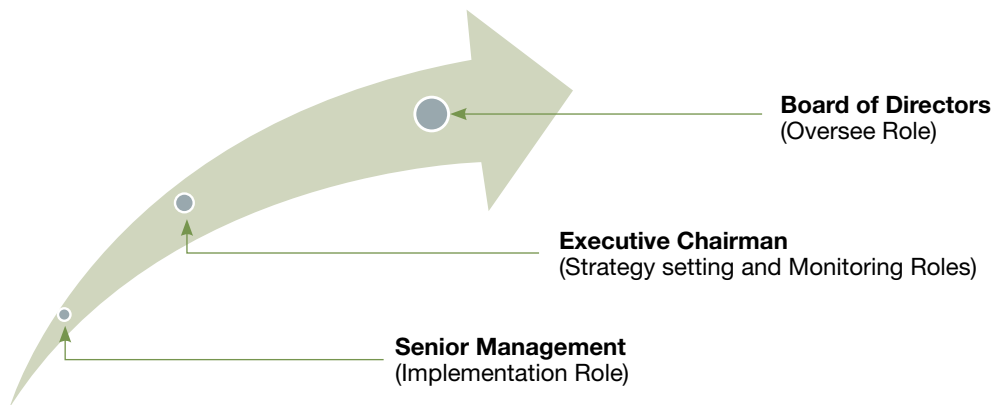
## Sustainability Statement

### Sustainability Governance

Our sustainability efforts are governed through our corporate structure with ultimate responsibility from our Board who is responsible for overseeing sustainability role across the Company. The Executive Chairman is tasked for driving and managing the sustainability across the business and ensures that key sustainability results are met with the support of the Senior Management. The Executive Chairman leads the Senior Management and reports key sustainability matters to the Board of Directors (“BOD”).

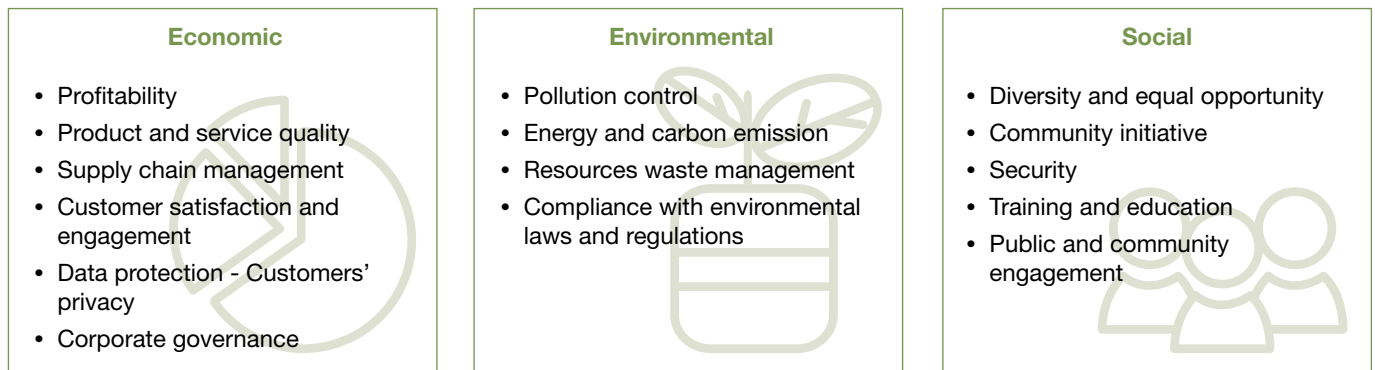
The Senior Management comprises of mainly the Heads of Department (“HOD”) to implement sustainability strategies and to monitor the progress of the company’s sustainability performance.

### Sustainability Governance Structure



### Materiality Assessment and Key Sustainability Matters

The Group’s key sustainability matters identified based on materiality assessment of the Group’s business operations and risk areas are as outlined below:-



#### A. Economic

##### Economic Sustainability

In achieving a sustainable business performance, we believe that we need to create and enhance the stakeholders’ values, create opportunities for employees and contribute to communities in which we operate.

We strive to make a positive difference in the community with our skills and resources. We continue to promote local economic growth by providing employment opportunities to Malaysians. This embraces the diversity of our employees who possess varied skill sets and expertise for the many job functions within its different businesses. We seek local suppliers for our procurement requirements to generate direct economic value in the local community.

Our work processes are constantly monitored and managed, at the same time to identify opportunities for business improvement. We also engage with the local authorities and regulatory bodies which included site visits and fire drill exercises.

We have also adopted an effective approach to collect feedback, analyse and act further to eliminate defects and prevent recurrence of the same causes of customer complaints. This will provide the Group a competitive advantage as we work towards sustainable value creation through our commitment to quality.



## Sustainability Statement

### A. Economic (continued)

#### Profitability

The Group's operations are divided into three business segments namely manufacturing, trading, integrated hotel operations and property investment. The Group's main manufacturing activities are that of contract manufacturing of bar soap and toll manufacturing of products from palm oil and specialty fats. We are also involved in trading in specialty fats produced from palm oil and trading of marine gas oil. The Group also owns the retail podium and office space located at Kompleks Selangor, Jalan Sultan, Kuala Lumpur along with The 5 Elements Hotel which is located at the adjoining property.

Description	FY2020 (In RM'000)	FY2021 (In RM'000)
Revenue	282,844	404,863
Loss Before Tax	1,060	444

For the FY2021, revenue of the Group increased by 43.1% to RM404.86 million compared to RM282.84 million recorded in the FY2020. Due to the higher revenue in FY2021, the Group reported a lower loss before tax of RM0.44 million in comparison to FY2020 loss before tax of RM1.06 million.

The improvement in the Group's performance was mainly due to the increase in volume of soap manufacturing and trading of marine gas oil during the financial year.

#### Product and Services Quality

As one of the leading end contract manufacturer of bar soap in South East Asia region as well as trading in specialty fats produced and marine gas oil, the Group is committed to maintain quality products and services. The Group engages with various certification bodies relevant to their business operations to ensure its products manufactured meet customers' and regulatory requirements. A new certification obtained under the Group is the ISO 22716 Cosmetic GMP Certification for its soap manufacturing facility. This is in line with the Group's continuous commitment in further enhancing its quality system.

We are audited by various parties ensuring that we meet specific standards on product quality. These certification bodies include:-

No	Certification
1	ISO 9001:2015 Quality Management System Certification issued by SGS
2	ISO 22716 Cosmetic GMP Certification issued by SGS
3	Certificate of Authentication Halal issued by Jabatan Agama Islam Selangor
4	MPOB License issued by Ketua Pengarah MPOB
5	MSPO Supply Chain Certificate issued by SIRIM QAS International Sdn Bhd
6	RSPO Supply Chain Certificate issued by SIRIM QAS International Sdn Bhd
7	Certificate of GMP Compliance of a Manufacturer issued by the Ministry of Health Malaysia

We continuously train our employees to adhere to the Group's standard operating procedures in carrying out their role and duties. These include but not limited to performing tests and analysis on incoming raw and packaging material as well as our finished products. These standard operating procedures are consistently reviewed and improved upon to ensure its effectiveness. Besides providing trainings for our employees, we constantly update our employees with the latest standards, wherever applicable.

#### (i) Supply Chain Management

Ensuring a sustainable supply chain is essential to our business. The Group's quality management system ensures we consistently provide product and services that meet customers' needs and applicable regulatory requirements. We communicate with our suppliers to align to our purchasing standards and practices. Our purchasing policy sets out the requirements and expectations of our suppliers related to legal compliance, safety, process and performance.



## Sustainability Statement

### A. Economic (continued)

#### *Product and Services Quality (continued)*

##### **(i) Supply Chain Management (continued)**

In monitoring our suppliers' performance, we conduct annual key suppliers' performance assessment which generally includes the following:

- (a) Quality of materials;
- (b) Timeliness of delivery;
- (c) Delivery terms; and
- (d) Order fulfilment.

We place emphasis on sourcing for quality materials from local and overseas suppliers. This is to ensure that the ingredients that we used to manufacture the product are of high quality. We constantly engage with our suppliers in order to maintain good relationship with them to ensure continuous supply of quality material, timely delivery and reasonable pricing.

Local sourcing has always been our main preference, in FY2021 more than 90% of the materials were sourced in Malaysia. The preference to keep the supply chain locally as close to home as possible provides greater delivery flexibility due to easier communication and coordination with local suppliers. We believe this promotes better control over the supply chain as we are constantly engaged with the local suppliers to enable us to closely monitor the supply chain costs. Localising our supply chain will also help the environment by reducing emissions and energy usage.

##### **(ii) Customer Satisfaction and Engagement**

Customer satisfaction has always been our focus. We constantly communicate with our customers to understand their needs whilst ensuring the quality and reliability of our products and services are delivered. In meeting this objective in our manufacturing sites, we assess our customers' feedback on an annual basis. We believe that the customer assessment could be used as a tool to understand the customers' expectations and improve our operational processes. The survey includes assessment such as quality of products and services, timeliness and reliability of delivery, responsiveness to customer needs and communication with customers.

As for our hotel division, customer feedback is collected on daily basis from online portals as well as written comments by in-house guests. These feedbacks are constantly reviewed and responded to as we strive to provide better service quality and delivery to our hotel guests.

#### *Data Protection - Customers' Privacy & Confidential Information*

The Group being involved in the business of contract manufacturing and hospitality, we do not compromise with the protection of our customers' data. We recognise the risks and negative impact that our business and stakeholders may encounter if information such as confidential/sensitive corporate data, personal data of customers, employees and stakeholders, is not adequately protected. Therefore, data security and privacy is a top priority for us.

In particular to our business of hotelier as well as our employees, we comply with the Personal Data Protection Act 2010 ("PDPA") and abide strictly with the guidelines set out in the PDPA. Where applicable, we also sign non-disclosure agreement with the customer to protect confidential material, knowledge or information shared between both parties.

#### *Corporate Governance*

##### **(i) Anti-Bribery & Corruption**

We established our ethical standards through the Code of Conducts for Directors, Code of Ethical Conduct and Conflict of Interest (the "Code") in the Group's employee handbook as well as expressly stated in the Appointment Letter. The Code requires all employees to observe high ethical business standards, and apply these values in all aspects of the Group's business and its shareholders. The Code serves as a guidance which is expected to be complied as a part of the Group's commitment to the stakeholders in preserving good business practices. We have not received any complaints on suspected corrupt or unethical conduct of our employees as of FY2021.

## Sustainability Statement

### A. Economic (continued)

#### Corporate Governance (continued)

##### (ii) Whistle Blowing Policy

We establish our whistle blowing policy with the objective to facilitate all employees of the Group to report or disclose through established channels, concerns about unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place or has taken place or may take place in the future.

In May 2020, we engaged a professional firm to assist in the development of systematic Anti-Corruption Framework that coordinates and regularises anti-corruption activities of the Group that is aligned with the Guidelines on Adequate Procedures pursuant to Section 17A of the Malaysian Anti-Corruption Commission Act 2009. Further to that, we have updated our Code of Conduct and Ethics and Whistleblowing Policies and Procedures in order to be in line with the Anti Corruption Framework adopted by the Group.

The Code of Conduct and Ethics and Whistleblowing Policies and Procedures are made available on our corporate website (<http://www.paos.com.my>).

### B. Environmental

#### Pollution Control

The Group where applicable pursues a variety of environmental activities to raise employee awareness of environmental conservation, and to educate and engage the employees in doing their part to protect the environment.

Training on environmental protection and awareness of the Group's environmental statement, policy and procedures, detailed action plan to minimise the pollution including monitoring air quality and noise level at our operation sites have been developed as a component towards sustainability.

#### Air Pollutant Emission

We monitor emissions of air pollutants on an ongoing basis for manufacturing site with boiler operation to ensure they are compliant with the guidelines from the Department of Environment ("DOE").

Isokinetic Stack and Air Emission was conducted by an environmental consultant to ensure that the air pollutant level emitted from the boiler was below the limits of Environmental Quality (Clean Air) Regulation 2014 (gazette by government on 4 June 2014). Likewise for the smoke capacity, the results were monitored to ensure they were below the limit of dark smoke observation.

#### Noise Monitoring

Our manufacturing sites have previously engaged environmental consultants to conduct monitoring of noise exposure level to assess the baseline of noise exposure level at work areas exposed to workers. The findings were interpreted for the compliance of the Factories and Machinery (Noise Exposure) Regulations 1989 and recommendations from the consultant were considered for betterment and improvement.

#### Energy Efficiency

Our main energy sources - electricity, gas and diesel are mainly used for production in our plants. Electricity remains our key energy source.

We have incorporated environmental innovation such as LED energy saving lights in our hotel and buildings in order to reduce the waste and excessive consumption of energy of traditional lights.

Think Green habits are being cultivated as we continue to encourage our employees to practice turning off lights, air conditioning or other electrical appliances in the rooms, pantries, and washrooms when they are not used. Such simple actions in conserving our planet's energy contribute towards a sustainable future in the long term.



7,000,000		
6,000,000		
5,000,000	6,429,624	
4,000,000		5,091,089
3,000,000		
2,000,000		
1,000,000		
0		
kw/h	FY 2020	FY 2021
	Financial Year	

## Sustainability Statement

### B. Environmental (Continued)

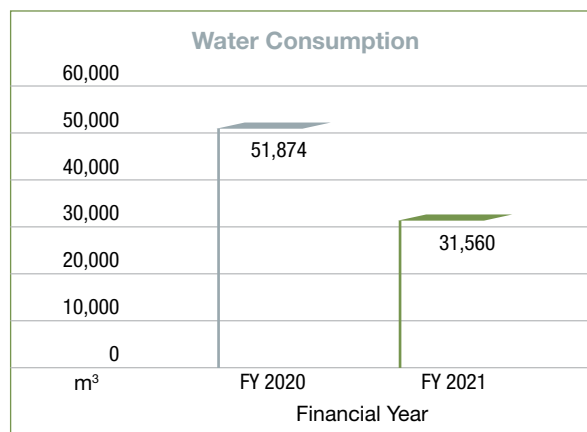
#### Energy Efficiency (continued)

Overall, our energy usage decreased by 21% in FY2021 as compared to FY2020. The decrease in the energy usage was mainly contributed by our integrated hotel operations and property investment segment. Due to closed borders and restricted domestic travels throughout FY2021, the hospitality industry has taken a huge hit with record low occupancy. Our property investment was faced with temporary closure during certain phases of movement control orders stipulated by the Government to curb and manage the spread of Covid-19 outbreak which resulted in reduced energy usage. Nevertheless, we will continue to monitor our energy consumption and explore better techniques to increase the energy efficiency of our plants and buildings.

#### Water

Water is one of the underlying resources to our business. Taking a more mindful approach to our resource consumption helps us avoid using more water than necessary.

In FY2021, our water consumption was 31,560m<sup>3</sup>, decreased by 39% compared to previous year. (FY2020: 51,874m<sup>3</sup>). Similarly, the decrease in the water consumption was mainly contributed by our integrated hotel operations and property investment segment. Low occupancy in the hotel segment and temporary closure of retail and office building during the different phases of movement control orders stipulated by the Government in FY2021, have led to overall reduced water consumption.



#### Waste Management

We are pursuing green growth by reducing waste generation from our operations through our 3 'R' sustainability practices i.e. Reuse, Reduce and Recycle.

For the manufacturing site of our specialty fats division, monitoring of waste water quality is conducted twice a month by an external accredited laboratory to ensure wastewater quality complies with the Environment Quality (Industrial Effluents) Regulations 2009 under the requirements of DOE.

We believe that our initiatives to reduce our waste through refurbishment and routine maintenance on machines and equipment may prolong its useful life with minimal environmental costs. Conscientious efforts were taken to extend the life of all machines and equipment wherever possible.

The Group's manufacturing site segregates waste into different bins – general waste, paper and plastics. Metal item such as used steel drums are also segregated for disposal. These wastes are collected by third party contractors for disposal or treatment. Our wastes comprises mainly of paper carton, plastic wrappers, corrugated papers, paper bags and wooden pallet. Chemical wastes if any, are disposed by qualified waste collectors.

In all our offices, we promote reduction of paper consumption by encouraging use of information technology including email, use of double-sided printing and recycled papers for printing. Used ink cartridges and toners are returned to the vendors for recycling purpose.

As for our hotel, wastes are created from mainly within the kitchen, Management Office and Housekeeping Department. Wastes are also generated by in-house guests as well as public areas that are properly collected and disposed.

We are committed to managing our wastes from our operations to reduce our impact on both the environment and the local communities.

#### Compliance with Environmental Laws and regulations

We conduct our business in accordance with all relevant laws and regulations. We recognise the importance of product safety and quality and therefore, we endeavour to comply with all relevant laws and regulations. In FY2021, we have not been penalised in relation to any of the environmental laws and regulations to date, neither were we being imposed with any fines or non-monetary sanctions for non-compliance with environmental laws and/or regulations.

Further to compliance, our Group is also supporting the use of sustainable palm oil by being an accredited member of the RSPO Supply Chain Certification Standard since 2017, for our purchase and use of RSPO certified sustainable palm based product in the production of our bar soaps.

## Sustainability Statement

### C. Social

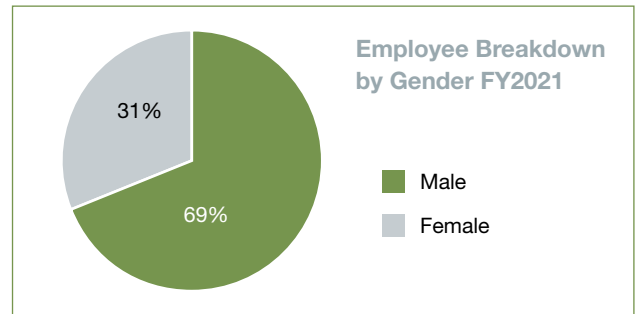
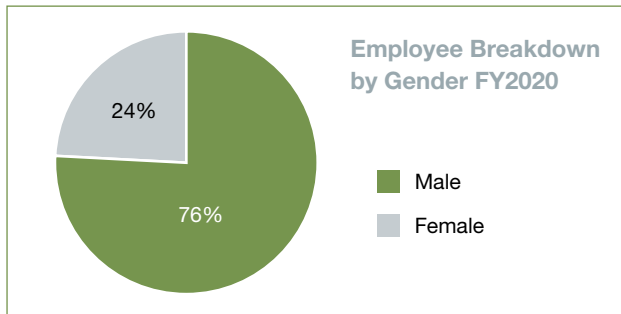


#### Diversity and Equal Opportunity

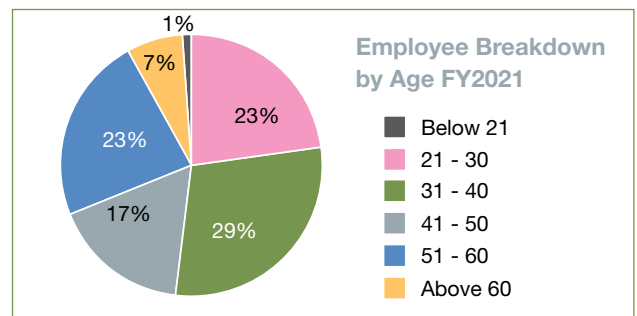
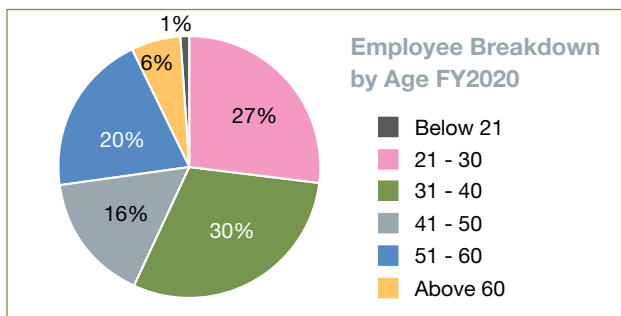
At the Group, we work to create a diverse workforce which is made up of employees with diverse backgrounds, skills, experience and needs, regardless of race, religion, gender, national origin, disability status, or any other characteristic protected by human resource and human rights regulation.

We emphasise on hiring and promoting employees based on merit, capability and experience. We do not discriminate. We believe that we treat everyone fairly and provide a variety of opportunities for our employees regardless of age, gender, identity, ethnicity, race or religion in the workplace. We provide fair labour practice. We do not hire child labour or forced labour. We complied with applicable laws and procedures in hiring foreign workers.

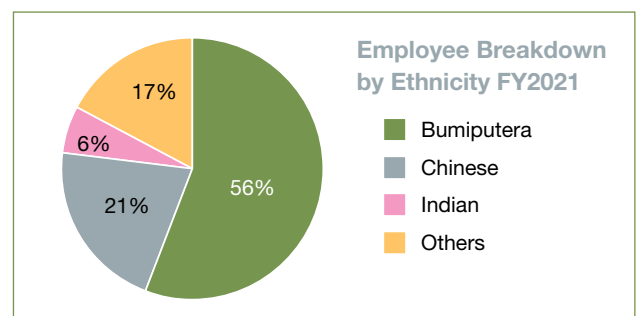
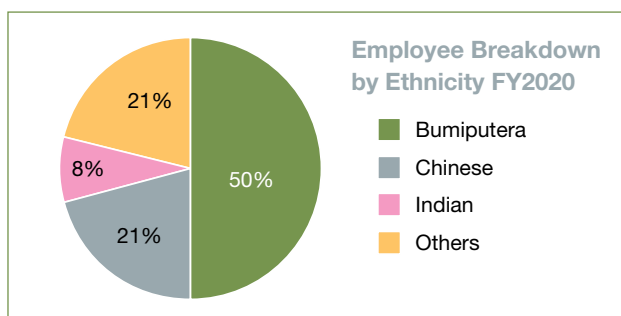
In the Group, due to the nature of industry, male employees have dominated the operations workforce, of whom they have accounted for 69% while the remaining 31% are female employees.



The Group has a healthy mix of young and experienced workforce. Approximately 53% of our workforce consists of young people below the age of 40 and age above 41 years old constitute approximately 47% of the workforce in FY2021.



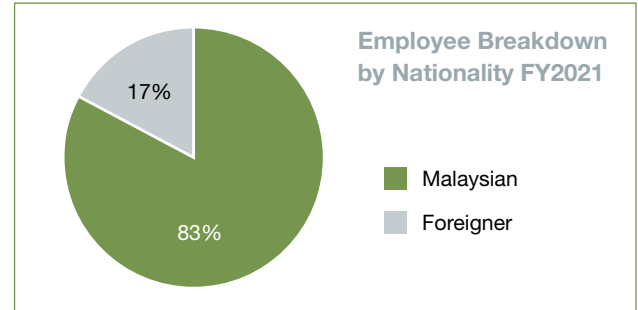
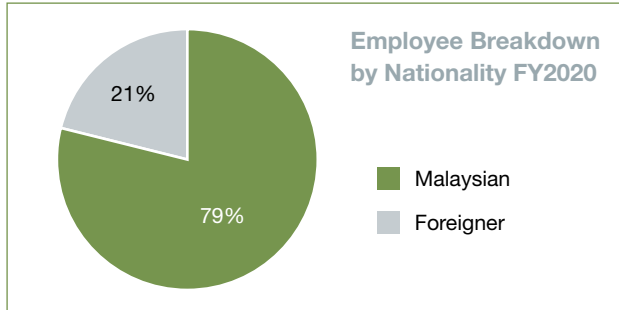
In terms of ethnic diversity, the Group has established a diverse workforce which consists of different ethnicity where majority of the workforce constitute of Bumiputera ethnicity (56%) followed by other ethnics (44%). We understand the value of recruiting and retaining diverse employees from different ethnicity.



## Sustainability Statement

### C. Social (continued)

#### Diversity and Equal Opportunity (continued)



#### Employee Welfare

To allow our employees to pursue their professional growth and support our business and development, we instilled a safe, nurturing and high performing culture, whilst creating positive impact on the local communities.

We provide both monetary and non-monetary incentives to promote employee well-being. We ensure mandatory compliance with the local statutory requirements on wages and benefits such as minimum wages order, employees' provident fund (EPF), employees' social security protection (SOCSO), employment insurance system (EIS) coverage and leaves provision are complied with. Employees also receive other medical benefits such as Outpatient treatment, Group Personal Accident insurance and Hospitalisation and Surgical insurance coverage.

#### Occupational, safety and health

In the Group, we view the safety of our employees seriously. We ensure that the safety practices apply in workplace. In our manufacturing sites, Environmental, Health and Safety Committee ("OSHA Committee") are set up to ensure we operate and comply with all applicable occupational health and safety laws as well as internal and external, standards and policy which expect all its employees, customers and vendors to follow in their daily work routines.

Both the OSHA Committees in Paos Industries Sdn Bhd and Premier Oil Industries Sdn Bhd are chaired by the Executive Chairman and Factory Manager respectively. The committees are supported by the respective head of departments, to oversee all health and safety matters as required by applicable laws and regulations for safety working practices. Fire-Fighting & First Aid Committee comprising of representatives from the operation divisions are also in place to complement our OSHA Committee. Both committees meet quarterly to discuss the employees' safety performance, issues, challenges and accidents avoidance measures.

In promoting high safety and health standards, workplace safety is embedded in the Group Safety and Health Policy as part of the commitment to protect human rights. Both our manufacturing sites, adopt Hazard Identification, Risk Assessment and Risk Control ("HIRARC") to highlight critical operations of tasks, that are, those tasks posing significant risks to health and safety of employees as well as highlighting those hazards pertaining to certain equipment due to energy sources, working conditions or activities performed.

All injuries are reported to the Management. Work-related accidents are categorised into 'major' and 'minor' work-related accidents to enable swift responses and to accurately support our performance data on injury frequency rate for industrial accidents. Major work-related accidents are defined as accidents which cause employees to be hospitalised. The superior or other supervisor shall investigate any accident cases and submit the case to OSHA Committee Chairman to determine methods and strategies for preventing occurrence of similar incidents in future.

In FY2021, there were no minor incidents reported in relation to the safety, health and environment. However, there was 1 major incident reported. The cause of the accident has been investigated and actions put in place to prevent occurrence of similar incidents in the future. We strive to meet our ESH objectives in our operations through continuous engagements with and trainings for our employees.

Due to the Covid-19 pandemic, we have also enhanced our health and safety procedures at all our facilities to comply with the standard operating procedures ("SOP") issued by the Government under the Prevention and Control of Infectious Diseases Act 1988.

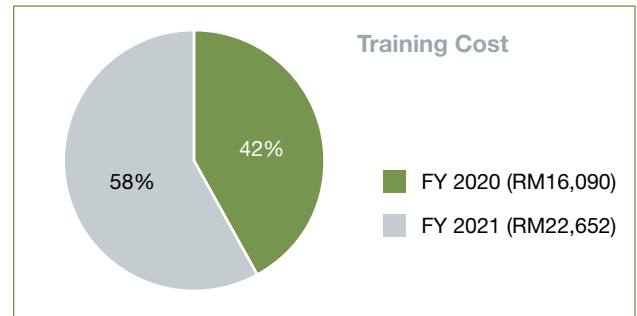


## Sustainability Statement

### C. Social (continued)

#### Training & Development

The Group believes in encouraging development opportunities of our employees and grooming them to their fullest potential, personally and professionally. Management decides on the training needs on a case-to-case basis to develop our employees' skills based on their individual requirements in alignment with our business needs. We spent RM22,652 of training costs in FY2021 (FY2020: RM16,090). The employees in the Group received a total of 54 hours of training hours in FY2021 (FY2020: 80 hours). The training sessions comprised of a series of development programs which trained on product knowledge, operations, quality and job specific skills. The Covid-19 pandemic coupled with multiple movement controls that were implemented throughout the year continued to disrupt holding of physical training sessions. Fortunately, employees at all subsidiaries level have adapted to using online platforms to stay engaged through virtual meetings and trainings for continuous learnings.



#### Community engagement



We strive to positively impact the lives of people where we operate in, through our participation in corporate social responsibility activities.

Our support for GOLD continues through the pandemic, an NGO generating opportunities for the learning disabled. Since FY2016 we have been subscribing annually to their Kindness Cookies jar where freshly baked cookies are delivered on monthly basis to our Shah Alam office. This helps support the learning disabled on their vocational training and living skill education for them to work towards an independent and productive life.

In FY2021, The 5 Elements Hotel and Kompleks Selangor were unable to carry out their annual tradition of Lion Dance and 'Lou Sang' ceremony in ushering in the Lunar Chinese New Year due to safety concerns over the pandemic period. Nevertheless, tokens of appreciation were distributed to our tenants and hotel guests to thank them for their continuous support.

The pandemic has greatly impacted the hospitality industry with plummeting occupancy rate due to closed borders and domestic travel restrictions. The team at The 5 Elements Hotel continues to operate despite such challenging conditions serving a small number of guests and focus on positive initiatives for our community. On 27 March 2021, we celebrated Earth Hour a worldwide movement, by turning off non-essential electric lightings in the hotel for one hour as a symbol of commitment to our planet. As part of our awareness campaign, hotel guests were encouraged to turn off the lights in their room and participate in the candle lighting ceremony at the hotel lobby. Colourful glow sticks were distributed to guests and staff illuminating the lobby during the candle lit ceremony. The following month on 22 April 2021, in the spirit of Ramadan, the hotel treated the underprivileged residents of Rumah Titian Kaseh in Titiwangsa, Kuala Lumpur to buka puasa dinner. The place was founded in 1988 mainly to house orphans and single mothers. Today the place is home to babies, young children, young adults, single mothers, OKU and senior citizens. According to their respective age groups, customised Raya gift bags filled with mix of stationery items, masks, skin care items, snacks and toys were distributed.



The Covid-19 pandemic and SOP compliances have unfortunately restricted physical engagement activities such as lunchtime socials, yoga and badminton spearheaded by the employees themselves. Focus on ensuring employees safety takes priority and we hope such engagement activities may resume soonest possible as our government roll out nationwide vaccination program.



## CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Paos Holdings Berhad recognises the importance of maintaining good corporate governance best practices and continues to be committed to ensuring that a high standard of corporate governance is practiced throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholders' value and the financial performance of the Group.

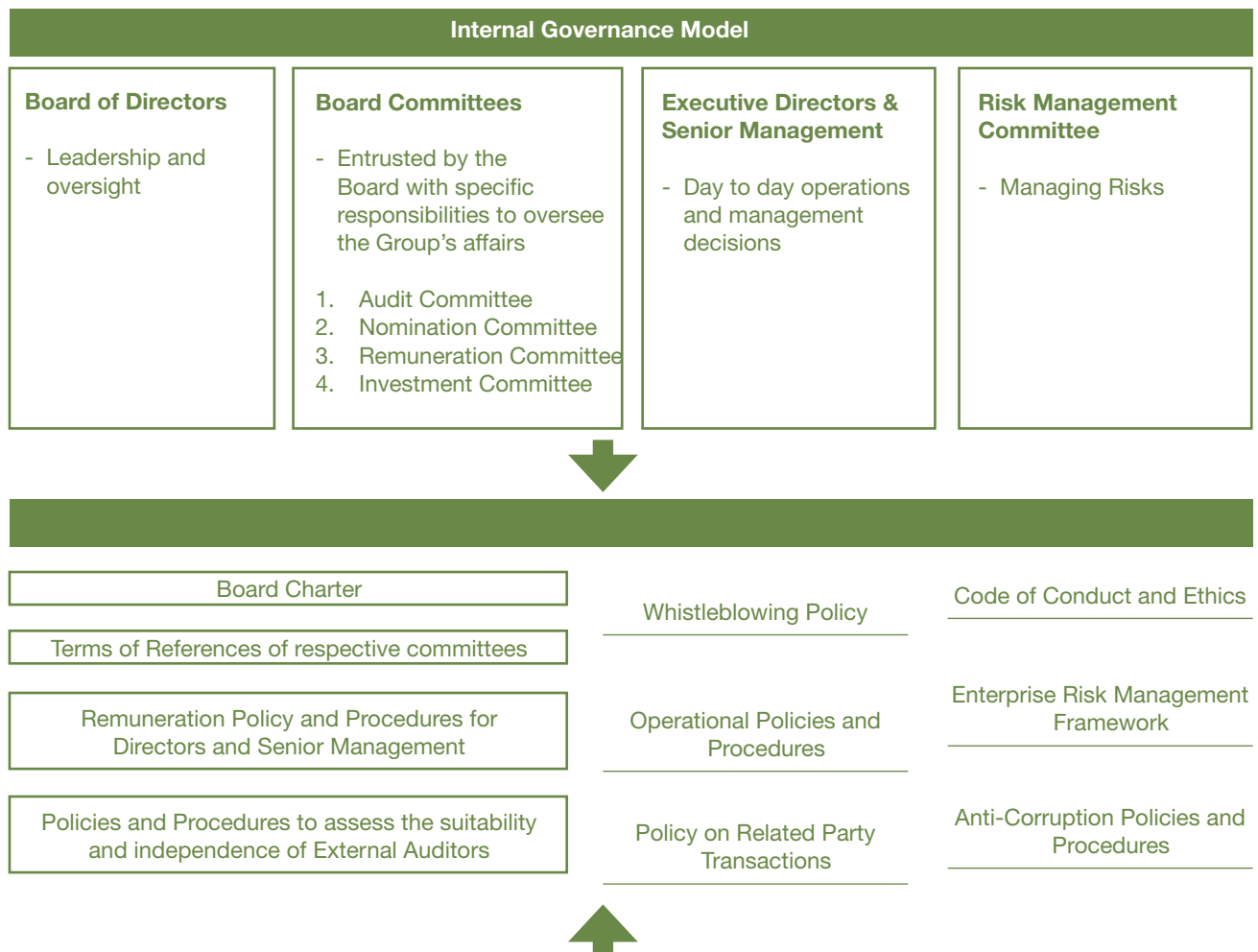
The Board is pleased to present this overview statement made pursuant to Paragraph 15.25 Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") on the Group's corporate governance practices in accordance with the principles and recommendations as set out in the Malaysian Code on Corporate Governance ("Code") for financial year ended 31 May 2021. In addition to this, the application of each of the practices set out in the Code is disclosed in the Corporate Governance Report 2021 ("CG Report"), which is made available on the Group's website : [www.paos.com.my](http://www.paos.com.my).

### PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS

#### I Board Responsibilities

The Board assumes full responsibilities of the overall performance of the Group by setting strategic direction of the Group while exercising oversight on day-to-day management and operation delegated to Executive Directors and the Senior Management to ensure that the conduct of the business of the Group is in compliance with relevant laws, practices, standards and guidelines applicable to the Group. The Board sets the appropriate tone at the top, providing leadership and managing good governance and practices throughout the Group.

In order to ensure orderly and effective discharge of the Board's function and responsibilities, the Board has in place an internal governance model for the Group where specific powers of the Board are delegated to the relevant Board Committees and Senior Management.



reviewed and updated periodically in accordance with the needs of the Company and of any new regulations that may have an impact on the Group in order to ensure that they continue to remain relevant and appropriate

## Corporate Governance Overview Statement

### PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### I Board Responsibilities (continued)

To ensure that the Directors devote sufficient time to carry out their roles and responsibilities and in line with the MMLR, a Director of the Company must not hold directorships of more than five (5) Public Listed Companies. The Directors are required to submit an update on their other directorships from time to time for monitoring of the number of directorships held by the Directors of the Company and for notification to Companies Commission Malaysia accordingly.

During the financial year ended 31 May 2021, the attendance records of Board and Board Committees meetings are as follows:-

Directors	Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting
Lim Chang Ching	5/5	-	-	1/1
Lim Zhen Qi	5/5	-	-	-
Alice Boo Miao Li	5/5	-	-	-
Cheah Yee Leng	5/5	-	-	1/1
Lim Poh Seong	5/5	5/5	-	1/1
Yap Min Lee	5/5	5/5	1/1	-
Goh Ying Li	5/5	5/5	1/1	-

The Board is satisfied with the level of commitment given by the Directors in fulfilling their roles and responsibilities as Directors of the Company. In the intervals between Board Meetings, any matters requiring urgent Board decisions and/or approvals can be sought via circular resolutions which are supported with all the relevant information and explanations required for informed decisions to be made.

The Board views continuous learning and training as an integral part of the Directors' development. Directors' education also includes briefings by the Internal Auditors, External Auditors and the Company Secretaries on the relevant updates on statutory and regulatory requirements from time to time during the Audit Committee and Board meetings. During the financial year ended 31 May 2021, the Directors of the Company had attended appropriate seminars, training, briefing or courses to update and enhance their knowledge to enable them to discharge their duties more effectively as Directors and to keep abreast of the development in the marketplace.

Seminars, training, briefing or courses attended by the Directors including the following: -

Name of Directors	Date	Seminars, training, briefing or courses	Duration
Lim Chang Ching	3.6.2020	The New Anti-Corruption Laws: How It Affects Your Company and You Personally by Entrepreneurs Organisation Malaysia ("EO")	1½ Hours
	3.7.2020	Corruption Risk Assessment (CRA) workshop by Resolve IR Sdn. Bhd.	2½ Hours
	24.7.2020	ISO 20716:2007 GMP for Cosmetic Products Awareness by SGS (M) Sdn. Bhd. ("SGS")	8 Hours
	30.7.2020	Corporate Liability Awareness Training by Respublica Management Services Sdn. Bhd. ("Respublica")	2½ Hours
	4.8.2020	ISO 22716: 2007 GMP for Cosmetic Products Internal Auditor by SGS	8 Hours
	5.8.2020 - 6.8.2020	GMP CFR Tittle 21 Part 211 - Audit Preparation Training (On Line) by Global Business Excellent Sdn. Bhd.	16 Hours
	30.9.2020	Adaptive Technologies for Today's Hospitality World by FHA-HoReCa	2½ Hours
	11.3.2021	Managing Human Rights by KPMG	1½ Hours



## Corporate Governance Overview Statement

### PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### I Board Responsibilities (continued)

Name of Directors	Date	Seminars, training, briefing or courses	Duration
Lim Zhen Qi	3.7.2020	Corruption Risk Assessment (CRA) workshop by Respublica	2½ Hours
	24.7.2020	ISO 20716:2007 GMP for Cosmetic Products Awareness by SGS	8 Hours
	30.7.2020	Corporate Liability Awareness Training by Respublica	2½ Hours
	4.8.2020	ISO 22716: 2007 GMP for Cosmetic Products Internal Auditor by SGS	8 Hours
Alice Boo Miao Li	14.6.2020	Impact of Covid-19 on Accounting, Reporting and Internal Controls by ACCA	2 Hours
	30.7.2020	Corporate Liability Awareness Training by Respublica	2½ Hours
	13.8.2020	Business Continuity in a Post-Pandemic World by ACCA	1 Hour
	16.11.2020	Virtual Seminar Post Budget 2021 by ACCA	8 Hours
Cheah Yee Leng	14.9.2020	Section 117 Capital Reduction by MAICSA	4 Hours
	28.9.2020	Companies Act 2016, Transactions by Director by COMTRAC	8 Hours
	30.9.2020	Allowed Financial Assistance to Directors and Other Parties by MAICSA	4 Hours
	7.12.2020	Companies Act 2016, Directors' Statutory Disclosures by COMTRAC	8 Hours
	26.1.2021	Demystifying ESG and Sustainable Finance in Malaysia by Baker McKenzie Malaysia	1½ Hours
	25.2.2021	Sustainable Leadership in the Era of Digitalisation & Building Resilience though the Butterfly Effect by MAICSA	4 Hours
Lim Poh Seong	30.7.2020	Corporate Liability Awareness Training by Respublica	2½ Hours
	24.8.2020 - 25.8.2020	MIA Webinar Series -Companies Act 2016: Are you complying with the Latest Updates And Compliance Procedures by MIA	12 Hours
	9.11.2020 - 10.11.2020	MIA Webinar Series - Anti Money Laundering, Countering Financing of Terrorism and Target Financial Sanction by MIA	8 Hours
	2.3.2021	Virtual Tax Conference 2021 by Thannees Tax Consulting Services	4 Hours
	15.3.2021 - 16.3.2021	MIA Webinar Series - Audit Committee Conference 2021 by MIA	8 Hours
Yap Min Lee	30.7.2020	Corporate Liability Awareness Training by Respublica	2½ Hours
Goh Ying Li	3.6.2020	The New Anti-Corruption Laws: How It Affects Your Company and You Personally by EO	1½ Hours
	25.6.2020	How the Pandemic has Accelerated Technology Trends that are Reshaping The World by EO	1½ Hours
	30.7.2020	Corporate Liability Awareness Training by Respublica	2½ Hours

The Chairman is responsible for the leadership, effectiveness, conduct and governance of the Board. Although the position of Chairman and Chief Executive Officer (“CEO”) are held by the same person, Ms. Lim Chang Ching, this is perceived as appropriate and of benefit to the Group, due to her extensive knowledge in the Group’s business, products, policies and administration matters. Her outstanding personality and experience have enabled her to perform both roles in accordance with the defined responsibilities stipulated in the Board Charter without conflict.

The Board is mindful of the dual roles but is comfortable that there is no undue risk involved as the functions of the CEO are executed by delegation of the authority approved by the Board to the key management staff to ensure that division and accountability in essence are separated. All major matters and issues which are defined in the Board Charter as “Matters Reserved for the Board” were referred to the Board for consideration and approval. Furthermore, the roles and contributions of Independent Directors also provide an element of objectivity, independent judgement and check and balance to the Board.

## Corporate Governance Overview Statement

### PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### I Board Responsibilities (continued)

The Board together with the Senior Management pledge to conduct business ethically and adhere to all applicable laws and regulations whilst embracing zero-tolerance on any form of bribery and corruption. In strengthening its full commitment to govern its business practices with upmost integrity and to deter the occurrence of bribery or corruption within the Group, a professional firm, Resolve IR Sdn. Bhd., was engaged to assist the Group in the development of systematic Anti-Corruption Framework that coordinates and regularises anti-corruption activities of the Group. A Corporate Liability Awareness Training for the Group's employees and Directors has been conducted with the objective of initiating a process for the development of policies and standard operating procedures of an Anti-Corruption Compliance Framework within the Group. A set of "Anti-Corruption Policies and Procedures" and "Anti-Corruption Oversight Structure" have been developed and subsequently presented and endorsed by the Board in the Board Meeting.

Further to that, the Board reviewed and approved the amendments made to the Board Charter, Terms of Reference of Audit Committee, Whistleblowing Policies and Procedures, Code of Conduct and Ethics and Corporate Disclosure & Communication Policies and Procedures in order to be in line with the "Anti-Corruption Policies and Procedures" and "Anti-Corruption Oversight Structure" adopted by the Group.

The updated Board Charter which sets out the composition, roles, responsibilities, operations and processes of the Board and also outlines the matters and decisions reserved for the Board are made available on the Group's website. It serves as a reference and primary induction literature providing insights to prospective Board members and senior management.

The revised Code of Conduct and Ethics for Directors and employees is also made available on the Group's website. It sets forth the standard of conduct required for all Directors and employees of the Group and reflects the Group's underlying core ethical values and commitment towards a high standard of integrity, transparency, fairness, accountability, contribution towards the social and environmental growth of the surroundings in which it operates and the pursuit of excellence.

The Whistleblowing Policies and Procedures which facilitate the exposure of any unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements within the Group is also made available on the Group's website.

Every Director has unhindered access to all information within the Group and the advice and dedicated support services of two (2) Company Secretaries, who are members of the professional bodies prescribed by the Minister, to ensure that Board procedures are followed and the applicable rules and regulations for the conduct of the affairs of the Board are complied with. The Company Secretaries have an oversight on overall corporate secretarial functions.

#### II Board Composition

##### DEMOGRAPHIC

Three (3) Independent Non-Executive Directors

One (1) Non-Independent Non-Executive Director

One (1) Executive Chairman

Two (2) Non-Independent Executive Directors

Board comprises seven (7) Directors and one-third (1/3) of the Board consists of Independent Non-Executive Directors in compliance with Paragraph 15.02(1) of MMLR. Although less than half of the Board comprises Independent Directors, the Board is of the view that having a majority of Non-Executive Directors of the Board provides reasonably effective checks and balances within the Board. The Board recognises and appreciates the valuable advice, guidance and insight of Non-Independent Non-Executive Director, Ms. Cheah Yee Leng, who was nominated by the Company's substantial shareholder, Hap Seng Consolidated Berhad.

The present Directors, with their different backgrounds and specialisation, collectively bring with them experience and expertise in areas such as finance, accounting, business administration, corporate affairs, legal, marketing and operations. With this mix of expertise, the Company is essentially led and guided by an experienced and competent Board. The brief profile of each Director is presented in this Annual Report under Profile of Directors.

The Company currently does not have a policy to limit the tenure of its independent directors to nine (9) years. During the financial year ended 31 May 2021, the Board sought shareholders' approval for the retention of Mr. Lim Poh Seong and Mr. Yap Min Lee, who have served more than a cumulative term of nine (9) years as Independent Directors in accordance with the recommendations of the Code. Both of them, who each served the Board for a cumulative term of more than nine (9) years but not more than twelve (12) years, were retained as Independent Directors during the Company's Twenty Third ("23<sup>rd</sup>") Annual General Meeting ("AGM") held on 27 November 2020.

## Corporate Governance Overview Statement

### PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### II Board Composition (continued)

The Nomination Committee and the Board have determined at the annual assessment carried out on Mr. Lim Poh Seong and Mr. Yap Min Lee, that they remain objective and independent in expressing their views and in participating in deliberations and decision making of the Board and Board Committees. The length of their services on the Board does not in any way interfere with their exercise of independent judgment. The Board seeks the shareholders' approval at the Twenty Fourth ("24<sup>th</sup>") AGM to retain Mr. Lim Poh Seong and Mr. Yap Min Lee to continue to act as the Independent Non-Executive Directors of the Company based on the following justifications:-

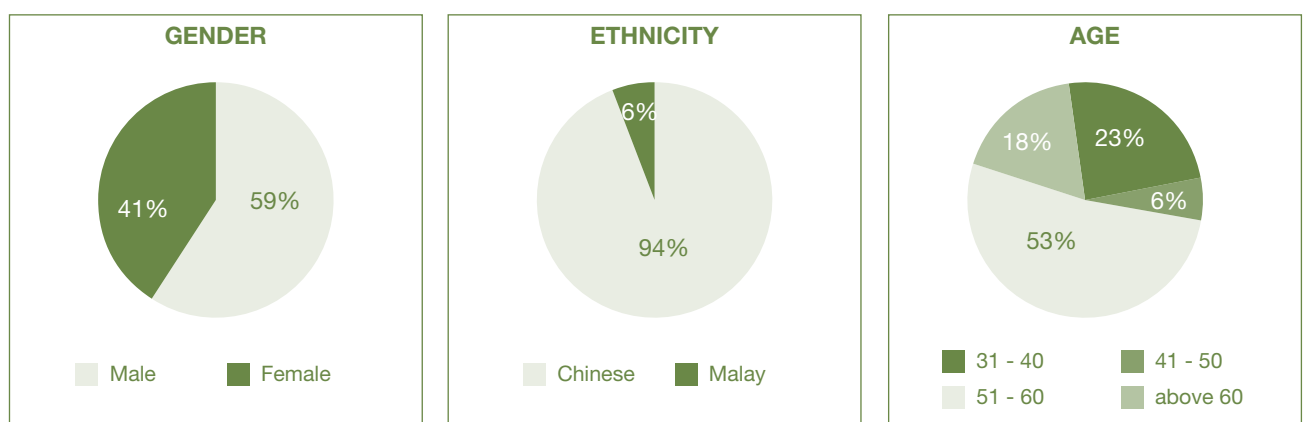
- Mr. Lim Poh Seong and Mr. Yap Min Lee fulfill the criteria under the definition on Independent Director as stated in the MMLR, and therefore are able to bring independent and objective judgment to the Board.
- They have been with the Company for ten (10) years as Independent Non-Executive Directors and therefore understand the Company's business operations which enable them to participate actively and contribute during deliberations or discussions at Board meetings without compromising their independence and objective judgment.
- They have contributed sufficient time and efforts and attended all Board meetings.
- They have exercised their due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional duties in the interest of the Company and shareholders.
- Their vast experiences allow them to provide guidance to the Management especially in setting the strategies and direction of the Company in areas pertaining to the business development, risk management and internal controls.

The Company has in place its procedures and criteria for appointment of new directors. Selection of candidates to be considered for appointment as Directors is facilitated through recommendations from the Directors, management, major shareholders or external parties including the Company's contacts in related industries. There was no new appointment of Board member during the financial year ended 31 May 2021.

The Group is committed to maintaining an environment of respect for people in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, ethnicity, nationality, religion or age. As such, all appointments and employment are based on objective criteria including (but not limited to) diversity in skills, experience, age, cultural background and gender.

The Board is judicious of the gender diversity recommendation promoted by the Code in order to offer greater depth and breadth for discussions and constructive debates in Board and Senior Management level. Currently, there are four (4) female Directors which represent 57% of the Board. Therefore, the Board is of the view that there is no necessity to set any specific target for female directors to sit in the Board.

#### Gender, Ethnicity and Age diversity in the Board and Management Team



The Board has adopted a formal and objective annual evaluation of the Board, Board Committees and Directors' performance. The Board through the Nomination Committee conducts the annual assessment on effectiveness of the Board, the Board Committees and the individual Directors of the Company.

During financial year ended 31 May 2021, the Company Secretaries assisted in the preparation of documents and facilitation of the annual evaluation. The evaluation process was led by Chairman of the Nomination Committee with the assistance of the Company Secretaries. Each Director participated in the evaluation by answering a set of questionnaires.

## Corporate Governance Overview Statement

### PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### II Board Composition (continued)

The evaluation process was based on self and peer assessments whereby the Directors assessed each other and themselves, the Board as a whole and the performance of each Board Committee. The results of all assessments and comments were collated and summarised by the Company Secretaries and were deliberated at the Nomination Committee meeting and thereafter the Nomination Committee's Chairman reported the results and deliberation to the Board.

The results of the assessments indicated that the performance of the Board, the Board Committees, the individual Directors and Members of the Board Committees during the review period had been satisfactory and therefore, they had been effective in their overall discharge of functions, roles and duties. Also, there was no apparent weaknesses or shortcomings identified that warrant specific action plan to address the same. Nevertheless, the Board views that continuous learning and training as an integral part of directors' development and authorised the management to continue arranging relevant training for Directors in order to further enhance their knowledge and to keep abreast with the latest development in the industry as well as to keep abreast with the ever changing regulatory and compliance matters.

The details on the activities of the Nomination Committee during the financial year ended 31 May 2021 are disclosed in the CG Report.

#### III Remuneration

The Board has in place a set of policies and procedures for remuneration of Directors and Senior Management. The objective of Remuneration Policy of the Company is to attract, retain and motivate Directors and Senior Management of the quality required to manage the business of the Group. The remuneration of Executive Directors and Senior Management comprises basic salary, allowances, bonuses and other customary benefits as appropriate. In the case of the Non-Executive Directors, a basic fee as ordinary remuneration and meeting allowances will be paid. The Executive Directors play no part in deciding their own remuneration. It is the ultimate responsibility of the Board to approve the remuneration package of Executive Directors. The Directors' Fee payable and other benefits payable to Directors are subject to the members' approval at the AGM in accordance with Section 230(1) of the Companies Act 2016.

The Board, through the Remuneration Committee is responsible for establishing, reviewing and recommending to the Board the remuneration packages of each individual Executive Director. The Remuneration Committee is also responsible for reviewing and recommending the remuneration for Senior Management and to ensure that their remuneration commensurate with their responsibilities and commitment.

On 27 January 2021, the Remuneration Committee reviewed the Directors' fee and remuneration packages of the Executive Directors and Senior Management. The Board approved the recommendation by the Remuneration Committee to put forth the Directors' Fee to the shareholders for approval at the 24<sup>th</sup> AGM.

Details of Directors' remuneration of the Company and of the Group for the financial year ended 31 May 2021 are as follow:-

#### Company

	Salaries (RM)	Bonuses (RM)	Fees (RM)	Other Remuneration (RM)	Total (RM)
<b>Executive Directors</b>					
Lim Chang Ching	-	-	3,000	3,000	6,000
Lim Zhen Qi	-	-	-	3,000	3,000
Alice Boo Miao Li	-	-	-	3,000	3,000
<b>Non-Executive Directors</b>					
Lim Poh Seong	-	-	49,000	5,500	54,500
Yap Min Lee	-	-	44,000	5,500	49,500
Cheah Yee Leng	-	-	39,000	3,000	42,000
Goh Ying Li	-	-	44,000	5,500	49,500
<b>Total</b>	-	-	<b>179,000</b>	<b>28,500</b>	<b>207,500</b>

## Corporate Governance Overview Statement

### PRINCIPLE A BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

#### III Remuneration (continued)

##### Group

	Salaries (RM)	Bonuses (RM)	Fees (RM)	Other Remuneration (RM)	Total (RM)
<b>Executive Directors</b>					
Lim Chang Ching	836,125	61,600	3,000	3,000	903,725
Lim Zhen Qi	448,403	33,000	-	3,000	484,403
Alice Boo Miao Li	277,673	10,250	-	3,000	290,923
<b>Non-Executive Directors</b>					
Lim Poh Seong	-	-	49,000	5,500	54,500
Yap Min Lee	-	-	44,000	5,500	49,500
Cheah Yee Leng	-	-	39,000	3,000	42,000
Goh Ying Li	-	-	44,000	5,500	49,500
<b>Total</b>	<b>1,562,201</b>	<b>104,850</b>	<b>179,000</b>	<b>28,500</b>	<b>1,874,551</b>

#### Remuneration of Top Five Senior Management

The top five (5) Senior Management's remuneration for the financial year ended 31 May 2021 is as follows:-

Range of Remuneration (RM)	Top Five Senior Management
350,000 - 400,000	2
200,000 - 250,000	1
150,000 - 200,000	2
<b>Total</b>	<b>5</b>

The Board is of the opinion that the disclosure of the Senior Management Personnel names and the various remuneration component (salary, bonus, benefits in-kind, other emoluments) would not be in the best interest of the Group due to confidentiality and sensitivity of each remuneration package.

### PRINCIPLE B EFFECTIVE AUDIT AND RISK MANAGEMENT

#### I Audit Committee

The Audit Committee consists of three (3) Independent Non-Executive Directors which is in compliance with the MMLR. The Audit Committee is chaired by Mr. Lim Poh Seong, who is distinct from the Chairman of the Board. This has ensured the objectivity of the Board's review of the Audit Committee's findings and recommendations. Mr. Lim Poh Seong is responsible to ensure the overall effectiveness and independence of the Audit Committee.

All members of the Audit Committee are financially literate whilst Mr. Lim Poh Seong is a fellow member of the Association of Chartered Certified Accountants (ACCA). The Audit Committee has full access to both the Internal and External Auditors who, in turn, have access at all times to the Chairman of Audit Committee.

The composition of the Audit Committee was reviewed by the Nomination Committee during the annual assessment and Nomination Committee did not recommend changes to the composition of the Audit Committee as it remains independent and effective. For any future proposed appointment of key audit partner as a member of Audit Committee, a cooling off period of at least three (3) years will be observed.

The Company has in place policies and procedures to assess the suitability, objectivity and independence of the External Auditors. In the annual assessment on the suitability, objectivity and independence of the auditors, the Audit Committee is guided by the factors as prescribed under MMLR as well as the policies and procedures which were adopted by the Board.

Details of activities carried out by the Audit Committee during the financial year ended 31 May 2021 are set out in the Audit Committee Report.

## Corporate Governance Overview Statement

### PRINCIPLE B EFFECTIVE AUDIT AND RISK MANAGEMENT (CONTINUED)

#### II Risk Management and Internal Control Framework

The Board recognises the importance of good risk management practices and sound internal controls as a platform to good corporate governance. The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness.

The Board adopted the Enterprise Risk Management framework which is guided by the principles set out in ISO31000:2018 Risk Management, which is an internationally recognised risk management framework. The Risk Management Committee is entrusted by the Board to oversee the Group's risk management framework and policies. The composition of Risk Management Committee consists of Executive Directors and key management staff. The Risk Management Committee has clear written Terms of Reference and the Board receives reports of its proceedings and deliberations. The Risk Management Committee will report to the board the outcome of its meetings and such reports are incorporated in the minutes of the Board meeting.

The Risk Management Committee assessed and monitored the efficacy and effectiveness of the risk management controls and measures taken whilst the adequacy and effectiveness of the internal controls were reviewed by the Audit Committee in conjunction with the activities and reports of the outsourced Internal Auditors.

The Group's internal audit function is outsourced to a professional service firm, Tricor Axcelasia Sdn. Bhd. to provide the Audit Committee with an independent assessment on the adequacy and effectiveness of the Group's system of internal controls.

During the financial year ended 31 May 2021, the outsourced internal audit function carried out audits in accordance with the risk-based internal audit plan reviewed and approved by the Audit Committee. The results of their review presented in the Internal Audit Report, which include a summary of internal audit findings and management's responses, were discussed with Senior Management and subsequently presented to the Audit Committee. Follow up visits were also conducted by Internal Auditors to ensure that management's action plans in respect of the matters highlighted in the internal audit reports have been adequately addressed. None of the internal control weaknesses have resulted in any material losses, contingencies or uncertainties that would require disclosure in the Annual Report.

To ensure effectiveness of the Group Internal Audit function, the Audit Committee assessed the following in respect of internal audit amongst others, the terms of engagements, scope of work, timeliness and quality of deliverables:-

- a) the adequacy of the scope, functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its work; and
- b) the internal audit plan, processes, the results of the internal audit assessment, processes or undertakings and whether or not appropriate action is taken on the recommendations of the internal audit function.

The engagement Executive Director is Ms Melissa Koay who has diverse professional experience in internal audits, risk management and corporate governance advisory. She is a Chartered Member of the Institute of Internal Auditors Malaysia, a member of the Malaysian Institute of Accountants and a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom. Ms Koay is also a Certified Internal Auditor, an international qualification awarded by the Institute of Internal Auditors.

The internal audit staff on the engagement, are free from any family relationship with any Directors and/or major shareholders and do not have any conflict of interest with the Group.

The internal audit was conducted using a risk-based approach and was guided by the International Professional Practice Framework (IPPF).

### PRINCIPLE C INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

#### I Communication with Stakeholders

The Board leverages on a number of formal channels for effective dissemination of information to shareholders and other stakeholders, particularly through Annual Reports, Circular to Shareholders, announcements to Bursa Malaysia Securities Berhad, media releases, AGM, Extraordinary General Meeting ("EGM") and the Group's website, [www.paos.com.my](http://www.paos.com.my).

The Company is not a Large Company as defined by the Code. The Company will consider adopting integrated reporting if the Board is of the view that the benefits of the adoption outweigh the costs.

## Corporate Governance Overview Statement

### PRINCIPLE C INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONTINUED)

#### II Conduct of General Meetings

In view of the current COVID-19 pandemic, the Company had taken the necessary precautions and preventive measures in complying with the directives issued by the Ministry of Health Malaysia, the National Security Council, Ministry of International Trade and Industry and other relevant authorities. These include the option of remote shareholder and proxy participation at the AGM. At the Company's fully virtual 23<sup>rd</sup> AGM held on 27 November 2020, the Company had leveraged on technology to facilitate remote shareholders' participation and electronic voting for the conduct of poll on the resolutions for the first time.

The Company's 23<sup>rd</sup> AGM was conducted on a fully virtual basis through live streaming and Remote Participation and Electronic Voting facilities at the Broadcast Venue at BEST WESTERN i-City Shah Alam, Selangor in accordance with Section 327 of the Companies Act 2016, provisions of the Company's Constitution and Guidance notes and FAQs on the Conduct of General Meetings of Listed Issuers issued by the Securities Commission.

All Directors save for Ms. Cheah Yee Leng and Ms. Goh Ying Li, and the External Auditors together with Company Secretaries were physically present at the Broadcast Venue. Whereas, Ms. Cheah and Ms. Goh were participated in the 23<sup>rd</sup> AGM remotely.

In line with the recommendations of the Code, the Notice of 23<sup>rd</sup> AGM of the Company was issued 28 days before the AGM date. In order to facilitate informed decision making by the shareholders, notices of meetings are also accompanied by explanatory notes along with any background information and reports or recommendation that are relevant, where required and necessary. The shareholders were encouraged to appoint proxy/proxies or chairman of the meeting to vote on their behalf if they are unable to attend the meeting. The Administrative Guide with detailed registration and voting procedures were shared with the shareholders and the same were also published on the Group's website.

To further encourage engagement between the Directors and shareholders, the shareholders or proxies were invited to submit questions via real time submission of typed texts through a text box within Boardroom Smart Investor Portal's platform during the live streaming of the meetings or to send questions before 23<sup>rd</sup> AGM to [info@paos.com.my](mailto:info@paos.com.my). A Questions and Answers session has been allocated to deal with the questions in relation to the Company's financial statements and proposed resolutions before putting the resolutions for voting.

#### STATEMENT ON COMPLIANCE

The Company has adopted all the Practices of the Code except for the following:-

Practice 1.3 (The positions of Chairman and CEO are held by different individuals);

Practice 4.1 (At least half the Board comprises independent directors);

Practice 7.2 (Disclosure of top five senior management's remuneration in bands of RM50,000.00); and

Practice 11.2 (Adoption of integrated reporting for large companies).

The explanations for departure from the above practices are available in the CG Report.

The Board is committed to strengthen the application of the corporate governance practices and procedures as set out in the updated Malaysian Code of Corporate Governance (as at 28 April 2021) throughout the Group, in pursuit of safeguarding the interest of all shareholders and stakeholders.

This Corporate Governance Overview Statement was approved by the Board of Directors on 10 September 2021.

## OTHER COMPLIANCE INFORMATION

### 1) Utilisation of Proceeds

During the financial year ended 31 May 2021, the Company did not raise any proceed from any corporate proposal.

### 2) Non-Audit Fees

The amount of non-audit fees paid or payable to the External Auditors or a firm or corporation affiliated to the auditors firm for the financial year ended 31 May 2021 are as follows:-

Particular	Company	Group
Non-Audit Fees paid or payable to External Auditors		
- <i>review of the Statement on Risk Management and Internal Control</i>	RM14,000	RM14,000
Total	RM14,000	RM14,000
Non-Audit Fees paid or payable to a firm or corporation affiliated to the auditors firm		
- <i>taxation services</i>	RM5,800	RM36,900

### 3) Material Contracts

The Company and its subsidiaries do not have any material contracts involving the interest of its Directors and/or major shareholders.



## AUDIT COMMITTEE REPORT

### COMPOSITION OF MEMBERS

The present members of the Audit Committee are as follows :-

<b>Lim Poh Seong</b>	<i>(Chairman of the Committee, Independent Non-Executive Director)</i>
<b>Yap Min Lee</b>	<i>(Independent Non-Executive Director)</i>
<b>Goh Ying Li</b>	<i>(Independent Non-Executive Director)</i>

The composition of the Audit Committee meets the requirement of paragraph 15.09(1)(a) and (b) and 15.10 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”).

Mr. Lim Poh Seong is a fellow member of the Association of Chartered Certified Accountants and fulfills the requirement of paragraph 15.09 (1)(c)(ii) of the MMLR.

The Board has entrusted the Nomination Committee to review the terms of office of the Audit Committee members and the performance of the Audit Committee and its members through an annual evaluation. The Board is satisfied that the Audit Committee and its members discharged their functions, duties and responsibilities in accordance with the Terms of Reference of the Audit Committee, supporting the Board in ensuring the Group upholds appropriate Corporate Governance standards.

On 28 July, 2020, the Terms of Reference of the Audit Committee has been reviewed and amended to enhance the function of Audit Committee with regards to the Anti-Corruption Framework. The updated Terms of Reference of the Audit Committee is available for reference on the Group’s website at [www.paos.com.my](http://www.paos.com.my).

During the financial year ended 31 May 2021, the Chairman of the Audit Committee had engaged on a continuous basis with the management, Internal Auditors and the External Auditors, in order to keep abreast of matters and issues affecting the Company.

The management was invited to all Audit Committee meetings to facilitate direct communication and to provide clarification on audit issues and the Group’s operations. All deliberations during the Audit Committee meetings were duly minuted. Minutes of the Audit Committee meetings were tabled for confirmation at every succeeding Audit Committee meeting and the Minutes were distributed to each Board member for their notation. The Chairman of the Audit Committee reported on key issues discussed at each meeting to the Board.

### ATTENDANCE

During the financial year ended 31 May 2021, the Committee met five (5) times. The number of meetings attended by each member is as follows:-

Member	Description	No. of Meetings Attended	Percentage (%)
Lim Poh Seong	Chairman / Independent Non-Executive Director	5/5	100
Yap Min Lee	Member / Independent Non-Executive Director	5/5	100
Goh Ying Li	Member / Independent Non-Executive Director	5/5	100

### SUMMARY OF WORKS

The works carried out by the Audit Committee during the financial year ended 31 May 2021 include the following:-

#### (a) Financial Reporting

The Committee reviewed the unaudited quarterly reports and audited financial statements of the Company and the Group and recommended the same to the Board for approval prior to the announcement to Bursa Malaysia Securities Berhad. The review is to ensure that the unaudited quarterly reports and audited financial statements of the Company and the Group present a true and fair view of the Group’s financial position and performance and compliance with regulatory requirements.

The Committee reviewed the financial reports by focusing on:-

- Changes in or implementation of major accounting policies
- Significant adjustment arising from the audit
- Significant and unusual events
- Compliance with accounting standards and other legal requirements

## Audit Committee Report

### SUMMARY OF WORKS (CONTINUED)

#### (a) Financial Reporting (continued)

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with the management and External Auditors on the salient accounting and audit issues, significant risk areas, reasonableness of significant judgements, amendments to the reporting standards and other legal requirements.

The Company's External Auditors, Messrs KPMG PLT ("KPMG") have evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors such as impairment on investments, trade receivables, contract assets and inventories.

#### (b) External Audit

On 28 July 2020, the Audit Committee reviewed KPMG's presentation for financial year ended 31 May 2020. A summary of KPMG's key findings was presented to the Audit Committee. The Audit Committee was satisfied that the Financial Statements for the year 2020 did not contain material misstatements and has given a true and fair view of the financial position of the Group. In the same meeting, the Audit Committee carried out an annual assessment/evaluation of the performance of External Auditors including the assessment of their independence in accordance to the Group's "Policies and Procedures to Assess The Suitability And Independence Of External Auditors". An evaluation form "External Auditor Evaluation Form" which consists of a set of questionnaires were used to aid the evaluation. Based on the outcome of the questionnaires, the work done, the presentation of the Auditors and the feedback from the management, the Audit Committee was satisfied with KPMG's performance for financial year 2020 and recommended to the Board the re-appointment of KPMG as External Auditors of the Group for financial year 2021.

With the shareholders' approval of the appointment of KPMG as External Auditors for the financial year 2021, the Audit Committee reviewed with KPMG, their Audit Plan and Strategy for the financial year ended 31 May 2021 on 28 April 2021. The audit engagement team, audit materiality, audit scope, audit methodology and timing of audit, audit focus areas, key milestones, potential key audit matters and other significant risks, audit fee, newly effective accounting standards, Section 320A of Capital Markets and Services Act 2007, Directors' responsibilities, KPMG's responsibilities and KPMG's independence amongst others were discussed and brought to the attention of the Audit Committee. Auditors also presented "KPMG Clara", the new KPMG audit platform which will be deployed by KPMG in the near future. KPMG also advised the Group to consider the IT road map of the Group in the current changing environment. The Audit Committee upon due deliberation, approved KPMG's Audit Plan and Strategy for the financial year ended 31 May 2021 for implementation in accordance with the audit timeline.

An annual assessment of the quality of the audit has been undertaken by the Audit Committee on 26 August 2021. The Audit Committee was satisfied with KPMG's performance, quality of communication, sufficiency and allocation of resources, competency as well as timelines in completing the audit. The Audit Committee was of the view that KPMG had demonstrated their independence, objectivity and professionalism. In addition, KPMG in its presentations to the Audit Committee confirmed that KPMG are independent of the Group 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' *Code of Ethics for Professional Accountants* ("IESBA Code"), and they have fulfilled their other ethical responsibilities in accordance with the By-Laws and IESBA Code.

Further to that, the Audit Committee recommended the re-appointment of KPMG for the financial year ending 31 May 2022 to the Board for approval by its shareholders at the forthcoming Twenty Fourth Annual General Meeting.

#### (c) Internal Control and Risk Management

During financial year 2021, the Audit Committee met five (5) times with the Internal Auditors at the Audit Committee meetings to carry out its responsibility in reviewing the internal audit function and to assure itself on the soundness of internal control system.

On 28 July 2020, the Audit Committee reviewed and concurred with the comments on the Statement on Risk Management and Internal Control from the outsourced Internal Auditors, Tricor Axcelasia Sdn. Bhd.. In the same meeting, the Audit Committee reviewed and assessed the adequacy of the scope, functions, competency and resources of the internal audit function and that they have the necessary authority to carry out their work. An evaluation form "Evaluation of Internal Audit Function" was used to aid the evaluation. The Audit Committee was satisfied that Tricor Axcelasia Sdn. Bhd. has been given the necessary authority to carry out its work. The Audit Committee was satisfied with the performance and competency of Tricor Axcelasia Sdn. Bhd..

## Audit Committee Report

### SUMMARY OF WORKS (CONTINUED)

#### (c) Internal Control and Risk Management (continued)

On 11 June 2020, 27 October 2020, 27 January 2021 and 28 April 2021, the Audit Committee reviewed and deliberated the Internal Audit Reports containing internal audit findings, management's response and recommendations presented by the Internal Auditors. Follow up reviews from previous audits were also updated to the Committee to track on whether the findings have been resolved.

The "Key Observations on the Effectiveness of Internal Audit Function of Listed Issuers" which summarised Bursa Malaysia's findings of the thematic review focused on effectiveness of internal audit function and key takeaways was circulated to the members of Audit Committee for their attention. The Audit Committee reviewed together with the Internal Auditors and is satisfied that the Group's Internal Audit Function meets all the seven (7) criteria of the Internal Audit function as recommended.

#### (d) Other activities

The Audit Committee reviewed related party transactions and conflict of interest situation that may arise within the Company or Group. The Audit Committee also reported to the Board on significant issues and concerns discussed during the Audit Committee meetings together with applicable recommendations.

The Audit Committee reviewed Terms of Reference of Audit Committee and Policies and Procedures to Assess the Suitability and Independence of External Auditors to ensure they remain relevant and applicable.

### INTERNAL AUDIT FUNCTION AND SUMMARY OF WORKS

The Group outsourced its internal audit function to Tricor Axcelasia Sdn. Bhd. as internal auditors of the Group to assist the Audit Committee in discharging its duties and responsibility more effectively. Tricor Axcelasia Sdn. Bhd. acted independently and with due professional care and presented the Internal Audit Reports on the findings and recommendations to the Audit Committee.

The internal audit reviews were conducted using a risk-based approach and were guided by the International Professional Practice Framework. The internal audit reviews involved walkthrough or high level reviews of the major operations, discussions held with top management and key workers as limited tests of transactions on a sample basis covering the various related records and documents supplemented with an observation of its current practices.

The Audit Committee has full and direct access to the outsourced Internal Auditors, reviews its internal audit plan and reports on audits performed, and monitors its performance. The Audit Committee also reviews the adequacy of the scope, functions, competency and resources of outsourced internal audit functions from time to time.

In respect of the financial year ended 31 May 2021, the Internal Auditors had carried out internal audit reviews on the following subsidiaries:-

Entity	Auditable Process
PAOS Industries Sdn. Bhd.	<ul style="list-style-type: none"> <li>• Sales and Marketing</li> <li>• Health and Safety Practices</li> </ul>
Alpine Legacy Sdn. Bhd. and The 5 Elements Hotel Sdn. Bhd.	Crisis Management
Premier Oil Industries Sdn. Bhd.	Safety and Health Management

The reviews were conducted to assist the Audit Committee of PAOS by independently assessing the adequacy and effectiveness of the Group's system of internal control and make recommendations for improvement.

They also had carried out follow-up audit visits to review the implementation status of management's action plans that were reported in the previous Internal Audit Reports.

The audit findings and recommendations for improvement and the status of implementation status of management's action plans were presented at the Audit Committee meetings.

The fees incurred in maintaining the outsourced internal audit function for the financial year ended 31 May 2021 amounted to RM45,000.00.

This report is made in accordance with a resolution of the Board of Directors on 10 September 2021.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## INTRODUCTION

The Board of Directors (“Board”) of Paos Holdings Berhad (“PHB” or “the Group”) is pleased to present its Statement on Risk Management and Internal Control (“the Statement”) for the financial year ended 31 May 2021, which has been prepared pursuant to paragraph 15.26 (b) of Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and as guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers (“the Guidelines”), in this annual report. This Statement outlines the nature and state of the internal controls of the Group.

## BOARD’S RESPONSIBILITIES

The Board recognises the importance of good risk management practices and sound internal controls as a platform to good corporate governance. The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness. In addition, on 26 August 2021 the Board has also received assurance from the Executive Directors, who are also primarily responsible for the management of the Group’s financial and operational affairs, that the Group’s risk management and internal control systems, in all material aspects, are operating adequately and effectively.

Due to inherent limitations in the risk management and internal control system, such a system put into effect by the Management is designed to manage rather than eliminate risks that may impede the achievement of the Group’s business strategies and objectives. Therefore, such a system can only provide reasonable but not absolute assurance against any material misstatement or loss. During the current financial year, there were no major internal control weaknesses which led to material losses, contingencies or uncertainties that would require disclosure in this Annual Report.

## KEY ELEMENTS OF THE GROUP’S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

Key elements of the Group’s risk management and internal control system that facilitate the proper conduct of the Group’s businesses are described below:

### 1. RISK MANAGEMENT SYSTEM

As the Group operates in a dynamic business environment, sound risk management and internal control systems are in place to help the Group achieves its business objectives. The Board is dedicated to strengthening the Group’s risk management system and to implement appropriate controls to manage its key business risks within the Group.

Whilst the Board maintains ultimate control over risk management issues, the implementation of the risk management practices and internal controls within an established framework has been delegated to the Risk Management Committee. The responsibility for managing risks at each business division lies with the Risk Management Team, which comprises all the Heads of Department. There are processes for identifying, evaluating, monitoring and managing significant risks that may impede the achievement of the Group’s business and corporate objectives. The Board through the Audit Committee reviews the internal control processes to ascertain that measures are taken to mitigate risks.

Enterprise Risk Management (“ERM”) framework is in place to outline the risk governance and structure, risk policies, risk assessment process and integration of risk management into significant activities and functions. The ERM framework is guided by the principles set out in ISO31000:2018 Risk Management, which is an internationally recognised risk management framework.

During the year under review, the Risk Management Committee met on 22 December 2020 and 24 May 2021 to review the risk rating and controls and updates of the Group’s risk profiles of the manufacturing and trading divisions as well as integrated hotel operations and property investment divisions. On 28 July 2020 and 27 January 2021, the Board was updated on the key risks, risk rating, existing controls and the risk action plans identified to manage risks of the Group accordingly.

The abovementioned risk management practices of the Group serve as the on-going process used to identify, evaluate and manage significant risks for the financial year under review and up to the date of approval of this Statement.

## Statement on Risk Management and Internal Control

### KEY ELEMENTS OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (CONTINUED)

#### 2. INTERNAL CONTROL SYSTEM

- Organisation Structure and Authorisation Procedures

The Board has established a formal organisational structure with well-defined lines of reporting as well as clear delegation of responsibility and accountability within the Group. The Group also sets out roles and responsibilities, appropriate authority limits as well as structured review and approval procedures in order to enhance the decision-making process and the internal control system of the Group.

- Operational Policies and Procedures

Documented operational policies and procedures are in place and are updated when necessary to ensure that they maintain their effectiveness and continue to support the Group's business activities as the Group continues to grow.

- ISO Procedures

One of the Group's subsidiaries, i.e. Paos Industries Sdn. Bhd. ("PISB"), is ISO 9001:2015 certified. With this certification, annual surveillance audits are conducted by independent external ISO auditors particularly to ensure compliance with ISO procedures or manual.

- Human Resource Policy

Guidelines on employment, performance appraisal, training and retention of employees are in place to ensure that the Group has a team of employees who are well trained and equipped with all the necessary knowledge, skills and abilities to carry out their roles and responsibilities effectively.

- Code of Conduct and Ethics

To uphold the highest levels of business ethical standards and practices, the Code of Conduct and Ethics was established to serve as a guidance which is to be complied by all the Directors, Management and employees of the Group.

- Anti-Corruption Policies and Procedures

Anti-Corruption Policies and Procedures is developed to assist the Group in preventing the occurrence of corrupt practices in business activities, especially in the deterrence of corruption, bribery and malpractices or illegal activities that may arise in the day to day course of business.

- Whistleblowing Policies and Procedures

The policies and procedures is set up to facilitate all employees of the Group to report or disclose through established channels, concerns about improper conduct or misconduct, or failure to comply with regulatory requirements that is taking place/has taken place/ may take place in the future.

- Information and Communication

Information requiring the Board and key management staff's attention are highlighted for review, deliberation and decision on a timely basis.

The Group also sets out Shareholders Communication Policy as part of the Group's commitment to promote effective communication with shareholders by providing them with access to the latest information.

## Statement on Risk Management and Internal Control

### KEY ELEMENTS OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM (CONTINUED)

#### 2. INTERNAL CONTROL SYSTEM (CONTINUED)

- Monitoring and Review

The Executive Directors are involved in the daily operations and are responsible for the business performance of the respective businesses. The daily operations are monitored through management meetings and informal discussions held. Significant issues are brought to the attention of the Board.

The year-end financial statements and the announcements of the quarterly results are presented to the Board for their review, consideration and approval. The Board plays an active role in discussing and reviewing the business plans, strategies, performance and risks faced by the Group.

#### 3. INTERNAL AUDIT FUNCTION

The Group's internal audit function is outsourced to a professional services firm, to assist the Board and Audit Committee in providing an independent assessment on the adequacy and effectiveness of the Group's internal control system. They report directly to the Audit Committee.

### CONCLUSION

The Board is of the view that the Group's system of risk management and internal control is adequate and effective to safeguard shareholders' investments and the Group's assets. However, the Board is also cognisant of the fact that the Group's system of risk management and internal control practices must continuously evolve to meet the changing and challenging business environment. Therefore, the Board will, when necessary, put in place appropriate action plans to further enhance the Group's system of risk management and internal control framework.

This Statement is made in accordance with the Board's resolution dated 10 September 2021.

## STATEMENT OF DIRECTORS' RESPONSIBILITY

### In Respect of Audited Financial Statements

The Directors are responsible to ensure that the financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia and so as to give a true and fair view of the financial position of the Group and of the Company as at 31 May 2021 and of their financial performance and cash flows for the financial year then ended.

In preparing these financial statements for the year ended 31 May 2021, the Directors have:-

- adopted suitable accounting policies and then applied them consistently;
- made estimates and judgements that are reasonable and prudent;
- ensure that applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepared the financial statements on the going concern basis.

This Statement is made in accordance with a resolution of the Board of Directors on 10 September 2021.



# FINANCIAL STATEMENTS

Directors' Report	47	55	Notes to the Financial Statements
Statements of Financial Position	50	90	Statement by Directors
Statements of Profit or Loss and Other Comprehensive Income	51	90	Statutory Declaration
Statements of Changes in Equity	52	91	Independent Auditors' Report
Statements of Cash Flows	53		



## DIRECTORS' REPORT

### For the year ended 31 May 2021

The Directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 May 2021.

#### Principal activities

The Company is principally engaged in investment holding activities whilst the principal activities of the subsidiaries are stated in Note 6 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

#### Subsidiaries

The details of the Company's subsidiaries are disclosed in Note 6 to the financial statements.

#### Results

	Group RM	Company RM
(Loss)/Profit for the year	(1,150,877)	276,337

#### Reserves and provisions

There were no material transfers to or from reserves and provisions during the financial year under review.

#### Dividend

No dividend was paid during the year and the Directors do not recommend any final dividend to be paid for the financial year under review.

#### Directors of the Company

Directors who served during the financial year and until the date of this report are:

Lim Chang Ching  
 Alice Boo Miao Li  
 Lim Poh Seong  
 Lim Zhen Qi  
 Yap Min Lee  
 Cheah Yee Leng  
 Goh Ying Li

#### Director of Subsidiaries

Pursuant to Section 253 of the Companies Act 2016, the Director of the subsidiaries (excluding Directors who are also Directors of the Company) in office during the financial year and up to the date of this report is as follows:

Lim May Kuin

#### Directors' interests in shares and warrants

The interests and deemed interests in the ordinary shares and warrants of the Company and of its related corporations of a Director at financial year end as recorded in the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares			At 31.5.2021
	At 1.6.2020	Bought	Sold	
<b>Direct interests in the Company</b>				
Lim Chang Ching	30,000	-	-	30,000

## Directors' Report for the year ended 31 May 2021

### Directors' interests in shares and warrants (continued)

The interests and deemed interests in the ordinary shares and warrants of the Company and of its related corporations of a Director at financial year end as recorded in the Register of Directors' Shareholdings are as follows (continued):

	Number of warrants over the ordinary shares			At 31.5.2021
	At 1.6.2020	Bought	Sold	
<b>Direct interests in the Company</b>				
Lim Chang Ching	15,000	-	-	15,000

None of the other Directors holding office at 31 May 2021 had any interest in the ordinary shares and warrants of the Company and of its related corporations during the financial year.

### Directors' benefits

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than those fees and other benefits included in the aggregate amount of remuneration received or due and receivable by Directors as shown in the financial statements or the fixed salary of a full time employee of the Company or of related corporations) by reason of a contract made by the Company or a related corporation with the 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.

There were no arrangements during and at the end of the financial year which had the object of enabling 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.

### Issue of shares and debentures

There were no changes in the issued and paid-up capital of the Company during the financial year.

There were no debentures issued during the financial year.

### Warrants 2016/2021

On 15 December 2016, the Company issued 90,582,000 free warrants to all entitled shareholders of the Company on the basis of one (1) free warrant for every two (2) ordinary shares held in the Company. The warrants are constituted under a Deed Poll dated 25 November 2016 and are listed on Bursa Malaysia Securities Berhad.

The main features of the warrants are as follows:

- i) Each warrant entitles the registered holder during the exercise period to subscribe for one (1) new ordinary share at the exercise price, which has been fixed at RM0.50 per share subject to adjustments in accordance with the provisions of the Deed Poll dated 25 November 2016; and
- ii) The warrants may be exercised at any time on or after 15 December 2016 until the end of the tenure of the warrants. The tenure of the warrants is for a period of five (5) years. Warrants not exercised during the exercise period shall thereafter lapse and cease to be valid for any purpose.

### Options granted over unissued shares

No options were granted to any person to take up unissued shares of the Company during the financial year.

### Indemnity and insurance costs

During the financial year, there was no indemnity given to or insurance effected for the Directors, officers and auditors of the Company.

## Directors' Report for the year ended 31 May 2021

### Other statutory information

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- i) there are no bad debts to be written off and no provision need to be made for doubtful debts, and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have 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 write off any bad debts or provide for any doubtful debts, 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) which have arisen which render adherence to the existing method 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 that would render any amount stated in the financial statements of the Group and of the Company misleading.

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

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

No contingent liability or other liability of any company in the Group has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 May 2021 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

### Auditors

The auditors, KPMG PLT, have indicated their willingness to accept re-appointment.

The auditors' remuneration is disclosed in Note 19 to the financial statements.

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

-----  
**Lim Chang Ching**  
Director

-----  
**Alice Boo Miao Li**  
Director

Shah Alam, Malaysia

Date: 10 September 2021

# STATEMENTS OF FINANCIAL POSITION

As at 31 May 2021

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
<b>Assets</b>					
Property, plant and equipment	3	31,899,637	30,935,893	-	-
Right-of-use assets	4	9,345,692	9,522,077	-	-
Investment properties	5	20,671,755	21,260,950	-	-
Investments in subsidiaries	6	-	-	90,788,173	90,788,173
<b>Total non-current assets</b>		<b>61,917,084</b>	<b>61,718,920</b>	<b>90,788,173</b>	<b>90,788,173</b>
<hr/>					
Inventories	8	176,172	573,516	-	-
Contract assets	9	5,624,857	5,079,669	-	-
Other investments	10	2,324,800	3,800	-	-
Current tax assets		668,364	819,146	48,681	36,365
Trade and other receivables	11	30,601,728	25,897,505	7,266,677	8,447,206
Deposits and prepayments	12	302,148	339,969	2,000	2,000
Cash and cash equivalents	13	2,888,642	5,377,374	19,997	23,650
<b>Total current assets</b>		<b>42,586,711</b>	<b>38,090,979</b>	<b>7,337,355</b>	<b>8,509,221</b>
<b>Total assets</b>		<b>104,503,795</b>	<b>99,809,899</b>	<b>98,125,528</b>	<b>99,297,394</b>
<hr/>					
<b>Equity</b>					
Share capital	14	90,582,000	90,582,000	90,582,000	90,582,000
Retained earnings		820,174	1,971,051	659,885	383,548
<b>Equity attributable to owners of the Company</b>		<b>91,402,174</b>	<b>92,553,051</b>	<b>91,241,885</b>	<b>90,965,548</b>
<hr/>					
<b>Liabilities</b>					
Loans and borrowings	15	259,945	371,341	-	-
Deferred tax liabilities	7	509,792	466,279	-	-
<b>Total non-current liabilities</b>		<b>769,737</b>	<b>837,620</b>	<b>-</b>	<b>-</b>
<hr/>					
Loans and borrowings	15	111,395	319,061	-	-
Current tax liabilities		-	5,456	-	-
Trade and other payables	16	12,220,489	6,094,711	6,883,643	8,331,846
<b>Total current liabilities</b>		<b>12,331,884</b>	<b>6,419,228</b>	<b>6,883,643</b>	<b>8,331,846</b>
<b>Total liabilities</b>		<b>13,101,621</b>	<b>7,256,848</b>	<b>6,883,643</b>	<b>8,331,846</b>
<b>Total equity and liabilities</b>		<b>104,503,795</b>	<b>99,809,899</b>	<b>98,125,528</b>	<b>99,297,394</b>

The notes set out on pages 55 to 89 are an integral part of these financial statements.

# STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 May 2021

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
<b>Revenue</b>	17	404,862,507	282,844,280	750,000	3,000,000
Cost of sales		(399,097,275)	(277,340,741)	-	-
<b>Gross profit</b>		5,765,232	5,503,539	750,000	3,000,000
Administrative expenses		(6,539,531)	(7,262,860)	(473,663)	(464,531)
Distribution expenses		(241,762)	(258,998)	-	-
Other expenses		(521,262)	(93,697)	-	-
Other income		1,068,728	937,837	-	-
<b>Results from operating activities</b>		(468,595)	(1,174,179)	276,337	2,535,469
Finance costs		(20,515)	(22,295)	-	-
Finance income		45,352	136,875	-	-
<b>(Loss)/Profit before tax</b>		(443,758)	(1,059,599)	276,337	2,535,469
Tax expense	18	(707,119)	(284,814)	-	-
<b>(Loss)/Profit and total comprehensive (expense)/income for the year</b>	19	(1,150,877)	(1,344,413)	276,337	2,535,469
Basic loss per ordinary share (sen)	21	(0.64)	(0.74)		

The notes set out on pages 55 to 89 are an integral part of these financial statements.

## STATEMENTS OF CHANGES IN EQUITY

For the year ended 31 May 2021

	Note	Share capital RM	<i>Distributable</i>	Total equity RM
			Retained earnings RM	
<b>Group</b>				
<b>At 1 June 2019</b>		90,582,000	6,214,088	96,796,088
Loss and total comprehensive expense for the year		-	(1,344,413)	(1,344,413)
Dividends	22	-	(2,898,624)	(2,898,624)
<b>At 31 May 2020/1 June 2020</b>		90,582,000	1,971,051	92,553,051
Loss and total comprehensive expense for the year		-	(1,150,877)	(1,150,877)
<b>At 31 May 2021</b>		90,582,000	820,174	91,402,174
			Note 14	
	Note	Share capital RM	<i>Distributable</i> Retained earnings RM	Total equity RM
<b>Company</b>				
<b>At 1 June 2019</b>		90,582,000	746,703	91,328,703
Profit and total comprehensive income for the year		-	2,535,469	2,535,469
Dividends	22	-	(2,898,624)	(2,898,624)
<b>At 31 May 2020/1 June 2020</b>		90,582,000	383,548	90,965,548
Profit and total comprehensive income for the year		-	276,337	276,337
<b>At 31 May 2021</b>		90,582,000	659,885	91,241,885
			Note 14	

The notes set out on pages 55 to 89 are an integral part of these financial statements.

## STATEMENTS OF CASH FLOWS

For the year ended 31 May 2021

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
<b>Cash flows from operating activities</b>					
(Loss)/Profit before tax		(443,758)	(1,059,599)	276,337	2,535,469
<i>Adjustments for:</i>					
Depreciation of investment properties		589,195	589,198	-	-
Depreciation of property, plant and equipment		1,849,270	1,999,617	-	-
Depreciation of right-of-use-asset		176,385	192,480	-	-
Dividend income		-	-	(750,000)	(3,000,000)
Fair value loss on other investments		407,225	8,000	-	-
Finance costs		20,515	22,295	-	-
Finance income		(45,352)	(136,875)	-	-
Net gain on disposal of property, plant and equipment		(22,600)	(333,959)	-	-
Net unrealised foreign exchange gain		(226,222)	(124,513)	-	-
<b>Operating profit/(loss) before changes in working capital</b>		2,304,658	1,156,644	(473,663)	(464,531)
Changes in working capital:					
Deposits and prepayments		37,821	(44,305)	-	-
Inventories		397,344	369,928	-	-
Trade and other receivables		(4,460,896)	2,500,727	1,930,529	(1,250,642)
Trade and other payables		6,128,638	292,704	(1,448,203)	1,610,194
Contract assets		(545,188)	418,945	-	-
<b>Cash generated from/(used in) operations</b>		3,862,377	4,694,643	8,663	(104,979)
Tax paid		(823,980)	(1,086,614)	(12,316)	(16,202)
Tax refund		305,700	1,406,999	-	22,000
<b>Net cash from/(used in) operating activities</b>		3,344,097	5,015,028	(3,653)	(99,181)
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment	(ii)	(2,813,014)	(5,008,010)	-	-
Acquisition of other investment		(2,728,225)	-	-	-
Dividends received		-	-	-	3,000,000
Interest received		45,352	136,875	-	-
Proceeds from disposal of property, plant and equipment		22,600	364,455	-	-
<b>Net cash (used in)/from investing activities</b>		(5,473,287)	(4,506,680)	-	3,000,000
<b>Cash flows from financing activities</b>					
Dividends paid	22	-	(2,898,624)	-	(2,898,624)
Interest paid		(20,515)	(22,295)	-	-
Repayment of loans and borrowings		(111,397)	(74,263)	-	-
<b>Net cash used in financing activities</b>		(131,912)	(2,995,182)	-	(2,898,624)
<b>Net (decrease)/increase in cash and cash equivalents</b>		(2,261,102)	(2,486,834)	(3,653)	2,195
Effect of exchange rate fluctuations on cash held		(19,965)	20,151	-	-
Cash and cash equivalents at 1 June		5,169,709	7,636,392	23,650	21,455
<b>Cash and cash equivalents at 31 May</b>	(i)	2,888,642	5,169,709	19,997	23,650

## Statements of Cash Flows for the year ended 31 May 2021

### (i) Cash and cash equivalents

Cash and cash equivalents included in the statements of cash flows comprise the following statements of financial position amounts:

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
Deposits placed with licensed banks	13	-	2,401,322	-	-
Cash and bank balances	13	2,888,642	2,976,052	19,997	23,650
Bank overdraft	15	-	(207,665)	-	-
		2,888,642	5,169,709	19,997	23,650

### (ii) Acquisition of property, plant and equipment

During the financial year, the Company acquired property, plant and equipment with an aggregate cost of RM2,813,014 (2020: RM5,565,010), of which RM nil (2020: RM557,000) were acquired by means of finance lease.

### (iii) Reconciliation of movements of liabilities to cash flows arising from financing activities

	At 1 June 2019 RM	Net changes from financing cash flows RM	New finance lease RM	At 31 May 2020/1 June 2020 RM	Net changes from financing cash flows RM	At 31 May 2021 RM
<b>Group</b>						
Finance lease liabilities	-	(74,263)	557,000	482,737	(111,397)	371,340

### (iv) Cash outflows for leases as a lessee

	Note	2021 RM	2020 RM
<b>Group</b>			
Included in net cash from operating activities			
Payment relating to short-term leases	19	135,000	116,550
		135,000	116,550



## NOTES TO THE FINANCIAL STATEMENTS

Paos Holdings Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the registered office and principal place of business of the Company are as follows:

Registered office  
No. 308, Block A (3<sup>rd</sup> Floor)  
Kelana Business Centre  
97, Jalan SS7/2, Kelana Jaya  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

### Principal place of business

No. 65, Persiaran Selangor  
Section 15  
40200 Shah Alam  
Selangor Darul Ehsan  
Malaysia

The consolidated financial statements as at and for the financial year ended 31 May 2021 comprise the Company and its subsidiaries (together referred to as the “Group” and individually referred to as “Group entities”). The financial statements of the Company as at and for the financial year ended 31 May 2021 do not include other entities.

The Company is principally engaged in investment holding activities whilst the principal activities of the subsidiaries are stated in Note 6 to the financial statements.

These financial statements were authorised for issue by the Board of Directors on 10 September 2021.

### 1. Basis of preparation

#### (a) Statement of compliance

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

The following are accounting standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been adopted by the Group and the Company:

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2021***

- Amendments to MFRS 9, Financial Instruments, MFRS 139, Financial Instruments: Recognition and Measurement, MFRS 7, Financial Instruments: Disclosures, MFRS 4, Insurance Contracts and MFRS 16, Leases – Interest Rate Benchmark Reform – Phase 2

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 April 2021***

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

#### ***MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2022***

- Amendments to MFRS 1, First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements to MFRS Standards 2018-2020)
- Amendments to MFRS 3, Business Combinations – Reference to the Conceptual Framework
- Amendments to MFRS 9, Financial Instruments (Annual Improvements to MFRS Standards 2018-2020)
- Amendments to Illustrative Examples accompanying MFRS 16, Leases (Annual Improvements to MFRS Standards 2018-2020)
- Amendments to MFRS 116, 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
- Amendments to MFRS 141, Agriculture (Annual Improvements to MFRS Standards 2018-2020)

## Notes to the Financial Statements

### 1. Basis of preparation (continued)

#### (a) Statement of compliance (continued)

##### *MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2023*

- MFRS 17, Insurance Contracts
- Amendments to MFRS 101, Presentation of Financial Statements – Classification of Liabilities as Current or Non-current and Disclosures 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

##### *MFRSs, interpretations and amendments effective for annual periods beginning on or after a 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 Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments:

- from the annual period beginning on 1 June 2021 for those amendments that are effective for annual periods beginning on or after 1 January 2021;
- from the annual period beginning on 1 June 2021 for those amendments that are effective for annual periods beginning on or after 1 April 2021;
- from the annual period beginning on 1 June 2022 for those amendments that are effective for annual periods beginning on or after 1 January 2022, except for Amendments to MFRS 1 and MFRS 141 which are not applicable to the Group and the Company; and
- from the annual period beginning on 1 June 2023 for the accounting standard and amendments that are effective for annual periods beginning on or after 1 January 2023, except for MFRS 17 which is not applicable to the Group and the Company.

The initial application of the abovementioned accounting standards, amendments or interpretations are not expected to have any material financial impact to the current period and prior period financial statements of the Group and the Company.

#### (b) Basis of measurement

The financial statements have been prepared on the historical cost basis other than as disclosed in Note 2.

#### (c) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia (“RM”), which is the Company’s functional currency. All financial information is presented in RM, unless otherwise stated.

#### (d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRSs 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 estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements.

## Notes to the Financial Statements

### 2. Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements, unless otherwise stated.

#### (a) Basis of 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.

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investments includes transaction costs.

##### (ii) 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.

For new acquisitions, 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 interests 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 (generally fair value) of the identifiable assets acquired and liabilities assumed.

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

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either 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.

##### (iii) Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statement of financial position. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the former 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 an available-for-sale financial asset depending on the level of influence retained.

##### (iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (b) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities 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 retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting date.

Foreign currency differences arising on retranslation are recognised in profit or loss.

#### (c) Financial instruments

##### (i) Recognition and initial measurement

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without significant financing component) or a financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance. A trade receivable without a significant financing component is initially measured at the transaction price.

##### (ii) Financial instrument categories and subsequent measurement

###### *Financial assets*

Categories of financial assets are determined on initial recognition and are not reclassified subsequent to their initial recognition unless the Group or the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change of the business model.

###### (a) Amortised cost

Amortised cost category comprises financial assets that are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The financial assets are not designated as fair value through profit or loss. Subsequent to initial recognition, these financial assets are measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Interest income is recognised by applying effective interest rate to the gross carrying amount except for credit impaired financial assets (see Note 2(j)(i)) where the effective interest rate is applied to the amortised cost.

###### (b) Fair value through profit or loss

All financial assets not measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. This includes derivative financial assets (except for a derivative that is a designated and effective hedging instrument). On initial recognition, the Group or the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets categorised as fair value through profit or loss are subsequently measured at their fair value. Net gains or losses, including any interest or dividend income, are recognised in the profit or loss.

All financial assets, except for those measured at fair value through profit or loss are subject to impairment assessment (see Note 2(j)(i)).

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (c) Financial instruments (continued)

##### (ii) Financial instrument categories and subsequent measurement(continued)

###### *Financial liabilities*

The categories of financial liabilities at initial recognition are at amortised cost.

All financial liabilities of the Group and the Company are subsequently measured at amortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in the profit or loss. Any gains or losses on derecognition are also recognised in the profit or loss.

##### (iii) 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 it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

When settlement of a financial guarantee contract becomes probable, an estimate of the obligation is made.

##### (iv) Derecognition

A financial asset or a part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expired or transferred, or control of the asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition of a financial asset, the difference between the carrying amount of the financial asset and the sum of consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged, cancelled or expires. A financial liability is also derecognised when its terms are modified and the cash flows of the modified liability are substantially different, in which case, a new financial liability based on modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

##### (v) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group or the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and liability simultaneously.

#### (d) Property, plant and equipment

##### (i) Recognition and measurement

Items of property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets also includes the cost of materials and direct labour.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within "other income" and "other expenses" respectively in profit or loss.

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (d) Property, plant and equipment (continued)

##### (ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group or the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

##### (iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

The estimated useful lives for the current and comparative periods are as follows:

Buildings	33 years
Plant and machinery	10 - 20 years
Motor vehicles	5 years
Renovation, office equipment and furniture and fittings	5 - 10 years
Hotel operating equipment	5 years

Depreciation methods, useful lives and residual values are reviewed at the end of the reporting period and adjusted as appropriate.

#### (e) Leases

##### (i) Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the customer has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the customer has the right to direct the use of the asset. The customer has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the customer has the right to direct the use of the asset if either the customer has the right to operate the asset; or the customer designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, it has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (e) Leases (continued)

##### (ii) Recognition and initial measurement

###### As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses their incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments less any incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Group is reasonably certain to exercise; and
- penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The Group excludes variable lease payments that linked to future performance or usage of the underlying asset from the lease liability. Instead, these payments are recognised in profit or loss in the period in which the performance or use occurs.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these as an expense on a straight-line basis over the lease-term.

###### As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

If an arrangement contains lease and non-lease components, the Group applies MFRS 15 to allocate the consideration in the contract based on the stand-alone selling prices.

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (e) Leases (continued)

##### (iii) Subsequent measurement

###### As a lessee

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment in Note 2(d)(iii). In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a revision of in-substance fixed lease payments, or if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

###### As a lessor

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "revenue".

#### (f) Investment property

##### (i) Investment property carried at cost

Investment properties are properties which are owned 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. Properties that are occupied by the companies in the Group are accounted for as owner-occupied rather than as investment properties.

Investment properties are measured at cost less any accumulated depreciation and any accumulated impairment losses, consistent with the accounting policy for property, plant and equipment as stated in accounting policy Note 2(d).

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful life of 33 years for buildings. Freehold land is not depreciated.

An investment property is derecognised on its disposal, or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. The difference between the net disposal proceeds and the carrying amount is recognised in profit or loss in the period in which the item is derecognised.

An external independent valuation firm, having appropriate recognised professional qualifications and recent experience in the location and category of property being valued, values the Group's investment property portfolio.

The fair values are based on the open market value method, and an assessment of the prevailing property market rate.

##### (ii) Reclassification from investment property

When the use of a property changes such that it is reclassified as property, plant and equipment, its cost at the date of reclassification becomes its cost for subsequent accounting.



## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (g) Inventories

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

The cost of inventories is measured based on the weighted average method, first-in first-out principle, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of finished goods, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is 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.

#### (h) Contract asset

A contract asset is recognised when the Group's or the Company's right to consideration is conditional on something other than the passage of time. A contract asset is subject to impairment in accordance to MFRS 9, Financial Instruments (see Note 2(j)(i)).

#### (i) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances and deposits placed with licensed banks which have an insignificant risk of changes in fair value and are used by the Group and the Company in the management of their short-term commitments. For the purpose of the statements of cash flows, cash and cash equivalents are presented net of bank overdraft.

#### (j) Impairment

##### (i) Financial assets

The Group and the Company recognise loss allowances for expected credit losses on financial assets measured at amortised cost and contract assets. Expected credit losses 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 cash and bank balance 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 and contract assets 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 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 and the Company estimate 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 amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (j) Impairment (continued)

##### (i) Financial assets (continued)

An impairment loss in respect of debt investments measured at fair value through other comprehensive income 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 financial assets carried at amortised cost 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 in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines 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 of amounts due.

##### (ii) Other assets

The carrying amounts of other assets are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit exceeds its estimated recoverable amount.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amounts of assets in the cash-generating unit (groups of cash-generating units) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the financial year in which the reversals are recognised.

#### (k) Equity instruments

Instruments classified as equity are measured at cost on initial recognition and are not remeasured subsequently.

##### Ordinary shares

Ordinary shares are classified as equity.

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (l) Employee benefits

##### (i) Short-term employee benefits

Short-term employee benefit obligations in respect of salaries, annual bonuses, paid annual leave and sick leave are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### (ii) State plans

The Group's contributions to the statutory pension funds are charged to profit or loss in the financial year to which they relate. Once the contributions have been paid, the Group has no further payment obligations.

#### (m) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

#### (n) Revenue and other income

##### (i) Revenue

Revenue is measured based on the consideration specified in a contract with a customer in exchange for transferring product or services to customer, excluding amounts collected on behalf of third party. The Group or the Company recognises revenue when it transfers control over a product or services to a customer. An asset is transferred when (or as) the customer obtains control of the asset.

The Group or the Company transfers control of a good or service at a point in time unless one of the following overtime criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided as the Group or the Company performs;
- (b) the Group's or the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- (c) the Group's or the Company's performance does not create an asset with an alternative use and the Group or the Company has an enforceable right to payment for performance completed to date.

##### (ii) Dividend income

Dividend income is recognised in profit or loss on the date that the Group's or the Company's rights to receive payment is established, which in the case of quoted shares is the ex-dividend date.

##### (iii) Rental income

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Rental income from sub-leased property is recognised as part of "revenue".

##### (iv) Interest income

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

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (o) Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method.

#### (p) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss.

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 financial 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 difference 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. Deferred tax assets and liabilities are not discounted.

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 assets and liabilities 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.

#### (q) Earnings per ordinary share

The Group presents basic earnings per share data for its ordinary shares ("EPS").

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held, if any.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

#### (r) Operating segments

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

#### (s) Contingent liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is not recognised in the statements of financial position and is disclosed as a contingent liability, unless the probability of 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 liabilities unless the probability of outflow of economic benefits is remote.

## Notes to the Financial Statements

### 2. Significant accounting policies (continued)

#### (t) Fair value measurements

Fair value of an asset or a liability, except for share-based payment and lease transactions, is determined as 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 measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

For non-financial asset, the fair value measurement 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.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair value are categorised into different levels in a fair value hierarchy based on the input used in the valuation technique as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

The Group recognises transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfers.

### 3. Property, plant and equipment

Group	Freehold Land RM	Buildings RM	Plant and machinery RM	Motor vehicles RM	Renovation, office equipment and furniture and fittings RM	Hotel operating equipment RM	Capital work-in-progress RM	Total RM
<b>Cost</b>								
At 1 June 2019	6,661,284	34,021,441	44,351,590	1,347,654	11,604,843	851,911	-	98,838,723
Additions	-	-	67,710	644,593	323,335	3,080	4,526,292	5,565,010
Disposals	-	-	(8,008,363)	(596,283)	-	-	-	(8,604,646)
At 31 May 2020/ 1 June 2020	6,661,284	34,021,441	36,410,937	1,395,964	11,928,178	854,991	4,526,292	95,799,087
Additions	-	-	214,865	-	246,772	-	2,351,377	2,813,014
Disposals	-	-	(1,516,280)	-	-	-	-	(1,516,280)
At 31 May 2021	6,661,284	34,021,441	35,109,522	1,395,964	12,174,950	854,991	6,877,669	97,095,821
<b>Accumulated depreciation</b>								
At 1 June 2019	-	16,551,751	43,569,871	1,344,380	9,171,417	800,308	-	71,437,727
Charge for the year	-	1,020,644	157,878	86,168	718,483	16,444	-	1,999,617
Disposals	-	-	(7,981,139)	(593,011)	-	-	-	(8,574,150)
At 31 May 2020/ 1 June 2020	-	17,572,395	35,746,610	837,537	9,889,900	816,752	-	64,863,194
Charge for the year	-	1,020,645	168,919	128,918	516,931	13,857	-	1,849,270
Disposals	-	-	(1,516,280)	-	-	-	-	(1,516,280)
At 31 May 2021	-	18,593,040	34,399,249	966,455	10,406,831	830,609	-	65,196,184
<b>Carrying amounts</b>								
At 1 June 2019	6,661,284	17,469,690	781,719	3,274	2,433,426	51,603	-	27,400,996
At 31 May 2020/ 1 June 2020	6,661,284	16,449,046	664,327	558,427	2,038,278	38,239	4,526,292	30,935,893
At 31 May 2021	6,661,284	15,428,401	710,273	429,509	1,768,119	24,382	6,877,669	31,899,637

## Notes to the Financial Statements

### 4. Right-of-use assets

Group	Leasehold land RM
At 1 June 2019	9,714,557
Depreciation	(192,480)
At 31 May 2020/1 June 2020	9,522,077
Depreciation	(176,385)
At 31 May 2021	9,345,692

The Group has a leasehold land which was reclassified as right-of-use assets as at 1 June 2019 from property, plant and equipment on the initial application of MFRS 16, Leases. The leasehold land has an unexpired lease period of more than 50 years.

### 5. Investment properties

Group	Freehold land RM	Buildings RM	Total RM
Cost			
At 1 June 2019/31 May 2020/1 June 2020/31 May 2021	8,838,716	19,639,897	28,478,613
<b>Accumulated depreciation</b>			
At 1 June 2019	-	6,628,465	6,628,465
Charge for the year	-	589,198	589,198
At 31 May 2020/1 June 2020	-	7,217,663	7,217,663
Charge for the year	-	589,195	589,195
At 31 May 2021	-	7,806,858	7,806,858
<b>Carrying amounts</b>			
At 1 June 2019	8,838,716	13,011,432	21,850,148
At 31 May 2020/1 June 2020	8,838,716	12,422,234	21,260,950
At 31 May 2021	8,838,716	11,833,039	20,671,755
<b>Fair value</b>			
At 1 June 2019	33,600,000	46,400,000	80,000,000
At 31 May 2020/1 June 2020	33,600,000	46,400,000	80,000,000
At 31 May 2021	33,600,000	46,400,000	80,000,000

Investment properties comprise commercial properties that are leased to third parties and subsidiary. The leases to third parties are renewed every one to three years and the rental rates are based on prevailing market rates.

#### 5.1 Fair value information

The fair value of investment properties is categorised as Level 2 fair value. The Group engaged an independent professional valuation firm to perform the valuation of the investment properties. Sales prices 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.

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

Group	2021 RM	2020 RM
Rental income	2,201,497	2,706,409
Direct operating expenses:		
- income generating investment properties	2,247,380	2,385,285

## Notes to the Financial Statements

### 5. Investment properties (continued)

#### 5.2 Operating lease payments receivable

The operating lease payments to be received are as follows:

	2021 RM	2020 RM
<b>Group</b>		
Less than one year	1,534,285	1,829,539
One to two years	339,337	783,086
Two to three years	49,549	101,252
Three to four years	-	2,000
Total undiscounted lease payments	1,923,171	2,715,877

### 6. Investments in subsidiaries

		2021 RM	2020 RM
<b>Company</b>			
Cost of investments		40,795,136	40,795,136
Capital contributions	6.1	49,993,037	49,993,037
Total		90,788,173	90,788,173

The principal activities of the subsidiaries, their places of incorporation and the effective ownership interests of the Company are as follows:

Name of entity	Principal activities	Effective ownership interest and voting interest	
		2021 %	2020 %
Paos Industries Sdn. Bhd.	Contract manufacturing and dealing of soap and its related products, trading in specialty fats produced from palm oil and marine gasoil	100	100
Premier Oil Industries Sdn. Bhd.	Toll manufacturing of products from palm oil and manufacturing of specialty fats	100	100
Alpine Legacy (M) Sdn. Bhd. <i>Subsidiary of Alpine Legacy (M) Sdn. Bhd.</i>	Investment properties holding	100	100
The 5 Elements Hotel Sdn. Bhd.	Operations and management of hotel and restaurant	100	100

The principal place of business and country of incorporation for all subsidiaries are in Malaysia.

6.1 Capital contributions relate to advances to a subsidiary of which the repayment of these advances is neither fixed nor expected in the next 12 months.

## Notes to the Financial Statements

### 7. Deferred tax assets/(liabilities)

#### Recognised deferred tax assets/(liabilities)

Deferred tax assets and liabilities are attributable to the following items:

	Assets		Liabilities		Net	
	2021 RM	2020 RM	2021 RM	2020 RM	2021 RM	2020 RM
Group						
Property, plant and equipment	-	-	(590,438)	(594,116)	(590,438)	(594,116)
Provisions	42,808	41,997	-	-	42,808	41,997
Other items	-	-	(54,293)	(29,883)	(54,293)	(29,883)
Unabsorbed capital allowances	70,152	115,723	-	-	70,152	115,723
Unutilised tax losses	21,979	-	-	-	21,979	-
Tax assets/(liabilities)	134,939	157,720	(644,731)	(623,999)	(509,792)	(466,279)
Set off of tax	(134,939)	(157,720)	134,939	157,720	-	-
Net tax assets/(liabilities)	-	-	(509,792)	(466,279)	(509,792)	(466,279)

#### Movement in temporary differences during the year

	At		At		At 31 May 2021 RM
	At 1 June 2019 RM	Recognised in profit or loss (Note 18) RM	31 May 2020/ 1 June 2020 RM	Recognised in profit or loss (Note 18) RM	
Group					
Property, plant and equipment	(634,292)	40,176	(594,116)	3,678	(590,438)
Provisions	16,844	25,153	41,997	811	42,808
Other items	(23,417)	(6,466)	(29,883)	(24,410)	(54,293)
Unabsorbed capital allowances	-	115,723	115,723	(45,571)	70,152
Unutilised tax losses	-	-	-	21,979	21,979
	(640,865)	174,586	(466,279)	(43,513)	(509,792)

#### Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	2021 RM	2020 RM
Group		
Unutilised tax losses	1,335,982	-
Unabsorbed capital allowances	408,184	-
	1,744,166	-

Deferred tax assets have not been recognised in respect of the unutilised tax losses and unabsorbed capital allowances arising from certain subsidiaries because it is not probable that future taxable profit will be available against which these subsidiaries can utilise the benefits therefrom.

With effect from year of assessment ("YA") 2019, unutilised tax losses can only be carried forward for seven (7) consecutive years of assessment and any balance unutilised thereafter will be disregarded.



## Notes to the Financial Statements

### 7. Deferred tax assets/(liabilities) (continued)

#### Unrecognised deferred tax assets (continued)

The unutilised tax losses of the Group are available for offsetting against future taxable profits of these subsidiaries under the Income Tax Act, 1967 and guidelines issued by the tax authority as follows:

	2021 RM	2020 RM
Utilisation period		
Within 6 years (expire in YA 2028)	51,717	-
Within 7 years (expire in YA 2029)	1,284,265	-
	1,335,982	-

### 8. Inventories

	Group	
	2021 RM	2020 RM
At cost:		
Raw materials	149,609	488,198
Manufactured inventories	-	55,232
Food and beverages	26,563	30,086
	176,172	573,516
Recognised in profit or loss:		
Inventories recognised as cost of sales	388,072,915	271,467,926

### 9. Contract assets

	Group	
	2021 RM	2020 RM
Contract assets	5,624,857	5,079,669

The contract assets primarily relate to the Group's rights to consideration for materials purchased and work completed but not yet billed at the reporting date. Typically, the amount will be billed within 30 to 60 days and payment is expected within 60 days after billing.

### 10. Other investments

	Group	
	2021 RM	2020 RM
Quoted shares and warrants		
Financial assets at fair value through profit or loss	2,324,800	3,800
	2,324,800	3,800
Market value of quoted shares and warrants	2,324,800	3,800

## Notes to the Financial Statements

### 11. Trade and other receivables

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
<b>Trade</b>					
Trade receivables		30,061,378	25,712,725	-	-
Amount due from related party	11.1	478,486	-	-	-
		<u>30,539,864</u>	<u>25,712,725</u>	<u>-</u>	<u>-</u>
<b>Non-trade</b>					
Amount due from subsidiaries	11.2	-	-	7,266,667	8,447,206
Amount due from related party	11.2	24,280	-	-	-
Other receivables		37,584	184,780	-	-
		<u>61,864</u>	<u>184,780</u>	<u>7,266,667</u>	<u>8,447,206</u>
		<u>30,601,728</u>	<u>25,897,505</u>	<u>7,266,667</u>	<u>8,447,206</u>

11.1 The trade amount from related party is subject to normal trade terms.

11.2 The non-trade amounts due from subsidiaries and related party are unsecured, interest free and repayable on demand.

### 12. Deposits and prepayments

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Deposits	62,059	62,059	2,000	2,000
Prepayments	240,089	277,910	-	-
	<u>302,148</u>	<u>339,969</u>	<u>2,000</u>	<u>2,000</u>

### 13. Cash and cash equivalents

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Deposits placed with licensed banks	-	2,401,322	-	-
Cash and bank balances	2,888,642	2,976,052	19,997	23,650
	<u>2,888,642</u>	<u>5,377,374</u>	<u>19,997</u>	<u>23,650</u>

### 14. Share capital

	Note	Group and Company			
		Number of shares 2021	Amount 2021 RM	Number of shares 2020	Amount 2020 RM
Issued and fully paid shares with no par value classified as equity instruments:					
At 1 June/31 May	14.1	181,164,000	90,582,000	181,164,000	90,582,000

#### 14.1 Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

## Notes to the Financial Statements

### 15. Loans and borrowings

	Note	Group	
		2021 RM	2020 RM
<b>Non-current</b>			
Finance lease liabilities	15.2	259,945	371,341
<b>Current</b>			
Bank overdraft - unsecured	15.1	-	207,665
Finance lease liabilities	15.2	111,395	111,396
		111,395	319,061
		371,340	690,402

15.1 The bank overdraft of the Group was subjected to interest rates varying between 6.82% and 7.82% per annum.

The bank overdraft of the Group was guaranteed by the Company.

15.2 Finance lease liabilities

Finance lease liabilities are payable as follows:

Group	Future minimum lease payments 2021 RM	Interest 2021 RM	Present value of minimum lease payments 2021 RM	Future minimum lease payments 2020 RM	Interest 2020 RM	Present value of minimum lease payments 2020 RM
Less than one year	125,208	(13,813)	111,395	125,209	(13,813)	111,396
Between one and five years	294,482	(34,537)	259,945	417,388	(46,047)	371,341
	419,690	(48,350)	371,340	542,597	(59,860)	482,737

### 16. Trade and other payables

	Note	Group		Company	
		2021 RM	2020 RM	2021 RM	2020 RM
<b>Trade</b>					
Trade payables		9,165,220	1,449,227	-	-
<b>Non-trade</b>					
Amount due to subsidiary	16.1	-	-	6,650,000	6,650,000
Other payables	16.2	1,743,558	2,948,833	-	1,449,312
Accruals		1,311,711	1,696,651	233,643	232,534
		3,055,269	4,645,484	6,883,643	8,331,846
		12,220,489	6,094,711	6,883,643	8,331,846

16.1 The amount due to subsidiary is unsecured, interest free and repayable on demand.

16.2 Included in other payables of the Group are security deposits received from third party tenants amounting to RM578,613 (2020: RM715,934).

## Notes to the Financial Statements

### 17. Revenue

#### 17.1 Disaggregation of revenue

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
<b>Major products and service lines</b>				
<b>Revenue from contracts with customers</b>				
Sales of goods	367,554,231	249,208,279	-	-
Contract manufacturing	31,663,799	24,157,022	-	-
Tolling services	1,892,261	2,827,326	-	-
Hotel operations	114,143	2,272,100	-	-
Others	626,576	765,144	-	-
	401,851,010	279,229,871	-	-
<b>Other revenue</b>				
Dividend income	-	-	750,000	3,000,000
Rental income	3,011,497	3,614,409	-	-
	3,011,497	3,614,409	750,000	3,000,000
	404,862,507	282,844,280	750,000	3,000,000
<b>Timing of recognition</b>				
At a point in time	370,187,211	255,072,849	-	-
Over time	31,663,799	24,157,022	-	-
	401,851,010	279,229,871	-	-

#### 17.2 Nature of goods or services

The following information reflects the typical transactions of the Group:

Nature of goods or services	Timing of recognition or method used to recognise revenue	Significant payment terms	Variable element in consideration	Obligation for returns or refunds	Warranty
Sales of goods	Revenue is recognised when the goods are delivered and accepted by the customers at their premises.	Credit period of 60 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
Contract manufacturing	Revenue is recognised overtime as costs are incurred. These contracts would meet the no alternative use and the Group have rights to payment for work performed.	Credit period of 60 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
Tolling services	Revenue is recognised when the services are rendered.	Credit period of 15 days from invoice date.	Not applicable.	Not applicable.	Not applicable.
Hotel operations	Revenue is recognised when the services are rendered.	Credit period of 15 days from invoice date.	Not applicable.	Not applicable.	Not applicable.

#### 17.3 Significant judgements and assumptions arising from revenue recognition

There are no significant judgements and assumptions applied by the Group that significantly affect the determination of the amount and timing of revenue recognised from contracts with customers.

## Notes to the Financial Statements

### 18. Tax expense

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
<b>Current tax expense</b>				
- current year	764,012	478,610	-	-
- over provision in prior year	(100,406)	(19,210)	-	-
	663,606	459,400	-	-
<b>Deferred tax expense</b>				
- origination and reversal of temporary differences	2,615	(150,198)	-	-
- under/(over) provision in prior year	40,898	(24,388)	-	-
Total deferred tax expense	43,513	(174,586)	-	-
Total income tax expense	707,119	284,814	-	-
<b>Reconciliation of tax expense</b>				
(Loss)/Profit for the year	(1,150,877)	(1,344,413)	276,337	2,535,469
Total income tax expense	(707,119)	284,814	-	-
(Loss)/Profit excluding tax	(443,758)	(1,059,599)	276,337	2,535,469
Income tax calculated using				
Malaysian tax rate of 24% (2020: 24%)	(106,502)	(254,304)	66,321	608,513
Non-taxable income	-	-	(180,000)	(720,000)
Non-deductible expenses	563,373	493,858	113,679	111,487
Effect of deferred tax assets not recognised	309,756	88,858	-	-
	766,627	328,412	-	-
(Over)/Under provision in prior year				
- current tax expense	(100,406)	(19,210)	-	-
- deferred tax expense	40,898	(24,388)	-	-
Total income tax expense	707,119	284,814	-	-

## Notes to the Financial Statements

### 19. (Loss)/Profit for the year

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
<b>(Loss)/Profit for the year is arrived at after charging/(crediting):</b>				
<b>Auditors' remuneration</b>				
- Audit fees				
KPMG PLT	165,000	165,000	49,000	49,000
- Non-audit fees				
KPMG PLT	14,000	14,000	14,000	14,000
Local affiliate of KPMG PLT	36,900	32,400	5,800	4,600
<b>Material expenses/(income)</b>				
Depreciation of investment properties	589,195	589,198	-	-
Depreciation of property, plant and equipment	1,849,270	1,999,617	-	-
Depreciation of right-of-use assets	176,385	192,480	-	-
Fair value loss on other investments	407,225	8,000	-	-
Finance costs on:				
- bank overdraft	6,703	13,088	-	-
- finance lease	13,812	9,207	-	-
Foreign exchange:				
- net realised gain	(321,570)	(162,081)	-	-
- net unrealised gain	(226,222)	(124,513)	-	-
Personnel expenses (including key management personnel):				
- contributions to state plans	724,841	754,461	-	-
- wages, salaries and others	8,262,439	8,376,684	210,500	197,500
Dividend income from:				
Subsidiaries				
- unquoted shares	-	(750,000)	(3,000,000)	-
Finance income	(45,352)	(136,875)	-	-
Net gain on disposal of property, plant and equipment	(22,600)	(333,959)	-	-
<b>Expenses/(Income) arising from leases</b>				
Lease income	(493,000)	(143,000)	-	-
Rental income	(3,011,497)	(3,614,409)	-	-
Expenses relating to short-term leases	135,000	116,550	-	-

### 20. Key management personnel compensation

The key management personnel compensations are as follows:

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Directors:				
- Fees	179,000	179,000	179,000	179,000
- Remuneration	2,072,122	2,198,370	28,500	18,500
	2,251,122	2,377,370	207,500	197,500
Other key management personnel:				
- Short-term employee benefits	1,557,250	1,603,325	-	-
	3,808,372	3,980,695	207,500	197,500

## Notes to the Financial Statements

### 20. Key management personnel compensation (continued)

Other key management personnel comprise persons other than the Directors of Group entities, having authority and responsibility for planning, directing and controlling the activities of the Group entities either directly or indirectly.

### 21. Earnings per ordinary share

#### Basic earnings per ordinary share

The calculation of basic earnings per ordinary share at 31 May 2021 was based on the loss attributable to ordinary shareholders of RM1,150,877 (2020: RM1,344,413) and a weighted average number of ordinary shares outstanding during the year of 181,164,000 (2020: 181,164,000).

#### Diluted earnings per ordinary share

Diluted earnings per ordinary share of the Group is calculated by dividing the profit attributable to owners of the Company for the financial year by the weighted average number of shares in issue and issuable under the warrants. The warrants are excluded from the computation of diluted earnings per ordinary share as the warrants are out-of-the-money as at the end of the financial year and do not have any potential dilutive effect. Thus, the Group's diluted earnings per ordinary share at the end of the reporting period are equivalent to its basic earnings per ordinary share.

### 22. Dividends

Dividends recognised by the Company:

	Sen per share	Total amount RM	Date of payment
<b>2021</b>			
Nil	-	-	-
<b>2020</b>			
First interim 2020 ordinary - single tier	0.80	1,449,312	28 November 2019
Second interim 2020 ordinary - single tier	0.80	1,449,312	15 July 2020
		<u>2,898,624</u>	

### 23. Operating segments

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different business strategies. For each of the strategic business units, the Group's Executive Chairman (the chief operating decision maker) reviews internal management reports at least on a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

- Manufacturing : Contract manufacturing and dealing of soap and its related products and toll manufacturing of products from palm oil and manufacturing of specialty fats.
- Trading : Trading of specialty fats from palm oil, soap and marine gasoil.
- Integrated hotel operations and property investment : Operations and management of hotel and restaurant; and investment properties holding.

Performance is measured based on segment profit before tax, interest and depreciation, included in the internal management reports that are reviewed by the Group's Executive Chairman. 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.

## Notes to the Financial Statements

### 23. Operating segments (continued)

#### Segment assets

The total segment assets are measured based on all assets of a segment, as included in the internal management reports that are reviewed by the Group's Executive Chairman. Segment total assets is used to measure the return of assets of each segment.

#### Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the Group's Executive Chairman. Hence, no disclosure is made on segment liabilities.

#### Segment capital expenditure

Segment capital expenditure is the total costs incurred during the financial year to acquire property, plant and equipment.

Group	Manufacturing		Trading		Integrated hotel operations and property investment		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
	RM	RM	RM	RM	RM	RM	RM	RM
<b>Segment profit/(loss)</b>	(1,472,006)	(2,035,863)	2,960,515	1,437,940	(1,569,215)	(246,725)	(80,706)	(844,648)

*Included in the measure of segment profit/(loss) are:*

Revenue from external customers	35,788,427	29,366,301	366,418,314	247,993,807	2,655,766	5,484,172	404,862,507	282,844,280
Depreciation	853,867	1,010,125	128,918	86,168	1,632,065	1,685,002	2,614,850	2,781,295
<b>Segment assets</b>	<b>40,391,054</b>	<b>36,116,818</b>	<b>22,322,756</b>	<b>22,125,164</b>	<b>148,119,662</b>	<b>154,555,488</b>	<b>210,833,472</b>	<b>212,797,470</b>

*Included in the measure of segment assets are:*

Additions to non-current assets other than financial instruments and deferred tax assets	2,628,242	5,310,695	-	-	184,772	254,315	2,813,014	5,565,010
--	-----------	-----------	---	---	---------	---------	-----------	-----------

#### Reconciliation of reportable segment profit or loss and assets

	Group	
	2021	2020
	RM	RM
<b>Profit or loss</b>		
Total loss for reportable segments	(80,706)	(844,648)
Finance costs	(20,515)	(22,295)
Finance income	45,352	136,875
Unallocated expenses	(880,889)	(472,531)
Unallocated income	493,000	143,000
Consolidated loss before tax	(443,758)	(1,059,599)



## Notes to the Financial Statements

### 23. Operating segments (continued)

#### Reconciliation of reportable segment profit or loss and assets (continued)

	Group	
	2021	2020
	RM	RM
<b>Segment assets</b>		
Total assets for reportable segments	210,833,472	212,797,470
Other non-reportable segments	2,993,164	822,946
Elimination of inter-segment balance	(109,322,841)	(113,810,517)
Consolidated total	104,503,795	99,809,899

#### Geographical segments

The manufacturing and trading segments are managed in Malaysia.

In presenting information on the basis of geographical segments, segment revenue is based on geographical location of customers. Segment assets are based on the geographical location of the assets. The amounts of non-current assets do not include financial instruments and deferred tax assets.

	Group	
	External revenue	Non-current assets
	RM	RM
<b>Geographical information</b>		
<b>2021</b>		
Domestic	375,210,976	61,917,084
South East Asia	18,183,688	-
Others	11,467,843	-
	404,862,507	61,917,084
<b>2020</b>		
Domestic	260,690,030	61,718,920
South East Asia	17,994,637	-
Others	4,159,613	-
	282,844,280	61,718,920

#### Major customers

Approximately 96% (2020: 95%) of the Group's revenue are from 2 (2020: 2) major customers.

	Revenue		Segment
	2021	2020	
	RM	RM	
All common control companies of:			
Customer A	22,666,702	20,413,760	Manufacturing
Customer B	366,418,314	247,045,085	Trading
	389,085,016	267,458,845	

## Notes to the Financial Statements

### 24. Financial instruments

#### 24.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

- (a) Fair value through profit or loss (“FVTPL”);  
 - Mandatorily required by MFRS 9  
 (b) Amortised cost (“AC”)

	Carrying amount RM	AC RM	Mandatorily at FVTPL RM
<b>2021</b>			
<b>Financial assets</b>			
<b>Group</b>			
Other investments	2,324,800	-	2,324,800
Trade and other receivables	30,601,728	30,601,728	-
Deposits	62,059	62,059	-
Cash and cash equivalents	2,888,642	2,888,642	-
	35,877,229	33,552,429	2,324,800
<b>Company</b>			
Trade and other receivables	7,266,677	7,266,677	-
Deposits	2,000	2,000	-
Cash and cash equivalents	19,997	19,997	-
	7,288,674	7,288,674	-
<b>Financial liabilities</b>			
<b>Group</b>			
Trade and other payables, excluding SST payable	(12,208,337)	(12,208,337)	-
Loans and borrowings	(371,340)	(371,340)	-
	(12,579,677)	(12,579,677)	-
<b>Company</b>			
Trade and other payables	(6,883,643)	(6,883,643)	-
<b>2020</b>			
<b>Financial assets</b>			
<b>Group</b>			
Other investments	3,800	-	3,800
Trade and other receivables, excluding GST receivable	25,749,918	25,749,918	-
Deposits	62,059	62,059	-
Cash and cash equivalents	5,377,374	5,377,374	-
	31,193,151	31,189,351	3,800
<b>Company</b>			
Trade and other receivables	8,447,206	8,447,206	-
Deposits	2,000	2,000	-
Cash and cash equivalents	23,650	23,650	-
	8,472,856	8,472,856	-
<b>Financial liabilities</b>			
<b>Group</b>			
Trade and other payables, excluding SST payable	(6,082,187)	(6,082,187)	-
Loans and borrowings	(690,402)	(690,402)	-
	(6,772,589)	(6,772,589)	-
<b>Company</b>			
Trade and other payables	(8,331,846)	(8,331,846)	-

## Notes to the Financial Statements

### 24. Financial instruments (continued)

#### 24.2 Net gains and losses arising from financial instruments

	Group		Company	
	2021 RM	2020 RM	2021 RM	2020 RM
Net (losses)/gains on:				
Financial assets at fair value through profit or loss	(407,225)	(8,000)	-	-
Financial assets at amortised cost	590,284	425,540	-	-
Financial liabilities at amortised cost	(17,654)	(15,287)	-	-
	165,405	402,253	-	-

#### 24.3 Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

#### 24.4 Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers and contract assets. The Group's exposure to credit risk arises principally from advances to subsidiaries and financial guarantee given to bank for bank facilities granted to certain subsidiaries. There are no significant changes as compared to prior periods.

##### 24.4.1 Trade receivables and contract assets

###### *Risk management objectives, policies and processes for managing the risk*

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on customers requiring credit over a certain amount.

At each reporting date, the Group or the Company assesses whether any of the trade receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired trade receivables and contract assets are written off (either partially or in full) when there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines 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. Nevertheless, trade receivables and contract assets that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous year.

###### *Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables and contract assets is represented by the carrying amounts in the statement of financial position.

The Group has taken reasonable steps to ensure that trade receivables and contract assets that are neither past due nor impaired are stated at their realisable values. A significant portion of these trade receivables and contract assets are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the trade receivables and contract assets. Any trade receivables and contract assets having significant balances past due more than 60 days, which are deemed to have higher credit risk, are monitored individually.

## Notes to the Financial Statements

### 24. Financial instruments (continued)

#### 24.4 Credit risk (continued)

##### 24.4.1 Trade receivables and contract assets (continued)

###### *Concentration of credit risk*

The exposure of credit risk for trade receivables and contract assets as at the end of the reporting period by geographic region was:

	Group	
	2021	2020
	RM	RM
Trade receivables:		
Domestic	22,867,556	20,979,035
South East Asia	7,672,308	4,733,690
	30,539,864	25,712,725

	Group	
	2021	2020
	RM	RM
Contract assets:		
Domestic	146,027	165,266
South East Asia	2,568,856	4,511,308
Others	2,909,974	403,095
	5,624,857	5,079,669

###### *Recognition and measurement of impairment loss*

In measuring the credit risk of trade receivables and contract assets, the Group applies the simplified approach prescribed by MFRS 9 which requires expected lifetime losses to be recognised from initial recognition of the trade receivables and contract assets which are financial assets. Invoices which are past due 90 days will be considered as credit impaired. Generally, trade receivables will pay within 60 days. The Group's debt recovery process is as follows:

- a) Above 30 days past due after credit term, the Group and the Company will review the payment trend of the customer and the rationale of late payment; and
- b) Above 90 days past due, the Group and the Company will initiate conversation with its customer.

The Group uses an allowance matrix to measure expected credit losses ("ECLs") of trade receivables and contract assets. Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to 90 days past due.

Loss rates are based on actual credit loss experience over the past two years. The Group also considers differences between (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Group's view of economic conditions over the expected lives of the receivables. Nevertheless, the Group believes that these factors are immaterial for the purpose of impairment calculation for the year.

## Notes to the Financial Statements

### 24. Financial instruments (continued)

#### 24.4 Credit risk (continued)

##### 24.4.1 Trade receivables and contract assets (continued)

###### *Recognition and measurement of impairment loss (continued)*

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets as at 31 May 2021:

	Gross carrying amount RM	Loss allowance RM	Net balance RM
<b>2021</b>			
<b>Group</b>			
Not past due	30,031,944	-	30,031,944
Past due 1 - 30 days	4,570,121	-	4,570,121
Past due 31 - 60 days	737,089	-	737,089
Past due 61 - 90 days	631,049	-	631,049
Past due more than 90 days	194,518	-	194,518
	36,164,721	-	36,164,721
<b>2020</b>			
<b>Group</b>			
Not past due	23,720,675	-	23,720,675
Past due 1 - 30 days	3,980,696	-	3,980,696
Past due 31 - 60 days	1,573,714	-	1,573,714
Past due 61 - 90 days	776,880	-	776,880
Past due more than 90 days	740,429	-	740,429
	30,792,394	-	30,792,394

There were no allowance for impairment losses of receivables during and at the end of the current and previous reporting periods.

##### 24.4.2 Cash and cash equivalents

The cash and cash equivalents are held with licensed banks. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

These licensed banks have low credit risks. In addition, some of the bank balances are insured by government agencies. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

##### 24.4.3 Financial guarantee

###### *Risk management objectives, policies and processes for managing the risk*

The Group provides corporate guarantee to a bank in respect of banking facility granted to certain subsidiaries for purchase of utilities. The Group monitors on an ongoing basis the performance of the subsidiary and repayments made by the subsidiary.

## Notes to the Financial Statements

### 24. Financial instruments (continued)

#### 24.4 Credit risk (continued)

##### 24.4.3 Financial guarantee

###### *Exposure to credit risk, credit quality and collateral*

The maximum exposure to credit risk amounts to RM590,000 (2020: RM659,000) representing the outstanding banking facilities of certain subsidiaries as at the end of the reporting period.

As at the end of the reporting period, there was no indication that these subsidiaries would default on repayment.

The financial guarantee has not been recognised since the fair value on initial recognition was not material.

##### 24.4.4 Inter-company advances

###### *Risk management objectives, policies and processes for managing the risk*

The Company provides advances to subsidiaries. The Company monitors the results of the subsidiaries regularly.

###### *Exposure to credit risk, credit quality and collateral*

As at the end of the reporting period, the maximum exposure to credit risk is represented by its carrying amounts in the statement of financial position.

Advances are only provided to subsidiaries which are wholly owned by the Company.

###### *Recognition and measurement of Impairment losses*

Generally, the Company considers advances to subsidiaries have low credit risk. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the advances when they are payable, the Company considers the advances to be in default when the subsidiaries are not able to pay when demanded. The Company considers a subsidiary's advance to be credit impaired when:

- the subsidiary is unlikely to repay the advance to the Company in full; or
- the subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default for these advances individually using internal information available.

As at the end of the reporting period, there was no indication that the advances to subsidiaries are not recoverable. The Company does not specifically monitor the ageing of advances to subsidiaries.

##### 24.5 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables and borrowings.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

## Notes to the Financial Statements

### 24. Financial instruments (continued)

#### 24.5 Liquidity risk (continued)

##### Maturity analysis

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 based on undiscounted contractual payments:

Group	Carrying amount RM	Contractual interest rate %	Contractual cash flows RM	Under 1 year RM	1-2 years RM	2-5 years RM
<b>2021</b>						
<i>Non-derivative financial liabilities</i>						
Trade and other payables	12,208,337	-	12,208,337	12,208,337	-	-
Finance lease liabilities	371,340	2.48	419,690	125,208	125,208	169,274
Financial guarantee	-	-	590,000	590,000	-	-
	<u>12,579,677</u>		<u>13,218,027</u>	<u>12,923,545</u>	<u>125,208</u>	<u>169,274</u>
<b>2020</b>						
<i>Non-derivative financial liabilities</i>						
Trade and other payables	6,082,187	-	6,082,187	6,082,187	-	-
Bank overdraft	207,665	6.82 - 7.82	207,665	207,665	-	-
Finance lease liabilities	482,737	2.48	542,597	125,209	125,208	292,180
Financial guarantee	-	-	659,000	659,000	-	-
	<u>6,772,589</u>		<u>7,491,449</u>	<u>7,074,061</u>	<u>125,208</u>	<u>292,180</u>
<b>Company</b>						
<b>2021</b>						
<i>Non-derivative financial liabilities</i>						
Trade and other payables			<u>6,883,643</u>	-	<u>6,883,643</u>	<u>6,883,643</u>
<b>2020</b>						
<i>Non-derivative financial liabilities</i>						
Trade and other payables			<u>8,331,846</u>	-	<u>8,331,846</u>	<u>8,331,846</u>

#### 24.6 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other price that will affect the Group's financial position or cash flows.

## Notes to the Financial Statements

### 24. Financial instruments (continued)

#### 24.6 Market risk (continued)

##### 24.6.1 Currency risk

The Group is exposed to foreign currency risk on sales and purchases that are denominated in a currency other than Ringgit Malaysia ("RM"). The currencies giving rise to this risk are primarily United States Dollar ("USD") and Singapore Dollar ("SGD").

##### *Risk management objectives, policies and processes for managing the risk*

The Group manages its foreign currency risk to an acceptable level by entering into forward contracts where necessary.

The Group also enters into contracts with customers which allow the Group to adjust the exchange rates on the sales when there is a significant fluctuation in exchange rates.

##### *Exposure to foreign currency risk*

The Group's exposure to foreign currency (a currency which is other than the respective functional currencies of the Group entities) risk, based on carrying amounts as at the end of the reporting period was:

	Denominated in	
	USD RM	SGD RM
<b>Group</b>		
<b>2021</b>		
<b>Balances recognised in the statement of financial position</b>		
Trade and other receivables	2,007,737	5,665,619
Trade and other payables	(350,973)	-
Cash and cash equivalents	163,119	1,138
	1,819,883	5,666,757
<b>2020</b>		
<b>Balances recognised in the statement of financial position</b>		
Trade and other receivables	203,466	4,499,112
Trade and other payables	(333,489)	-
Cash and cash equivalents	253,599	3,052
	123,576	4,502,164

##### *Currency risk sensitivity analysis*

A 10% (2020: 10%) strengthening of RM against the following currencies at the end of the reporting period would have increased (decreased) equity and post-tax profit or loss by the amounts shown below. This analysis is based on foreign exchange rate variance that the Group considered to be reasonably possible at the end of the reporting period. This analysis assumes that all other variables, in particular interest rates, remained constant and ignores any impact of forecasted sales and purchases.

	Equity/Profit or loss	
	2021 RM	2020 RM
<b>Group</b>		
USD	138,311	9,392
SGD	430,674	342,164

A 10% (2020: 10%) weakening of RM against the above currencies at the end of the reporting period would have had equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remained constant.



## Notes to the Financial Statements

### 24. Financial instruments (continued)

#### 24.6 Market risk (continued)

##### 24.6.2 Interest rate risk

The Group's fixed rate financial instruments are exposed to a risk of change in their fair values due to changes in interest rates. The Group's variable rate financial instruments are exposed to a risk of change in cash flows due to changes in interest rates. Short-term receivables and payables are not significantly exposed to interest rate risk.

##### *Risk management objectives, policies and processes for managing the risk*

Interest rate exposure arises from the Group's borrowings and fixed deposits placed with licensed banks and is managed through effective negotiation with licensed banks for best available rates.

##### *Exposure to interest rate risk*

The interest rate profile of the Group's significant interest-bearing financial instruments based on carrying amounts as at the end of the reporting period was:

	2021 RM	2020 RM
<b>Group</b>		
<b>Fixed rate instruments</b>		
Financial assets	-	2,401,322
Financial liability	(371,340)	(482,736)
	<hr/>	<hr/>
<b>Floating rate instruments</b>		
Financial liability	-	(207,665)
	<hr/>	<hr/>

##### *Interest rate risk sensitivity analysis*

##### *(a) Fair value sensitivity analysis for fixed rate instruments*

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does 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.

##### *(b) Cash flow sensitivity analysis for variable rate instruments*

A change of 100 basis points ("bp") in interest rates at the end of the reporting period would have increased/ (decreased) equity and post-tax profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Profit or loss	
	100 bp increase RM	100 bp decrease RM
<b>Group</b>		
<b>2021</b>		
Cash flow sensitivity (net)	-	-
	<hr/>	<hr/>
<b>2020</b>		
Cash flow sensitivity (net)	(1,557)	1,557
	<hr/>	<hr/>

## Notes to the Financial Statements

### 24. Financial instruments (continued)

#### 24.7 Fair value information

The carrying amounts of cash and cash equivalents, short-term receivables and payables approximate their fair values due to the relatively short-term nature of these financial instruments.

The table below analyses financial instruments carried at fair value, together with their fair values and carrying amounts shown in the statement of financial position. The Group does not have any financial instruments not carried at fair value for which fair value is disclosed.

#### Group

	Fair value of financial instruments carried at fair value			Total fair value RM	Carrying amount RM
	Level 1	Level 2	Level 3		
	RM	RM	RM		
<b>2021</b>					
<b>Financial assets</b>					
Quoted shares	4,800	-	-	4,800	4,800
Quoted warrants	2,320,000	-	-	2,320,000	2,320,000
	<u>2,324,800</u>	<u>-</u>	<u>-</u>	<u>2,324,800</u>	<u>2,324,800</u>
<b>2020</b>					
<b>Financial assets</b>					
Quoted shares	3,800	-	-	3,800	3,800

#### Level 1 Fair Value

Level 1 Fair Value is derived from quoted price (unadjusted) in active market for identical financial assets or liabilities that the entity can access at the measurement date.

#### Transfers between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and Level 2 fair values during the financial year (2020: no transfer in either directions).

### 25. Capital management

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business.

There were no changes in the Group's approach to capital management during the year.

### 26. Contingent liabilities

A subsidiary of the Group has executed a bank guarantee in favour of a third party for purchase of utilities by certain related companies of up to a limit of RM590,000 (2020: RM659,000).

## Notes to the Financial Statements

### 27. Capital commitments

	2021 RM	Group 2020 RM
<b>Property, plant and equipment</b>		
Contracted but not provided for	536,690	718,578

### 28. Related parties

#### Identity of related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group, and certain members of senior management of the Group.

The Group has a related party relationship with its subsidiaries and key management personnel.

#### Key management personnel compensation

Key management personnel compensations are as disclosed in Note 20.

#### Significant related party transactions

Significant related party transactions other than those disclosed elsewhere in the financial statements are as follows:

	Transaction amounts for the year ended 31 May			
	Group 2021 RM	2020 RM	Company 2021 RM	2020 RM
<b>Subsidiary</b>				
<b><i>Paos Industries Sdn. Bhd.</i></b>				
Dividend income	-	-	750,000	3,000,000
<b>Related party</b>				
<b><i>Basic Science (Master) Sdn. Bhd.</i></b> <b><i>(formerly known as Berg &amp; Schmidt</i></b> <b><i>(M) Sdn. Bhd.)</i></b>				
Tolling services income	510,022	-	-	-
Rental income				
- Storage tank rental	253,071	-	-	-
- Office rental	31,429	-	-	-

The balances related to the above transactions are shown in Note 11.

## STATEMENT BY DIRECTORS

Pursuant to Section 251(2) of the Companies Act 2016

In the opinion of the Directors, the financial statements set out on pages 50 to 89 are 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 of 31 May 2021 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 Directors:

-----  
**Lim Chang Ching**

Director

-----  
**Alice Boo Miau Li**

Director

Shah Alam, Malaysia

Date: 10 September 2021

## STATUTORY DECLARATION

Pursuant to Section 251(1)(b) of the Companies Act 2016

I, Alice Boo Miau Li, the Director primarily responsible for the financial management of Paos Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 50 to 89 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovenamed Alice Boo Miau Li, I/C No. 690507-04-5082, at Kuala Lumpur, Wilayah Persekutuan on 10 September 2021.

**Alice Boo Miau Li**

Director

Before me:

**YM Tengku Fariddudin bin Tengku Sulaiman** (No W533)

Commissioner for Oaths

# INDEPENDENT AUDITORS' REPORT

To the members of PAOS Holdings Berhad

## Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Paos Holdings Berhad, which comprise the statements of financial position as at 31 May 2021 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 50 to 89.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 May 2021, and of their financial performance and their cash flows for the 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 auditors' 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 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.

(Refer to Note 2(c) and 2(h) – Significant accounting policies: Financial instruments and contract assets, Note 9 and 11 of the financial statements – Contract assets and Trade and other receivables)

The Group has trade receivables of RM30,539,864 and contract assets of RM5,624,857 as at 31 May 2021. Valuation of trade receivables and contract assets is a key audit matter due to higher credit risk arising from the adverse effects of the Covid-19 coronavirus pandemic on the Group's operations during the financial year. Trade receivables and contract assets may not be recoverable and allowance for impairment loss may not be adequately provided for.

### How the matter was addressed in our audit

We performed the following audit procedures, among others, around the valuation of trade receivables and contract assets:

- We ascertained the accuracy of debtors ageing;
- We tested subsequent collections for trade receivables to assess its recoverability;
- We checked subsequent billings to contract customers to assess recoverability of contract assets; and
- We evaluated the appropriateness of Expected Credit Loss ("ECL") calculation prepared by the Group and assessed the adequacy of impairment of trade receivables.

We have determined that there are no key audit matters in the audit of the separate financial statements of the Company to communicate in our auditor's report.

## Independent Auditors' Report to the members of PAOS Holdings Berhad

### 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 annual report 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 annual report and, in doing so, consider whether the annual report 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 the annual report, 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.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the ability of the Group and of the Company 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 these 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 internal control of the Group and of the Company.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

## Independent Auditors' Report to the members of PAOS Holdings Berhad

### Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- 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 ability of the Group or of the Company 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 gives a true and fair view.
- 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 identify 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.

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 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 auditors' report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### 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.

**KPMG PLT**  
(LLP0010081-LCA & AF 0758)  
Chartered Accountants

Petaling Jaya

Date: 10 September 2021

**Chan Chee Keong**  
Approval Number: 03175/04/2023 J  
Chartered Accountant

## GROUP PROPERTIES

The details of the properties of the Group as at 31 May 2021.

Particulars of property	Tenure	Description/existing use	Date of acquisition	Land area/ built-up area (square feet)	Net book value (RM'000)	Approx. age (Year)
PISB/H.S. (C) 65 No. 65, Persiaran Selangor Section 15 40200 Shah Alam Selangor Darul Ehsan	99 years lease expiring on 26.03.2071	Industrial/double storey office block, four storey office block annexed single storey factory building and single storey warehouse building	20.08.1996	254,850/ 160,740	12,523	41
POISB/No. 3 Jalan Gangsa Kaw. Perusahaan Banting 42700 Banting Selangor Darul Ehsan	99 years lease expiring on 20.04.2089	Industrial/single storey detached factory cum office annexe	24.02.1995 02.09.1996	119,356/ 37,452	3,095	22
ALSB/Lot 243 ALSB/Lot 244 ALSB/Lot 245 Kompleks Selangor Jalan Sultan 50000 Kuala Lumpur	Freehold	i) 3-Storey retail podium together with 13 storey office block ii) 16-Storey hotel block iii) Car park	26.02.2008	18,307/ 119,208	36,251	50



## ANALYSIS OF SHAREHOLDINGS

As at 30 August 2021

ISSUED AND PAID-UP CAPITAL	: 181,164,000 shares
CLASS OF SHARES	: Ordinary shares
VOTING RIGHTS	: One vote per ordinary share (on poll)

### DISTRIBUTION SCHEDULE OF SHAREHOLDINGS

Size of Shareholdings	No. of Share Holders	No. of Shares Held	% of Issued Capital
Less than 100 shares	131	2,788	0.00
100 to 1,000 shares	205	88,828	0.05
1,001 to 10,000 shares	1,033	5,211,230	2.88
10,001 to 100,000 shares	509	15,387,650	8.49
100,001 to less than 5% of issued shares	45	31,569,962	17.43
5% and above of issued shares	3	128,903,542	71.15
<b>Total</b>	<b>1,926</b>	<b>181,164,000</b>	<b>100.00</b>

### TOP THIRTY SECURITIES ACCOUNT HOLDERS

(without aggregating the securities from different securities accounts belonging to the same Depositor)

No.	Name of Shareholders	No. of Shares Held	% of Issued Capital
1.	TAN SRI DATO' LIM TONG YONG @ LIM TONG YAIM	61,676,004	34.04
2.	HAP SENG CONSOLIDATED BERHAD	45,227,538	24.96
3.	MERSEC NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN SRI DATO' LIM TONG YONG @ LIM TONG YAIM	22,000,000	12.14
4.	ER KOK LEONG @ ER CHAI TUAN	8,079,300	4.46
5.	LIM CHAO FENG	5,985,000	3.30
6.	TAN PENG CHEONG	3,000,000	1.66
7.	TANG CHING LENG	3,000,000	1.66
8.	MICHAEL FOONG KA-MENG	1,394,700	0.77
9.	PANG HEE KIN	916,500	0.51
10.	LIAW KONG WAH	706,050	0.39
11.	CHEAH KIU LEAN	675,000	0.37
12.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR CHAN KAI LUM	550,000	0.30
13.	CGS-CIMB NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR NG GEOK WAH (B BRKLANG-CL)	500,000	0.28
14.	CHEONG YOU CHIN	475,200	0.26
15.	PUBLIC NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR TAN SOON HUI (E-SJA)	399,750	0.22
16.	AMSEC NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR AIK YUN KIM @ YEK YUE KIEW	350,000	0.19
17.	LIM SAY HAN	349,200	0.19
18.	YEE KENG CHOW	300,100	0.17
19.	ZHAO,XIAODAN	300,000	0.17

## Analysis of Shareholdings as at 30 August 2021

### TOP THIRTY SECURITIES ACCOUNT HOLDERS (CONTINUED)

(without aggregating the securities from different securities accounts belonging to the same Depositor)

No.	Name of Shareholders	No. of Shares Held	% of Issued Capital
20.	BO ENG CHEE	225,600	0.12
21.	CHEONG AH YOON	222,300	0.12
22.	TOH BOO LEONG	217,500	0.12
23.	HANS PETER HOLST	201,000	0.11
24.	MAYBANK NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR MOHD NADZRI BIN MISNI	200,000	0.11
25.	MAYBANK NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR NOOR SYAFIROZ BIN MOHD NOOR	200,000	0.11
26.	KENANGA NOMINEES (TEMPATAN) SDN. BHD. - RAKUTEN TRADE SDN. BHD. FOR LEE MUM HONG	195,000	0.11
27.	LIM MAY KUIN	193,950	0.11
28.	CIMSEC NOMINEES (TEMPATAN) SDN. BHD. - CIMB FOR CHE LODIN BIN KAMARUDDIN (PB)	190,000	0.10
29.	CGS-CIMB NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR HEAN CHEW MY2152)	180,000	0.10
30.	PUBLIC NOMINEES (TEMPATAN) SDN. BHD. - PLEDGED SECURITIES ACCOUNT FOR KENG CHIN ENG (E-SGM)	172,650	0.10

### DIRECTORS' INTERESTS IN THE SHARES HELD IN THE COMPANY AS PER REGISTER OF DIRECTORS' SHAREHOLDINGS

#### Shares held in the Company

No.	Name	No. of Shares Held			
		Direct Interest	%	Deemed Interest	%
1.	LIM CHANG CHING	30,000	0.02	-	-
2.	ALICE BOO MIAU LI	-	-	-	-
3.	LIM POH SEONG	-	-	-	-
4.	LIM ZHEN QI	-	-	-	-
5.	YAP MIN LEE	-	-	-	-
6.	CHEAH YEE LENG	-	-	-	-
7.	GOH YING LI	-	-	-	-

### LIST OF SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS (EXCLUDING BARE TRUSTEES)

No.	Name	No. of Shares Held in The Company			
		Direct Interest	%	Deemed Interest	%
1.	TAN SRI DATO' LIM TONG YONG @ LIM TONG YAIM	83,676,004	46.19	-	-
2.	HAP SENG CONSOLIDATED BERHAD	45,227,538	24.96	-	-

## ANALYSIS OF WARRANTS HOLDINGS

As at 30 August 2021

ISSUE SIZE	: 90,582,000 Warrants 2016/2021
BALANCE OF WARRANTS NOT EXERCISED	: 90,582,000 Warrants 2016/2021
NO. OF WARRANTS HOLDERS	: 1,499 Warrants Holders

### DISTRIBUTION TABLE ACCORDING TO THE NUMBER OF WARRANTS HELD IN RESPECT OF ISSUED HOLDINGS

Size of Holdings	No. of Warrants Holders	No. of Warrants Held	% of Holdings
Less than 100 warrants	226	8,479	0.01
100 to 1,000 warrants	84	40,717	0.04
1,001 to 10,000 warrants	606	2,133,456	2.36
10,001 to 100,000 warrants	501	18,587,181	20.52
100,001 to less than 5% of warrants	81	27,974,125	30.88
5% and above of warrants	1	41,838,042	46.19
<b>Total</b>	<b>1,499</b>	<b>90,582,000</b>	<b>100.00</b>

### DIRECTORS' WARRANTS HOLDINGS

No.	Name	Direct Interest	%	Indirect Interest	%
1.	LIM CHANG CHING	15,000	0.02	-	-
2.	LIM ZHEN QI	-	-	-	-
3.	ALICE BOO MIAU LI	-	-	-	-
4.	LIM POH SEONG	-	-	-	-
5.	YAP MIN LEE	-	-	-	-
6.	CHEAH YEE LENG	-	-	-	-
7.	GOH YING LI	-	-	-	-

### THIRTY (30) LARGEST WARRANTS HOLDERS

(Per Record of Depositor)

No.	Name of Warrants Holders	No. of Warrants Held	% of Holdings
1.	TAN SRI DATO' LIM TONG YONG @ LIM TONG YAIM	41,838,042	46.19
2.	ER KOK LEONG @ ER CHAI TUAN	4,039,650	4.46
3.	MAYBANK NOMINEES (TEMPATAN) SDN. BHD. NOMURA SINGAPORE LIMITED FOR LIM LIAN HOCK (410242)	2,356,300	2.60
4.	POH KANG YAW	1,100,000	1.21
5.	NG SOOK KIN	1,050,000	1.16
6.	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEGDED SECURITIES ACCOUNTS FOR RAYYAN CHOO YU LENG	1,000,000	1.10
7.	KOH PENG CHEONG	1,000,000	1.10
8.	MICHAEL FOONG KA-MENG	697,350	0.77
9.	AHMAD ZAFRAN BIB ISMAIL @ SUHAIMEE	558,100	0.62
10.	KENANGA NOMINEES (TEMPATAN) SDN. BHD. RAKUTEN TRADE SDN. BHD. FOR ADIE MUDZAFFAR BIN MOHAMAD SANI	500,000	0.55

## Analysis of Warrants Holdings as at 30 August 2021

### THIRTY (30) LARGEST WARRANTS HOLDERS (CONTINUED)

(Per Record of Depositor)

No.	Name of Warrants Holders	No. of Warrants Held	% of Holdings
11.	KENANGA NOMINEES (TEMPATAN) SDN. BHD. RAKUTEN TRADE SDN. BHD. FOR LIM HAN YANG	500,000	0.55
12.	FAIROLAZIZI BIN CHE BONGSU	497,800	0.55
13.	ROHAZIFAH BINTI SAMSUDIN	450,000	0.50
14.	ABDUL AZIS BIN SHAIN	434,900	0.48
15.	ONG CHIN HOE	415,000	0.46
16.	AHMAD BAZLI BIN AHMAD ZIKRILEH	403,200	0.45
17.	ABDUL AZIZ BIN ABU BAKAR	400,000	0.44
18.	CHAN YEE LEONG	400,000	0.44
19.	NUR SYAZWANI ILYA BINTI SULAIMAN	400,000	0.44
20.	GOH BING LUOH	393,000	0.43
21.	LOW ENG PIO	359,200	0.40
22.	THONG LAI YEEN	350,000	0.39
23.	NG CHOW YIN	340,000	0.38
24.	YONG SWEE PING	325,000	0.36
25.	UOB KAY HIAN NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR TAN MOOI KIM	304,100	0.34
26.	RHB NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR LIM GUAT SIM	300,000	0.33
27.	MOHD FAUDZI BIN MAT ISA	286,000	0.32
28.	PUA ZHAN BOON	275,000	0.30
29.	MOHAMMAD NABIL FIKRI BIN HASHIM	270,000	0.30
30.	MOHD AMSYAR BIN OTHMAN	270,000	0.30

**PAOS HOLDINGS BERHAD**Registration No. 199701037036 (452536-W)  
Incorporated in Malaysia**PROXY FORM**

CDS account no.	No. of shares held

I/We, ..... NRIC No./Passport No./ Company No .....  
(Full name in capital letters)Tel No. /HP No. .... Email Address .....  
of .....  
(full address)

being a member(s) of the above Company, hereby appoint :

Full Name (in capital letters as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Tel No. /HP No. :	Email Address :		
Address			

\*and / or failing him/her

Full Name (in capital letters as per NRIC/Passport)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Tel No. /HP No. :	Email Address :		
Address			

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Twenty Fourth Annual General Meeting of the Company to be conducted on a fully virtual basis through live streaming and online Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657), provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia on Friday, 26 November 2021 at 10.30 a.m. and at any adjournment thereof.

My/Our proxy is to vote as indicated below with an "X"

ITEM	AGENDA		
1.	To receive the audited Financial Statements for the year ended 31 May, 2021 together with the Reports of the Directors and Auditors thereon.		
		<b>FOR</b>	<b>AGAINST</b>
2.	Ordinary Resolution 1 - To approve the payment of Directors' Fees of RM179,000.00.		
3.	Ordinary Resolution 2 - To approve the payment of Directors' benefits to the Directors up to an amount of RM60,000.00.		
4.	Ordinary Resolution 3 - To re-elect Ms. Lim Chang Ching as Director.		
5.	Ordinary Resolution 4 - To re-elect Ms. Cheah Yee Leng as Director.		
6.	Ordinary Resolution 5 - To re-elect Ms. Goh Ying Li as Director.		
7.	Ordinary Resolution 6 - To re-appoint KPMG PLT (LLP0010081-LCA & AF 0758) as Auditors for the ensuing year and to authorise the Directors to fix their remuneration.		
8.	Ordinary Resolution 7 - To empower the Directors of the Company to issue shares pursuant to Sections 75 & 76 of the Companies Act 2016.		
9.	Ordinary Resolution 8 - To retain Mr. Lim Poh Seong as Independent Non-Executive Director of the Company.		
10.	Ordinary Resolution 9 - To retain Mr. Yap Min Lee as Independent Non-Executive Director of the Company.		
11.	Ordinary Resolution 10 - To propose New Shareholders' Mandate For Recurrent Related Party Transactions of a Revenue or Trading Nature		

.....  
Signature

Dated this ..... day of ....., 2021.



**NOTES:**

1. The Twenty Fourth Annual General Meeting will be conducted on a fully virtual basis through live streaming and online RPEV facilities provided by Boardroom Share Registrars Sdn. Bhd. in Malaysia via <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657). Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the Twenty Fourth Annual General Meeting via RPEV. Please read these Notes carefully and follow the procedures in the Administrative Guide for the fully virtual Twenty Fourth Annual General Meeting in order to participate remotely via RPEV.
2. A member of the Company entitled to attend and vote at the meeting shall be entitled to appoint more than one (1) proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
3. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
4. Where a member of a Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy and the power of attorney or other authority duly authorised in writing or if such appointor is a Corporation, under its common seal or under the hand of an officer or attorney of the Corporation duly authorised, shall either be deposited at the office of the Company's Share Registrar at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or be electronically deposited through the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
7. Depositors who appear in the Record of Depositors as at 19 November 2021 shall be regarded as Member of the Company entitled to attend the Twenty Fourth Annual General Meeting or appoint a proxy or proxies to attend and vote on his/her behalf.

*Fold Here*

Affix  
stamp

**Share Registrar  
PAOS HOLDINGS BERHAD**

Registration No: 199701037036 (452536-W)

**C/O BOARDROOM SHARE REGISTRARS SDN. BHD**

Ground Floor, Menara Symphony,  
No. 5, Jalan Prof. Khoo Kay  
Kim, Seksyen 13, 46200 Petaling Jaya,  
Selangor Darul Ehsan

*Fold Here*





[www.paos.com.my](http://www.paos.com.my)



**PAOS HOLDINGS BERHAD**

Registration No. 199701037036 (452536-W)  
Incorporated in Malaysia

No. 65, Persiaran Selangor, Section 15,  
40200 Shah Alam, Selangor Darul Ehsan.

TEL : +603 - 5510 4219  
FAX : +603 - 5510 4230