



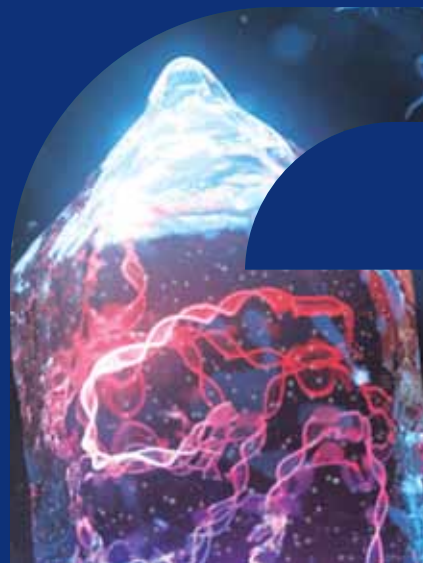
MSM INTERNATIONAL LIMITED

(Company Registration No.: 200918800R)



A CHALLENGING
WORLD OF
NEW NORMAL

ANNUAL REPORT 2020



When faced with unexpected situations, our perspective makes a world of difference. The Covid-19 pandemic manifested itself since December 2019 in a way that no crystal ball could predict. It has since caused massive disruptions to businesses and significantly impacted the global economy. As countries look to rebuild their economies after weeks or months of border closures and domestic movement restrictions, businesses are finding themselves having to navigate a new normal.

This requires a mindset shift. Our attitudes determine whether we will be able to adapt and overcome the difficulties and ultimately emerge stronger and more resilient. At MSM International, we believe that our innovative spirit and our expertise honed through the years will position us well to identify new trends and capture fresh opportunities amid the uncertain business climate. Gazing into the crystal ball, we see sparks of promise, bursting forth into dancing flames of possibilities to be realised at the opportune time.



OUR BUSINESS

Established since 1980s, MSM International Limited (“MSM”) is an integrated metal engineering company, offering a comprehensive suite of services spanning design, product development, prototyping, tool & die fabrication, production and assembly.

Through its 270,000 sq ft of specialised production space in Malaysia and Indonesia, MSM provides solutions to customers in Asia and Europe across the semiconductor, healthcare, food & beverage and hospitality industries.

MSM’s business activities are segmented as follows:

- OEM contract manufacturing
- Kitchen appliances, equipment and related services
- Cleanroom and laboratories

The Group operates a total of six showroom outlets occupying some 29,000 sq ft of floor space in Malaysia, Indonesia and Singapore.

MSM was listed on the Singapore Exchange Catalist on 7 May 2010.

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This annual report has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “Exchange”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms Jennifer Tan, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.



Letter To

SHAREHOLDERS

Dear Shareholders,

The past financial year turned in a mixed bag of results. We saw some successes, while facing obstacles in other parts. Then came the Covid-19 pandemic in the final quarter, and many of these successes were erased. We had to manage unprecedented operational challenges across all our business segments due to government measures that were imposed to curb the spread of the pandemic. Nonetheless, we are determined to navigate the difficult terrain and I would like to update you on our financial performance for FY2020.

LETTER TO SHAREHOLDERS

(cont'd)

FINANCIAL REVIEW

For the year ended 31 March 2020 ("FY2020"), our revenue declined 9.2% to RM74.7 million from RM82.2 million for the year ended 31 March 2019 ("FY2019"), mainly as a result of lower business activity in the OEM Manufacturing segment.

Our Cleanroom and Laboratories segment recorded revenue of RM12.2 million in FY2020, a 3.6% increase from RM11.8 million in FY2019, on the back of healthy business activity. The Kitchen Appliances, Equipment and Related Services segment recorded revenue of RM35.5 million in FY2020, 2.8% less than the RM36.6 million recorded in FY2019. Revenue for our OEM Manufacturing segment was 20.4% lower at RM27.0 million in FY2020, compared to RM33.9 million generated in FY2019, on the back of a contraction in demand and project postponements by customers.

During the year, we also had to write off obsolete inventory amounting to approximately RM6.0 million, which mainly contributed to lifting the cost of sales by 8.3% to RM65.6 million. In view of the higher cost of sales and against a decline in revenue, gross profit margin decreased to 12.2% in FY2020, from 26.4% in FY2019.

Finance expenses rose 17.2% to RM3.4 million in FY2020, from RM2.9 million in FY2019. This was mainly due to the adoption of SFRS(I) 16 Leases, which led to the Group recording interest of approximately RM0.2 million from lease liabilities and higher term loan interest of approximately RM0.2 million relating to the purchase of plant and machinery equipment that we embarked on at the start of the period in FY2020.

On account of the above, we recorded a net loss attributable to shareholders of RM9.2 million in FY2020, compared to net profit of RM2.8 million in FY2019.

REVIEW OF OPERATIONS

As one of the few contractors in Malaysia that are certified to equip facilities of all biosafety levels, our Cleanroom and Laboratories segment has been able to maintain a steady stream of clients from the medical centres and research laboratories. Notably, we successfully secured a new customer in semiconductor industry, providing cleanroom services during the period. We will work hard to deepen the partnership with our customers and create value for them.

The Kitchen Appliances, Equipment and Related Services segment recorded stable business activity in FY2020. However, these activities were temporarily halted during the MCO, leading to a delay in the completion of some jobs. Consequently, we were not able to invoice the customers for these jobs before the close of the financial period, and this is reflected in the lower revenue recorded compared to FY2019. With the gradual resumption of work at our facilities, we are looking forward to recording revenue for these projects in the current financial year.



MSM's OEM segment provides metal fabrication services, with majority of it in the semiconductor industry, and our activities were severely hampered by the global economic condition whereby orders have been reduced and postponement of delivery by customers. Besides, due to the MCO, we were unable to bill our customers before the close of the financial year and this led to lower revenue being recorded. We also saw a lag in the collection of rental income from customers who had to temporarily halt their businesses during the lockdown period.

In September 2019, we completed the restructuring of the corporate ownership of Marc Conleth Industries Sdn Bhd ("MCI"), our associated company that provides metal engineering work for oil and gas and environment-related industries; and Cosmos Instruments Sdn Bhd ("Cosmos"), which specialises in the process control instrumentation and automation of major water and waste industries. Cosmos has also commissioned and supported installations in Malaysia, Indonesia and other countries in the region. During the restructuring, MSM International Limited and Dato' Chong Toh Wee disposed of their respective 40% and 60% shareholding interest in MCI to our associated company, Cosmos Technology International Sdn Bhd ("CTI"), in Malaysia. In turn, MCI disposed of its 100% shareholding interest in Cosmos to CTI. Following the restructuring, CTI now directly owns 100% of MCI and Cosmos. CTI was subsequently listed on the LEAP Market of Bursa Malaysia Securities Berhad in March 2020. Through the listing, CTI aims to position itself as a credible player with strong corporate governance so as to capture more orders from both the public and private sectors. We look forward to leveraging on CTI to strengthen our market position in the water and wastewater industry and generate returns for the Group.

LETTER TO SHAREHOLDERS

(cont'd)

We completed the renounceable non-underwritten rights issue in October 2019, raising net proceeds of approximately S\$1.0 million (after deducting expenses of approximately S\$0.1 million). The 15,391,186 new shares represent approximately 68.41% of the 22,500,000 Rights Shares available for subscription. The proceeds of the funds raised have been earmarked for general working capital purposes and business expansion, as well as strategic investments and/or acquisitions. We believe the rights issue will also help strengthen our financial position, enhance our ability to formulate, strategise and execute our business plans, as well as enjoy greater flexibility to capitalise on investment opportunities in a timely manner.

Inevitably, the Covid-19 pandemic has weighed down on our performance, as demand for our services slowed down. We had to cease all business operations from mid-March under the MCO. In addition, the regulations imposed to curb the spread of Covid-19 impacted our ability to secure new customer orders during the lockdown period. The situation was further exacerbated by the fact that our and our customers' operations were running at limited capacity during that period.

In the wake of the pandemic, we have been proactive in implementing cost-cutting measures. With the reduction in business activity, we enjoyed natural savings in workers' compensation for overtime hours. We have also centralised our processes to improve efficiency and eliminate unnecessary cost. In our day-to-day operations, we are exercising prudence and discretion in our purchases. By streamlining our operations, we believe that we will be well positioned to combat the cost challenges arising from the government regulations mandating factories to operate at reduced capacity.

LOOKING AHEAD

Even as businesses have resumed, the pace of economic activity has slowed down and the challenges of operating in a Covid-19 environment are expected to remain for the next 12 months. Nevertheless, we are committed to staying the course and following through with our plans to expand the business through strengthening our technical expertise in research and development, data management, as well as to developing robotic and automation solutions under our OEM segment. We will also explore government grants aimed at supporting companies' efforts to improve production efficiency.

The silver lining in the pandemic has been the new opportunities that we identified in the healthcare and automation industries. Many companies are seeking to automate their processes in a bid to reduce their reliance on foreign labour. We are able to offer automation solutions

that can be integrated into production lines and are looking forward to securing more orders and seeing growth over time. Demand for fittings, furnishings and furniture at hospitals and other medical facilities has also risen significantly, and our role as a metal fabricator positions us well to contribute to the manufacturing ecosystem.

We resumed business operations in May 2020, and are cautiously proceeding to fulfil customer orders that were delayed in the final quarter of FY2020. MSM International has developed a strong reputation as an integrated metal engineering company providing best-in-class services. We will leverage our experience and core capabilities to capture market share in industries that demand these services. We will continue to look for opportunities to expand our business in all segments both locally and abroad, via the development of new products, strategic investments and acquisitions.

For our Cleanroom segment, we expect stable demand and will focus on strengthening our capabilities to expand our client base in the healthcare industry and laboratories. We will be focusing on the trading and prosumer market for our Kitchen segment. As for the OEM segment, we will step up on our marketing efforts to tap opportunities in the provision of 5G infrastructures for semiconductor customers, as well as solutions for the automation and healthcare industries.

In the meantime, we will stay flexible and adaptable in the upcoming financial year and persist in our efforts to gain headway with our business plans.

APPRECIATION

I wish to express my deepest gratitude to our dedicated and tenacious team at MSM. Their unwavering commitment to deliver their best, even in extraordinary circumstances gives me confidence that we will be able to pull through and emerge stronger from this crisis.

I would also like to extend my heartfelt thanks to my fellow Directors, for their invaluable counsel and advice through these times of uncertainty, and for making strategic decisions in the best interest of the Group.

We are grateful to our shareholders, customers, suppliers and business associates for their steadfast support through the years. Their belief and trust in us have kept us focussed as we navigate through the challenges. We are determined to do our best for the Group and our stakeholders.

Chan Kee Sieng
Executive Chairman

BOARD OF DIRECTORS

CHAN KEE SIENG

Executive Chairman
Age 68

Mr Chan is one of the co-founders of the MSM Group and has over four decades of experience in the OEM contract manufacturing and kitchen equipment industries. Throughout the years of his career, Mr Chan had garnered extensive industry knowledge and wide business contacts from working as an engineering technician to setting up family companies such as Ban Seng Trading Co. dealing in trading and supply of cooking oil and gas, and eventually Chan Brother Trading Co., a steel trading company, before setting up the flagship subsidiary of MSM Group.

He was appointed as Director of the Company on 30 October 2009 and was last re-elected on 26 July 2019. Mr Chan is presently responsible for charting the Group's business direction as well as corporate and strategic developments of the Group. Mr Chan also holds directorships in Triumphant Hope Sdn. Bhd., Widewin Strategy Sdn. Bhd. and Chan Strategy Sdn. Bhd..

Mr Chan is the father of the Executive Director and Chief Executive Officer, Mr Chan Wen Chau, and elder brother to the Executive Director, Mr Chan Kit Moi.

CHAN KIT MOI

Executive Director
Age 67

Mr Chan is one of the co-founders of the MSM Group and possesses over 40 years' experience in the OEM contract manufacturing and kitchen equipment industries. Prior to co-founding the Company, Mr Chan joined Ban Seng Trading Co. and Chan Brother Trading Co. as Director, where he was in-charge of strategic planning and controls, operations, inventory and administration. He was appointed as Director of the Company on 30 October 2009 and was last re-elected on 26 July 2019.

Mr Chan is presently involved in the corporate planning and business development of the Group. He holds directorships in Triumphant Hope Sdn. Bhd. and Chan Strategy Sdn. Bhd..

CHAN WEN CHAU

Executive Director & CEO
Age 45

Mr Chan has been spearheading the expansion and growth of the Group and is responsible for the overall business and strategic development, corporate planning, operations and management of the Group. He possesses over 10 years of extensive experience in the OEM contract manufacturing and kitchen equipment industries and has been closely involved in all levels of operation of the Group. Mr Chan was appointed as Director of the Company on 8 October 2009 and was last re-elected on 28 April 2017.

Mr Chan holds directorships in Triumphant Hope Sdn. Bhd. and Widewin Strategy Sdn. Bhd..

Mr Chan holds a Bachelor of Engineering (Mechanical Engineering) from the University of Portsmouth in the United Kingdom.



BOARD OF DIRECTORS

(cont'd)

**LEOW WEE KIA,
CLEMENT**Lead
Independent Director
Age 46

Mr Leow, who is not related to any family member of the directors and staff, was appointed as Independent Director of the Company on 30 October 2009 and was last re-elected on 28 April 2017. Mr Leow possesses over 19 years of corporate finance experience primarily in initial public offerings, mergers & acquisitions as well as advisory transactions. He was appointed as Lead Independent Director on 8 August 2014 and was last re-elected on 28 April 2017.

Mr Leow is presently the Chief Executive Officer and Executive Director of Allied Technologies Limited, a company listed on the Catalist Board of the Singapore Exchange. Prior to this, Mr Leow was the Chief Executive Officer and Head of Corporate Finance at Crowe Horwath Capital Pte. Ltd and has also held senior positions in corporate finance and banking in Singapore. He is currently an Independent Director of Overseas Education Limited, Ellipsiz Ltd and Lum Chang Holdings Limited, companies listed on the Mainboard of the Singapore Exchange. He also serves as President of the Singapore Tennis Association, which oversees the promotion and development of tennis in Singapore.

Mr Leow holds a Bachelor of Science in Applied Economics from Cornell University as well as a Master of Business Administration and a Postgraduate Diploma in Financial Strategy from the University of Oxford. Mr Leow is also a member of the Singapore Institute of Directors and has completed the Governance as Leadership Program at Harvard University. He has also been awarded the Singapore Armed Forces Good Service Medal in 2007.

**WONG
KOK SEONG**Independent Director
Age 50

Mr Wong, who is not related to any family member of the directors and staff, was appointed as Independent Director of the Company on 24 November 2009 and was last re-elected on 27 July 2018. He has more than 26 years of experience in external and internal auditing, financial accounting, management consultancy, taxation, due diligence and project implementation.

Mr Wong is the Managing Partner of Hasnan THL Wong & Partners., an accounting firm in Malaysia. He is a Member of the Malaysian Institute of Accountants and a Fellow of the Association of Chartered Certified Accountants. He is currently serving on the boards of Bursa Malaysia-listed corporations, M N C Wireless Berhad as Independent Director and Chairman of the Board and PNE PCB Berhad as Independent Director and Chairman of the Audit Committee. He is also a Director of T H Law Consultants Sdn. Bhd..

He holds a Master of Business Administration from the Open University, United Kingdom.

**LEE
KEAN CHEONG**Independent Director
Age 53

Mr Lee, who is not related to any family member of the directors and staff, was appointed as Independent Director of the Company on 15 November 2018 and was last re-elected on 26 July 2019. He has more than 26 years of experience in external and internal auditing, financial accounting, management consultancy and advisory.

Mr Lee is the Managing Partner of KCLee & Partners, an accounting firm in Malaysia and Director of Ideal Earnings Sdn. Bhd., a consulting firm in Malaysia. He is a Member of the Malaysian Institute of Accountants and a Member of CPA Australia. He is currently serving on the board of Bursa Malaysia listed corporations, Teo Guan Lee Corporation Berhad and Pentamaster Corporation Berhad as Independent Director.

He holds a Master of Commerce from the University of New South Wales and Bachelor of Commerce of Murdoch University, Australia.

KEY MANAGEMENT

SOH YEOW SENG

Chief Financial Officer
Age 39

Mr Soh, who is not related to any director and staff, joined the Group in July 2011 as Group Finance Manager and was appointed as Group Financial Controller on 17 August 2011, then promoted to CFO on 17 May 2013. He is responsible for the management of the Group's financial accounts, cash flow, corporate finance, financial reporting, risk management evaluation, audit, tax compliance, human resource management and administration.

Possessing more than 10 years of professional experience specialising in accounting and audit services, Mr Soh has held various accounting and audit positions in the past. Prior to joining the Company, he has been involved in external audit and internal control assurance in public listed companies and small and medium enterprises in Singapore and abroad.

Mr Soh is a member of the Certified Public Accountant Australia. He holds a Bachelor's Degree in Accounting from Monash University in Melbourne Australia.

SELVARAJU A/ PONNUSAMY

Vice President
Age 49

Mr Selva, who is not related to any director and staff, joined the Group in 2014 as Group Procurement Manager and appointed as Vice President of MSM Metal Industries Sdn Bhd, OEM Contract Manufacturing segment in March 2019. He possesses more than 21 years of experience in semiconductor manufacturing, management industries and 7 years sheet metal OEM contract manufacturing and is presently responsible for managing and overseeing the operations aspects of MSM Metal Industries Sdn Bhd.

Mr Selva holds an Engineering Diploma in Mechanical Engineering from Workers Institute of Technology, Malaysia.

CHAN CHOI HAR

General Manager
Age 54

Ms Chan, who is not related to any director and staff, is the General Manager of MSM Kitchen Sdn. Bhd. (MSM Kitchen) and is responsible for the sales, marketing and securing of new customers and also the management of MSM Kitchen. She joined the Group in 1987 and has achieved more than 30 years of sales experience in kitchen equipment industries.

Ms Chan holds a Certificate in Human Resource Management from the Centre of Advanced Management Studies and Entrepreneurial Training (Amset), and a Certificate in Business Studies from Advance Tutorial Centre, Malaysia.



KEY MANAGEMENT

(cont'd)

ONG SENG JOO

General Manager
Age 46

Mr Ong, who is not related to any director and staff, joined the Group as General Manager of OMS Technology Sdn. Bhd. (MSM OMS) in November 2008. He is responsible for the management of day-to-day operations, sales and marketing of MSM OMS.

He possesses extensive experience in the designing and building of cleanrooms, biotech facilities, animal research facilities, as well as strong expertise in project and site management, and sales and marketing.

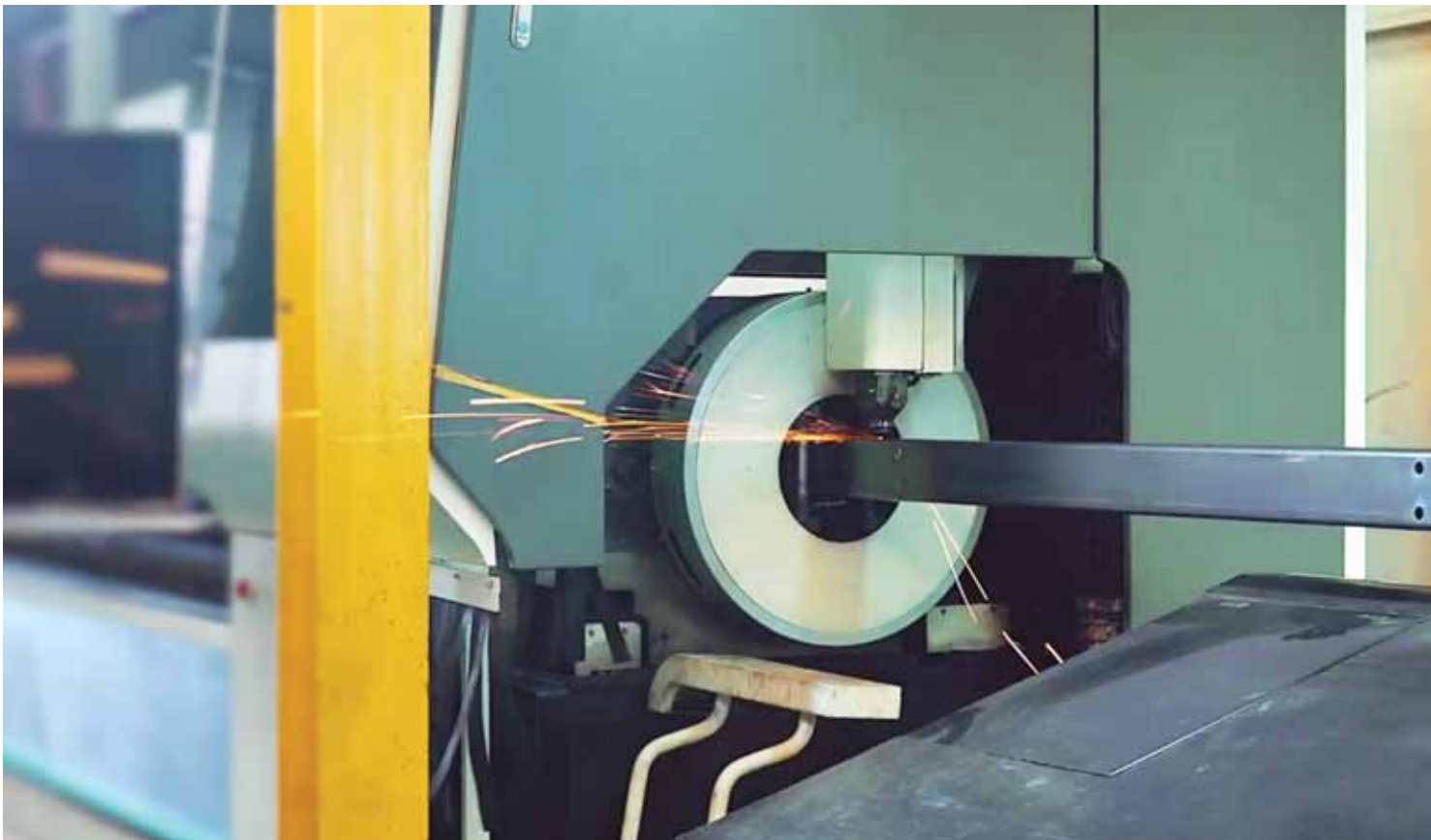
Mr Ong holds a Certificate in Technology (Mechanical Engineering) from Tunku Abdul Rahman College, Malaysia.

TUNG WAI LOON

Assistant
General Manager
Age 43

Mr Tung, who is not related to any director and staff, joined the Group in 1998 and was appointed as Factory Manager since 2007, then promoted to Assistant General Manager on 1 July 2010. He is responsible for the sales, marketing and securing of new customers and also the management of FIC Kitchen Technology Sdn. Bhd. (FIC Kitchen). Mr Tung possesses more than 20 years of factory and general management experience in the OEM contract manufacturing industry and kitchen equipment industry.

Mr Tung holds a Diploma in Electrical and Electronic Engineering from Institute Teknologi Pertama, Malaysia, a Certificate in Programmable Logic Controller and a Certificate in Laser and Holography, both from Master Academy, Malaysia.



CORPORATE INFORMATION

BOARD OF DIRECTORS

CHAN KEE SIENG

Executive Chairman

CHAN WEN CHAU

Executive Director and
Chief Executive Officer

WONG KOK SEONG

Independent Director

CHAN KIT MOI

Executive Director

LEOW WEE KIA, CLEMENT

Lead Independent Director

LEE KEAN CHEONG

Independent Director

AUDIT COMMITTEE

Wong Kok Seong (Chairman)

Leow Wee Kia Clement

Lee Kean Cheong

COMPANY'S SPONSOR

PrimePartners
Corporate Finance Pte. Ltd.
16 Collyer Quay
#10-00 Income at Raffles
Singapore 049318

INDEPENDENT AUDITOR

Nexia TS
Public Accounting Corporation
80 Robinson Road, #25-00
Singapore 068898
Director-in-charge: Chan Siew Ting
(Appointment with effect from
financial year ended 31 December
2016)

NOMINATING COMMITTEE

Leow Wee Kia Clement (Chairman)

Wong Kok Seong

Lee Kean Cheong

COMPANY SECRETARY

Nor Hafiza Alwi

SHARE REGISTRAR

BACS Private Limited
8 Robinson Road, #03-00
ASO Building
Singapore 048544
Tel No : +65 6538 0779
Fax No : +65 6438 7926

REMUNERATION COMMITTEE

Leow Wee Kia Clement (Chairman)

Wong Kok Seong

Lee Kean Cheong

REGISTERED OFFICE

8 Robinson Road, #03-00
ASO Building
Singapore 048544
Tel No : +65 6538 0779
Fax No : +65 6438 7926



REPORT ON CORPORATE GOVERNANCE

The Board of Directors (“**Board**”) of MSM International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) recognises the importance of corporate governance in ensuring greater transparency, protecting the interests of its shareholders as well as strengthening investors’ confidence in its Management and financial reporting and is, accordingly, committed to maintaining a high standard of corporate governance within the Group. This Corporate Governance Report describes the Group’s corporate governance practices for the financial year ended 31 March 2020 (“**FY2020**”) with specific reference made to the Principles and Provisions of the Code of Corporate Governance 2018 (the “**Code**”) issued in August 2018, which forms part of the continuing obligations of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (the “**Catalist Rules**”).

The Board confirmed that for FY2020, the Company has adhered to the Principles of the Code, and the Provisions of the Code (except where otherwise explained). In areas where the Company’s practices vary from any Provisions of the Code, the Company has stated herein the Provision of the Code from which it has varied, and appropriate explanations are provided for the variation, and how the practices the Company had adopted are consistent with the intent of the relevant Principle of the Code. The Company will continue to assess its needs and implement appropriate practices accordingly.

BOARD MATTERS

THE BOARD’S CONDUCT OF AFFAIRS

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

The Company is headed by an effective Board to lead and control the Company. The Board has the overall responsibility for corporate governance, strategic direction and investments of the Company. Each individual Director is obliged to act in good faith and exercise independent judgment in the best interests of shareholders of the Company at all times and hold management accountable for performance.

The Board’s principal functions include:-

- Determining, reviewing and approving the annual budgets, major investments, divestments, funding proposals, corporate strategies and directions of the Group;
- Overseeing the business and affairs of the Group, establishing the strategies and financial objectives to be implemented by the Management, and monitoring the performance of the Management; and
- Reviewing the Group’s financial performance, risk management processes and systems, financial and human resource requirements and corporate governance practices.

The Board has put in place a code of conduct and ethics, which set out a code of conduct and ethical standards for Directors and staff to adhere to, and sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company. Directors who face a conflict of interest recuse themselves from discussions and decisions involving the issues of conflict.

To assist the Board in the execution of its responsibilities, Board Committees, namely the Audit Committee (“**AC**”), Nominating Committee (“**NC**”) and Remuneration Committee (“**RC**”), have been constituted with clear written terms of reference. Matters which are delegated to the Board Committees are reported to and monitored by the Board. Further details of AC, NC and RC are set out in Principles 10, 4 and 6, respectively.

In FY2020, the Board conducted two regular scheduled meetings. Ad-hoc meetings are convened when circumstances require. Directors with multiple board representations have ensured that sufficient time and attention were given to the affairs of the Company in FY2020. Directors are free to discuss and voice their concerns on any matter raised at the Board and/or Board Committees meetings. Telephonic and videoconferencing meetings of the Board are allowed under the Company’s Constitution. All Directors are provided with the agenda and a set of the Board papers prior to the Board meetings. These are issued in advance to give the Directors sufficient time to better understand the matters to be discussed and to obtain further clarifications or explanations at the Board meeting where necessary. The Company and the Board acknowledge that an unimpeded flow of relevant information in a timely manner is crucial for the Board to be effective in discharging its duties and responsibilities.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company (Cont'd).

The attendance of the Directors at meetings of the Board and Board Committees held in FY2020 are as follows:-

Directors	Board		Audit Committee		Nominating Committee		Remuneration Committee	
	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended	No. of meetings held	No. of meetings attended
Chan Kee Sieng	2	2	2	2*	1	1*	1	1*
Chan Kit Moi	2	2	2	2*	1	1*	1	1*
Chan Wen Chau	2	2	2	2*	1	1*	1	1*
Leow Wee Kia Clement	2	2	2	2	1	1	1	1
Wong Kok Seong	2	2	2	2	1	1	1	1
Lee Kean Cheong	2	2	2	2	1	1	1	1

* *Executive Directors were present at the Board Committees meetings by invitation.*

The Board has identified, without limitation, the following matters that require its approval:-

- Declaration of dividends and other returns to shareholders of the Company;
- Major corporate policies on key areas of operation;
- Major funding proposals or bank borrowings;
- Corporate or financial restructuring and share issuances;
- Mergers and acquisitions;
- Material acquisitions and disposals;
- Interested person transactions; and
- Appointment of new Directors.

Directors understand the Company's business as well as their directorship duties, and have appropriate experience and expertise to manage the Group's business. All Directors are regularly updated on changes in the Company's policies and business. Newly appointed Directors will be given appropriate orientation/briefings by the Management on the business activities of the Group, its strategic directions and the Company's corporate governance policies and practices.

The Directors of the Company are provided with briefings from time to time and are kept updated on segmental business operation, strategic and business development of the Group as well as relevant new laws and regulations, including directors' duties and responsibilities, corporate governance matters and developing trends and financial reporting standards, so as to enable them to properly discharge their duties as members of the Board or Board Committees.

The Directors are encouraged to attend other trainings, conferences and seminars which may have a bearing on their duties and contributions to the Board, organised by the professional bodies, regulatory institutions and corporations at the Company's expense.

During FY2020, the Directors have received briefing and updates which include:

- Developments in the Singapore Financial Reporting Standards briefed by the external auditors, Nexia TS Public Accounting Corporation;
- Updates on the business and strategic developments of the Group's businesses briefed by the Management; and
- Update on regulatory changes of the Companies Act and Catalyst Rules by the Company Sponsor and the Company Secretary.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company (Cont'd).

The Directors are provided with updates and/or briefings from time to time by professional advisers, external and internal auditors, the management of the Company (“**Management**”), Continuing Sponsor and Company Secretary, as the case may be, in areas such as corporate governance practices, risk management matters, changes and updates in financial reporting standards and regulatory requirements and directors’ duties and responsibilities.

The Board is provided with complete, accurate, and adequate information in a timely manner to enable them to fulfill their responsibilities. Such information include background or explanatory information relating to matters to be brought before the Board, copies of disclosure documents, and internal financial statements. Such information is provided to the Directors to enable them to keep abreast of the Group’s operational and financial performance and position, and to facilitate more-informed decision-making. Board members also have a separate and independent access to the Management and Company Secretary at all times. Board members may, at the Company’s expense, obtain independent professional advice as and when necessary in furtherance of their duties.

The Company Secretary will attend all Board meetings to ensure that Board procedures are followed and applicable rules and regulations, including the requirements of the Companies Act, Chapter 50 of Singapore and the SGX-ST Catalyst Rules are complied with. Under the direction of the Chairman, the Company Secretary’s other responsibilities include ensuring good information flows within the Board and its committees, and between Management and Non-Executive Directors and assisting with professional development as required. The appointment and the removal of the Company Secretary is a matter for the Board as a whole.

BOARD COMPOSITION AND GUIDANCE

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

The Board had the appropriate mix of expertise and experience (such as accounting, finance, taxation, management experience, risk management and industry knowledge), and collectively possess the necessary core competencies for effective functioning and informed decision-making. Each Director has been appointed based on the strength of his calibre, experience and stature and is expected to bring a valuable range of experience and expertise to contribute to the development of the Group’s strategies and the performance of its business. The profiles of the Directors are found in the “Board of Directors” section of this annual report.

The Board members as of the date of this report are:-

Chan Kee Sieng	Executive Chairman
Chan Kit Moi	Executive Director
Chan Wen Chau	Executive Director and Chief Executive Officer
Leow Wee Kia Clement	Lead Independent Director
Wong Kok Seong	Independent Director
Lee Kean Cheong	Independent Director

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company (Cont'd).

The size, composition and diversity of the Board are reviewed by the NC. The NC annually reviews the skills and competencies of the Board members, to ensure that each member has the appropriate mix of expertise, skills and attributes to discharge his responsibilities effectively. The Board is of the opinion that its current board size of six Directors is appropriate and provides sufficient diversity of expertise and knowledge, to lead and govern the Company effectively considering the scope and nature of its operations. The NC, having conducted its reviews, was satisfied that members of the Board possess the relevant core competencies in areas such as accounting and finance, business and management experience, and strategic planning. In particular, the Executive Chairman and Executive Directors of the Company, possess good industry knowledge while the Independent Directors, who are mostly professionals in their own fields, are able to take a broader view of the Group's activities, contribute their valuable experiences and provide independent judgment during Board deliberations. Details of the Directors' qualifications, background and working experience, principal commitments and shareholdings in related corporations are set out on pages 5 and 6 of this annual report. As the Group's activities continue to grow, the NC will continuously review the composition of the Board so that it will have the necessary competency to be effective. The NC will further consider other aspects of diversity such as gender and age, and assist the Board to put in place a board diversity policy and progress for implementation of such policy, so as to avoid groupthink and foster constructive debate.

The NC also determines and ensures the independence of each Director annually. The NC adopts the Catalist Rule 406(3)(d) and the Code's definition of what constitutes an "independent" director in its review. The NC has reviewed and confirmed the independence of the Independent Directors in accordance with the Catalist Rules and the Code. The Independent Directors have also confirmed their independence in accordance with the Catalist Rules and the Code. The Independent Directors will assist to develop strategies and goals for the Group and regularly assess the performance of the Management.

Provision 2.2 of the Code recommends that independent directors make up a majority of the Board where the Chairman is not independent and Provision 2.3 of the Code recommends that non-executive directors make up a majority of the Board. In the case of the Company, the Chairman is not independent as he is part of the Management team and the Executive Chairman and the CEO are immediate family members. The Board currently comprises six Directors of whom three are Executive Directors and three are Independent Directors. In order to address the issue of independence, the Independent Directors make up half of the Board and all members of the Board Committees, thus providing a strong independent element on the Board, and there are adequate safeguards and checks in place to ensure that decision making process by the Board is independent. Although the Independent Directors are not in a majority, the Board has always discussed important issues robustly and have always been able to reach a consensus on the votes without having to rely on any majority votes to decide nor having an individual or small group of individuals dominate the Board's decision-making process.

The mix of Directors as a group provide an appropriate balance and diversity. The Board has also considered the current size, scope, nature of operations of the Group, the requirements of the business and the need to avoid undue disruptions from changes to the composition of the Board and Board Committees, especially in the current economic climate where cost considerations and agility of the Board in decision-making are critical to the Company. In view of the foregoing, the Board is of the view that the Board's composition has an appropriate level of independence and diversity of thought and background to enable it to make decisions in the best interests of the Company, consistent with the intent of Principle 2 of the Code.

As at the date of this Report, the Company has two Independent Directors, namely Mr Leow Wee Kia Clement and Mr Wong Kok Seong ("IDs") who have served on the Board for more than nine years. The NC is of the view that each of the IDs continue to demonstrate his ability to exercise strong independent judgment in his deliberations and act in the best interests of the Company. Each of the ID's length of service on the Board have not affected his/their independence from Management. They continue to express their views and debate on issues in connection with the Company's matters and Management's actions. Further, having gained in depth understanding of the business and operating environment of the Group, they provide the Company with the relevant experience and knowledge of the industry.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company (Cont'd).

After taking all these factors into account and having weighed the need for Board refreshment against tenure for relative benefit, the NC has reviewed and determined that the IDs continue to be independent, notwithstanding that they have served on the Board for more than nine years. The NC has recommended to the Board and the Board has, with the NC's recommendation, reviewed their appointments and considers each of them to be independent, having satisfied itself on the more important inquiry as to whether each of the Directors has truly demonstrated integrity, independent judgment, objectivity in the discharge of his duties, and professionalism and that there is no conflict of interest in dealings with the Company, rather than simply imposing a maximum number of years that he should serve on the Board, which can be arbitrary. Please refer to the table set out in page 16 of this Annual Report for the respective dates of appointments of each IDs.

In view of the amendments to the SGX-ST Catalist Rules, effective from 1 January 2022, which requires the re-appointment of directors who have served the Board beyond nine years from the date of their first appointment to be subjected to a two-tier shareholders voting in order to be considered independent, the Company will put in place the two-tier shareholders voting for any retiring Independent Director who has been a director for an aggregate period of more than 9 years seeking re-election in the annual general meeting to be held from 2020 onwards.

Each of the NC member who is an Independent Director have abstained from participating in the assessment and review of his own independence status.

To date, none of the Independent Directors of the Company have been appointed as a Director of the Company's principal subsidiaries. The Board and the Management are of the view that the current board structures in the principal subsidiaries are well organised and constituted. The Board and Management will from time to time review the board structures of the principal subsidiaries and make an appropriate corporate decision of considering the appointment of an Independent Director into the principal subsidiaries.

The Independent Directors have confirmed that they do not have any relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgment with a view to the best interests of the Company.

When necessary, the Independent Directors will meet without the presence of other Non-Independent Directors to review any matters that must be raised privately before providing feedback to the Chairman of the Board. During FY2020, the Independent Directors had met during the Board Committees meetings without the presence of the non-Independent Directors and had presented a report on Board Committees' discussion and recommendations to the Chairman and the Board.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER**Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.**

The roles of the Chairman and Chief Executive Officer (the "CEO") are separate to ensure an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making.

Mr Chan Kee Sieng is the Executive Chairman of the Company and one of its co-founders. He leads the Board and is responsible for the Management of the Group. The Executive Chairman is in charge of charting the business direction as well as corporate planning and strategic developments of the Group. The Executive Chairman encourages Board's interaction with the Management, facilitates effective contribution of Non-Executive Directors, encourages constructive relationships among the Directors and promotes high standards of corporate governance. In addition, the Executive Chairman ensures that the Directors receive accurate, timely and clear information and there is effective communication with shareholders of the Company.

Mr Chan Wen Chau, the CEO and Executive Director of the Company, is the son of Mr Chan Kee Sieng. He is responsible for the overall business and strategic development, corporate planning, operations and Management of the Group.

The Board has also appointed Mr Leow Wee Kia Clement as the Lead Independent Director ("Lead ID") since 8 August 2014 to provide leadership in situations including those where Executive Chairman may be conflicted. Mr Leow is available to address shareholders' concerns when contacted through the normal channels if the Executive Chairman, CEO or Chief Financial Officer ("CFO") has failed to provide a satisfactory resolution or when such contact is inappropriate.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

BOARD MEMBERSHIP**Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.**

The NC's primary roles are to create a formal and transparent process for the appointments and re-nominations of members of the Board, to assess the effectiveness of the Board as a whole and the contribution of each individual Director to the effectiveness of the Board as well as to affirm annually the independence of the Directors.

The NC is regulated by a set of written terms of reference and the NC's members meet at least once a year. The NC comprises the following members, all of whom, including the Chairman who is also the Lead Independent Director, are independent:-

Leow Wee Kia Clement	Chairman
Wong Kok Seong	Member
Lee Kean Cheong	Member

The principal functions of the NC as stipulated in its terms of reference are as follows:-

- (a) Reviews and makes recommendations to the Board on all Board appointments and re-appointments (including alternate directors, if any);
- (b) Reviews the Board structure, size and composition and makes recommendations to the Board with regards to any adjustments that are deemed necessary;
- (c) Reviews the Board's succession plans for Directors, in particular, the Executive Chairman and CEO;
- (d) Determines on an annual basis, if a Director is independent;
- (e) Deciding the process and criteria for evaluation of the performance of the Board, its Board committees and Directors;
- (f) Assesses the effectiveness of the Board and the contribution of each Director; and
- (g) Reviews training and professional development programmes for the Board.

For new appointments to the Board, the NC will consider the current size, composition and diversity of the Board, and decide if the candidate's background, expertise and knowledge will complement the skills and competencies of the existing Directors on the Board. The candidate must be a person of integrity and able to commit sufficient time and attention to the affairs of the Company, especially if he is serving on multiple Boards.

If a vacancy arises under any circumstances, or where it is considered that the Board would benefit from the services of a new Director, the NC, in consultation with the Board, will determine the selection criteria and select the appropriate candidate for the position.

In its search and nomination process for a new Director, other than through formal search via external search consultants, if required, the NC will also tap on to the resources of the Directors' personal contacts and their recommendations for potential candidates. The NC will shortlist and interview potential candidates with the appropriate profile to assess his/her suitability before nominating the most suitable candidate to the Board for approval and appointment as a Director. The NC will ensure that the new Directors are aware of their duties and obligations.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board (Cont'd).

The NC is charged with the responsibility of re-nomination having regard to the Director's contribution and performance (e.g. attendance, preparedness, participation and candour) including, if applicable, as an Independent Director. Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the Director to the Board for its consideration and approval. All Directors submit themselves for re-nomination and re-election at regular intervals at least once every 3 years. One-third of the Directors will retire at the Company's annual general meeting ("AGM") each year. In addition, newly appointed Directors are required to submit themselves for re-nomination and re-election at the next AGM following his appointment. Each member of the NC has abstained from voting on any resolutions in respect of the assessment of his performance or re-nomination as a Director.

At the forthcoming AGM, Mr Chan Wen Chau and Mr Leow Wee Kia Clement will be retiring pursuant to Article 107 of the Company's Constitution. All of them, being eligible for re-election, have offered themselves for re-election.

Mr Chan Wen Chau will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company.

Mr Leow Wee Kia Clement who is an Independent Director who has been a director for an aggregate period of more than 9 years will be subjected to a two-tier shareholders voting at the forthcoming AGM in order to be considered independent. Mr Leow Wee Kia Clement will, upon re-election as a Director of the Company, remain as the Lead Independent Director as well as the Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee.

Please refer to the Notice of AGM for the resolutions put forth for their proposed re-elections.

The following table sets out the dates of each Directors' initial appointment and last re-election as well as their directorships:-

Name of Director	Date of Initial Appointment	Date of Last Re-election	Present Directorship in Listed Companies	Past (preceding 3 years) Directorship in Listed Companies	Other Principal Commitments, if any
Chan Kee Sieng	30/10/2009	26/07/2019	Nil	Nil	Nil
Chan Kit Moi	30/10/2009	26/07/2019	Nil	Nil	Nil
Chan Wen Chau	08/10/2009	28/04/2017	Nil	Nil	Nil
Leow Wee Kia Clement	30/10/2009	28/04/2017	Overseas Education Limited Ellipsiz Ltd Lum Chang Holdings Limited Allied Technologies Limited	JB Foods Limited	Executive Director and Chief Executive Officer of Allied Technologies Limited
Wong Kok Seong	24/11/2009	27/07/2018	PNE PCB Berhad MNC Wireless Berhad	Trive Property Group Berhad Bio Osmo Berhad	Managing Partner of Hasnan THL Wong & Partners, an accounting firm in Malaysia

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board (Cont'd).

Name of Director	Date of Initial Appointment	Date of Last Re-election	Present Directorship in Listed Companies	Past (preceding 3 years) Directorship in Listed Companies	Other Principal Commitments, if any
Lee Kean Cheong	15/11/2018	26/07/2019	Teo Guan Lee Corporation Berhad Pentamaster Corporation Berhad	Petrol One Resources Berhad China Bearing (Singapore) Ltd (currently known as Silkroad Nickel Ltd) D.B.E. Gurney Resources Berhad	Managing Partner of KCLee & Partners Director of Ideal Earnings Sdn Bhd

Please refer to the "Board of Directors" section in the Annual Report for the profile of the Directors.

The NC has taken cognizance of the Code with regard to the fixing of the maximum number of board representations a Director may hold on other listed companies. Having reviewed the attendance of the Directors, their contributions at meetings of the Board and Board Committees, and their time commitment to the affairs of the Company, the NC believes that it would not be necessary to put a maximum limit on the number of listed company board representations each Director may hold. However, the NC would continue to review from time to time, the Directors' board representations and other principal commitments to ensure that Directors continue to meet the demands of the Group and are able to discharge their duties adequately.

The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, and is satisfied that all Directors have discharged their duties adequately for FY2020.

There are no Directors who are deemed independent by the Board, notwithstanding the existence of a relationship as stated in the 2018 Code or the Catalist Rules that would otherwise deem him not to be independent.

The Company does not have any alternate directors appointed on the Board.

BOARD PERFORMANCE

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

The Board and NC strive to ensure that Directors on the Board possess the experience, knowledge and skills critical to the Group's business so as to enable the Board to make sound and well-considered decisions.

The NC has implemented a process for evaluating the performance and effectiveness of the Board as a whole and its Board Committees, as well as the performance and contribution of each individual Director to the effectiveness of the Board.

Annually, the Directors will complete a board assessment checklist individually to facilitate the NC in its assessment of the performance and effectiveness of the Board as a whole as well as its Board Committees in its monitoring role and the attainment of the strategic objectives set by the Board. The performance is assessed based on criteria including the size, composition, processes of the Board, Board's access to information, strategic planning and accountability.

Each Director will also complete a self-assessment checklist individually to facilitate the NC in its assessment of the performance of the individual Directors based on factors which include their attendance, preparation and participation in the Board or Board Committees meetings, the quality of their intervention as well as their industry and business knowledge.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors (Cont'd).

Each member of the NC has abstained from discussions and voting on any resolutions in respect of the assessment of his performance or re-nomination as a Director. Evaluations of individual Directors aim to assess whether that individual has contributed effectively and demonstrated commitment to the role (including commitment of time for the meetings of Board and Board Committees, and any other duties).

The Chairman of the NC evaluates the assessment and shares the results with the rest of the Board members. Areas where the performance and effectiveness of the Board could be enhanced and recommendations for improvement are then submitted to the Board for discussion and implementation.

The Chairman of the NC, in consultation with its members, also acts on the results of the performance evaluation, and where appropriate, propose new members to be appointed to the Board or seek the resignation of existing Directors.

The NC has performed the assessment for FY2020 and is of the view that the performance and effectiveness of the individual Directors, the Board Committees and the Board as a whole were satisfactory and the Board has met its performance objectives.

No external facilitator was used in the evaluation process.

**REMUNERATION MATTERS
PROCEDURES FOR DEVELOPING REMUNERATION POLICIES****Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.**

The RC comprises the following members, all of whom, including the Chairman, are independent:-

Leow Wee Kia Clement	Chairman
Wong Kok Seong	Member
Lee Kean Cheong	Member

The principal functions of the RC as stipulated in its terms of reference are as follows:

- review and recommend to the Board a framework of remuneration for the Directors and key management personnel, and determine specific remuneration packages for each Executive Director and key management personnel, with the recommendations of the RC submitted for endorsement by the entire Board. All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind, shall be covered by the RC and the RC shall ensure all aspects of remuneration, including termination terms are fair; and
- perform an annual review of the remuneration of employees of the Group who are related to the Directors and CEO to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. They will also review and approve any bonuses, pay increases and/or promotions for these employees.

If necessary, the RC will seek expert advice inside and/or outside the Company on remuneration of all Directors. Each member of the RC has abstained from voting on any resolutions in respect of his remuneration package or that of employees related to him.

No remuneration consultants were engaged by the Company in FY2020.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

LEVEL AND MIX OF REMUNERATION

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

As part of its review, the RC ensures that remuneration packages of the Directors and key management personnel are comparable within the industry as well as with similar companies. The RC considers the Group's relative performance and the contributions and responsibilities of the individual Directors in its review and recommendation of the remuneration of the Directors and key management personnel and ensure the remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the Group and for the long term success of the Group.

Policy in respect of Executive Directors and Key Management Personnel

Executive Directors do not receive directors' fees. Executive Directors are paid a basic salary pursuant to their respective service agreements which are reviewed and approved by the Board. The notice period of each Executive Director is fixed at a period of 6 months and each Executive Director may, in lieu of the 6 months' notice or part thereof, terminate the service agreement by paying an amount equivalent to 6 months' of his last drawn salary. The Executive Directors' service agreements do not contain onerous removal clauses.

The Group advocates a performance-based remuneration system that is highly flexible and responsive to the market and linked to the performance of the Group as well as the individual employee to ensure the interest of the shareholders and other stakeholders are aligned and promotes the long-term success of the Group. The total remuneration mix comprises annual fixed cash and annual performance incentive. The annual fixed cash component comprises the annual basic salary plus any other fixed allowances while the annual performance incentive is tied to the performance of the Group and the individual employee.

The Company has no share-based compensation scheme or long-term scheme involving the offer of shares or options.

The Company does not use contractual provisions to allow the Company to reclaim the incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

Policy in respect of Non-Executive Directors' remuneration

Non-Executive Directors do not have service agreements with the Company. They are compensated based on fixed directors' fees, which are determined by the Board based on their contribution, taking into consideration factors such as the effort, time spent and responsibilities of these Directors. The Chairman of each Board Committee is paid a higher fee as compared with members of the Board Committee in view of the higher responsibilities carried by that office. The directors' fees are subject to approval by the shareholders of the Company at each AGM. Non-Executive Directors do not receive any other remuneration from the Company.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

DISCLOSURE ON REMUNERATION

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

The annual reviews of the compensation are carried out by the RC to ensure that the remuneration of the Executive Directors and key management personnel commensurate with their performance and that of the Company, giving due regard to the financial and commercial health and business needs of the Group. The performance of the CEO (together with other key management personnel) is reviewed periodically by the NC and the Board. In structuring the compensation framework, the RC also takes into account the risk policies of the Group, the need for the compensation to be symmetric with the risk outcomes and the time horizon of risks.

Executive Directors do not receive directors' fees but are remunerated as members of Management. The remuneration package of the Executive Directors and key management personnel comprises a basic salary component and a variable component which is the annual bonus, based on the performance of the Group as a whole and their individual performance. The RC takes into consideration the financial performance of the Group and criteria such as leadership, people development, commitment and teamwork in assessing the individual's performance. This is designed to align the remuneration package with the interests of shareholders and link rewards to corporate and individual performance so as to promote the long-term sustainability of the Group.

The RC has reviewed and is satisfied that the aforementioned performance conditions for the Executive Directors and key management personnel have been met in FY2020.

The level and mix of remuneration of the Directors and key management personnel of the Company for FY2020 are as follows:-

Name	Salary and Other Benefits	Bonus	Directors' Fees	Total
Executive Directors				
Below S\$250,000				
Chan Kee Sieng	95%	5%	–	100%
Chan Kit Moi	95%	5%	–	100%
Chan Wen Chau	94%	6%	–	100%
Non-Executive Directors				
Below S\$250,000				
Leow Wee Kia Clement	–	–	100%	100%
Wong Kok Seong	–	–	100%	100%
Lee Kean Cheong	–	–	100%	100%
Key Management Personnel				
Below S\$250,000				
Soh Yeow Seng	95%	5%	–	100%
Chan Choi Har	95%	5%	–	100%
Ong Seng Joo	96%	4%	–	100%
Selvaraju A/L Ponnusamy	97%	3%	–	100%
Tung Wai Loon	96%	4%	–	100%

After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each Director and key management personnel, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment. As such, the Company has not disclosed exact details of the remuneration of each individual Director and key management personnel but instead presented the information in bands of S\$250,000, and the respective breakdowns of their remuneration in percentages.

The aggregate of annual remuneration paid to all the above mentioned key management personnel of the Group for FY2020 was S\$403,000.

There are no termination, retirement and post-employment benefits that were granted to the Directors, CEO and key management personnel in FY2020.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation (Cont'd).

Remuneration of Employees who are Substantial Shareholders or are Immediate Family Members of a Director, CEO or the Substantial Shareholder

Mr Chan Wen Yee is the son of Mr Chan Kit Moi (Executive Director and substantial shareholder), nephew of Mr Chan Kee Sieng (Executive Chairman and substantial shareholder) and cousin of Mr Chan Wen Chau (Executive Director and CEO). Mr Chan Wen Yee's remuneration was less than S\$100,000 during FY2020.

Save as disclosed above, there is no employee of the Group who is a substantial shareholder of the Company or an immediate family member of a Director, CEO or the substantial shareholder and was paid more than S\$100,000 during FY2020.

ACCOUNTABILITY AND AUDIT RISK MANAGEMENT AND INTERNAL CONTROLS

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board is responsible for providing a balanced and understandable assessment of the Company's performance, position and prospects. Financial reports and other price sensitive information are disseminated to shareholders through announcements via SGXNET and press releases. The Group releases announcement of its financial results in accordance with the requirements of the SGX-ST Catalist Rules. Management provides the Board with management accounts on a monthly basis. Such reports serve to keep the Board informed of, on a balanced and understandable basis, the performance, position and prospects of the Group and enable the Board to discharge its duties efficiently.

The Company does not have a Risk Management Committee. However, the Company regularly reviews and improves its business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. The Management reviews all control policies and procedures and highlights all significant matters to the AC as well as the Board.

The AC will review, at least annually, the reports submitted by the external and internal auditors relating to the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems. Any material non-compliance or failures in internal controls and recommendation for improvement are reported to the AC. A copy of the report is also issued to the relevant department for its follow-up action. The timely and proper implementation of all required corrective, preventive or improvement measures are closely monitored.

The AC will also review the effectiveness of the actions taken by the Management on the recommendations made by the external and internal auditors in this respect.

For the financial year under review, the CEO and CFO have provided their confirmation and assurance to the Board on the integrity of the financial statements for the Group, that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances, and the Company's risk management and internal controls systems are adequate and effective (the "**Assurance**").

Based on the internal controls established and maintained by the Company, the Assurance provided by the CEO and CFO, the work performed by the internal and external auditors and reviews performed by the Management and the various Board Committees, the Board, with the concurrence of the AC, is of the opinion that the Group's risk management and internal controls in place are adequate and effective in addressing the financial, operational, compliance and information technology risks as at 31 March 2020.

The system of internal controls and risk management established by the Company provides reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that can be reasonably foreseen as it strives to achieve its business objectives. The Company is also consistently seeking to improve its internal controls and to adopt the recommendations which were highlighted by the internal and external auditors to further safeguard the Company's assets.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

AUDIT COMMITTEE**Principle 10: The Board has an Audit Committee which discharges its duties objectively.**

The AC currently comprises the following members, all of whom are Independent Non-Executive Directors:-

Wong Kok Seong	Chairman
Leow Wee Kia Clement	Member
Lee Kean Cheong	Member

All members of the AC have accounting and related financial management expertise and experience.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and cooperation of the Management, full discretion to invite any persons including a Director or an employee of the Group to attend its meeting, and reasonable resources to enable it to discharge its functions properly. None of the AC members were previous partners or directors of the Company's existing auditing firm or auditing corporation of the Company: (a) within the previous 2 years commencing on the date of their ceasing to be a partner or director of the auditing firm or corporation, and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The AC assists the Board in discharging its responsibility to safeguard the assets of the Company, maintain adequate accounting records, and develop and maintain effective systems of internal control, with the overall objective of ensuring that the Management creates and maintains an effective control environment in the Group. The AC will provide a channel of communication between the Board, the Management and the external auditor on matters relating to audit.

The principal functions of the AC as stipulated in its terms of reference are as follows:-

- Review the scope and results of the audit and its cost effectiveness;
- Review the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Group and any formal announcements relating to the Group's financial performance;
- Make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;
- Review with the external auditor on the audit plan, audit report and their evaluation of the system of internal accounting controls, letter to Management and the Management's response;
- Review the half yearly and annual, and quarterly, if applicable, financial statements and results announcements before submission to the Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards, the SGX-ST Catalist Rules and any other relevant statutory or regulatory requirements;
- Review the internal control procedures and ensure co-ordination between the external auditor and the Management, and review the assistance given by the Management to the external auditor, and discuss problems and concerns, if any, arising from audits, and any matters which the external auditor may wish to discuss (in the absence of the Management, where necessary);
- Review and discuss with the external auditor any suspected fraud or irregularities, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position, and the Management's response;
- Review the adequacy and effectiveness of the Company's internal controls, operational, compliance and information technology controls and risk management policies and systems established by the Management;
- Review interested person transactions (if any) falling within the scope of Chapter 9 of the SGX-ST Catalist Rules;
- Review potential conflicts of interest (if any);

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 10: The Board has an Audit Committee which discharges its duties objectively (Cont'd).

The principal functions of the AC as stipulated in its terms of reference are as follows:- (Cont'd)

- Review with the internal auditors on the internal audit plans and their evaluation of the adequacy of the internal controls and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the annual report;
- Review and establish procedures for receipt, retention and treatment of complaints received by the Group regarding, inter alia, criminal offences involving the Group or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on the Group;
- Review key financial risk areas, with a view to providing an independent oversight on the Group's financial reporting, the outcome of such review to be disclosed in the annual reports or, where the findings are material, announced immediately via SGXNET;
- Review the assurance from the CEO and CFO on the financial records and financial statements;
- Review the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;
- Undertake such other reviews and projects as may be requested by the Board, and report to the Board its findings from time to time on matters arising and requiring the attention of the AC; and
- Generally to undertake such other functions and duties, as may be required by statute or the SGX-ST Catalist Rules, or by such amendments as may be made thereto from time to time.

The AC is guided by the terms of reference which stipulate its principal functions. The AC meets regularly with the Management and the external auditors to review auditing and risk management matters and discuss accounting implications of any major transactions including significant financial reporting issues. It also reviews the internal audit functions to ensure that an effective system of control is maintained in the Group.

On a half-yearly basis, the AC also reviews the interested person transactions and the financial results announcements before their submission to the Board for approval.

The AC is kept abreast by the Management, the Company Secretary, the Sponsor and the external auditors of changes to accounting standards, Catalist Rules and other regulations (as the case may be) which could have an impact on the Group's business and financial statements.

The external auditors present to the AC the audit plan and updates relating to any change of accounting standards which have a direct impact on financial statements during the AC meetings.

The AC meets with the external auditors and internal auditors, at least once annually, and more frequently, when required, with at least one of the meetings conducted without the presence of Management. The AC had in FY2020 met the external and internal auditors once without the presence of Management.

The AC reviews the independence and objectivity of external auditor annually. During the financial year under review, the AC has reviewed the independence of Nexia TS Public Accounting Corporation ("**Nexia TS**") including the volume of all non-audit services provided to the Group, and is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 10: The Board has an Audit Committee which discharges its duties objectively (Cont'd).

The AC constantly bears in mind the need to maintain a balance between the independence and objectivity of the external auditors and the work carried out by the external auditors based on value for money consideration. During the financial year under review, the aggregate amount of fees paid to the external auditors for the audit and non-audit services amounted to RM370,000 and RM19,000 respectively. The non-audit services rendered by the external auditors to the Group in FY2020 were not substantial.

The Group has complied with Rules 712 and 715 of the SGX-ST Catalist Rules with regard to the appointment of the external auditors for the Company and its subsidiaries.

The AC has recommended, and the Board has approved the nomination for the re-appointment of Nexia TS as external auditors of the Company at the forthcoming AGM.

The Company has implemented a whistle blowing policy which will provide well-defined and accessible channels in the Group through which employees and any other persons may raise concerns about improper conduct within the Group. The AC will review arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters. The AC's objectives are to ensure that arrangements are in place for the independent investigation of such matters and for appropriate follow-up action. The Group's whistle blowing policy and procedures on how a person may raise such concern is published in the Group's website at <https://www.msmmgroup.com/pdf/Whistleblower-policy-for-MSM.pdf>

The Group has outsourced its internal audit function to Wensen Consulting Asia (S) Pte. Ltd., a qualified professional firm which meets the standards set by internationally recognised professional bodies including the International Professional Practices Framework issued by The Institute of Internal Auditors. The AC is responsible for the hiring, removal and evaluation of the accounting or auditing firm or corporation which the internal audit function of the Company is outsourced to.

The main objective of the internal audit function is to assist the Group in evaluating and assessing the effectiveness of internal controls and consequently to highlight the areas where control weaknesses exist, if any, and thus improvements could be made.

The internal audit function is independent and it reports directly to the AC on audit matters and to the CEO on administrative matters. The internal auditor assists the Board in monitoring and managing risks and internal controls of the Group.

The AC also reviews and approves the internal auditor's plan of each financial year to ensure that the scope of the plan is adequate and covers the review of the system of internal controls of the Group, including financial, operational, compliance risks. The internal audit function has unfettered access to all the Company's documents, records, properties and personnel, including access to the AC, and has appropriate standing within the Company. The internal auditor will report their audit findings and recommendations to the AC.

The Management together with the Board will review all audit reports and findings from internal auditors and external auditors during the AC meetings.

During FY2020, the internal auditors had reviewed and carried out the audit on areas pertaining to project tendering management, project planning and execution management, and procurement to payables management.

The AC had reviewed the adequacy of the internal audit function and is satisfied that the team is independent, effective and adequately resourced.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

SHAREHOLDER RIGHTS AND ENGAGEMENT SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and untestable assessment of its performance, position and prospects.

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Board believes in regular, timely and effective communication with shareholders. The Company does not practice selective disclosure. In line with continuous obligations of the Company pursuant to the SGX-ST Catalist Rules, it is the Board's policy that shareholders are kept informed of all important developments concerning the Group that will or expect to have an impact on the Company or the Group through timely dissemination of information via SGXNET announcements, press releases, annual reports and various other announcements made whenever necessary. The Company also maintains a website at <http://www.msmmgroup.com> through which the shareholders can access to information about the Group. The website provides the business profile, corporate announcements, press releases, annual reports and other information of the Group.

Shareholders are encouraged to attend the AGM and/or general meetings to stay informed of the Company's goals and strategies and to ensure a high level of accountability by the Management. They are also given the opportunity and time to air their views and ask the Directors or Management questions regarding the Company.

The Company's Constitution allows all shareholders to appoint proxy(ies) to attend general meetings and vote on their behalf. Voting in absentia and by mail, electronic mail or facsimile may be possible at the Directors' discretion to approve or implement, subject to the security measures as may be deemed necessary or expedient to ensure that the integrity of the information and authentication of the identity of shareholder(s) is not compromised. Separate resolutions are tabled on each substantially separate issue at general meetings unless the issues are interdependent and linked so as to form one significant proposal and if such, the explanatory notes are set out in the notices of general meetings to explain the reasons and its material implications

The Annual Report together with the Notice of AGM for FY2020 will be disseminated to the shareholders via the SGXNET and will also be made available at the Company's corporate website <http://www.msmmgroup.com> at least 14 calendar days before the meeting (excluding the date of notice and the date of meeting).

The Board welcomes questions from shareholders either informally or formally before or at the AGM. The Chairman of the respective AC, RC and NC are available at the meeting to answer those questions relating to the work of the respective Board Committees. The Company's external auditors are also present to assist the Directors in addressing any relevant queries by shareholders. All Directors, Management, Company Secretary, external auditors and the Company's sponsor attended the Company's AGM in respect of FY2019 held on 26 July 2019.

In addition, if the need arises, the Company may organise media/analyst briefings to enable a better appreciation of the Group's performance and developments, which will also act as platforms to solicit and understand the view of Shareholders and investors.

The Company's external auditors are also present to assist the Directors in addressing any relevant queries by shareholders. While there is no limit imposed on the number of proxy votes for nominee companies, the Constitution of the Company allow each shareholder to appoint up to two (2) proxies to attend general meetings. The Board will review the Company's Constitution from time to time, and where an amendment to the Company's Constitution is required to align the relevant provisions with the requirements of the SGX-ST Catalist Rules, shareholders' approval will be obtained.

All resolutions put forth at the general meetings of the Company are put to vote by way of poll, and their detailed results including the total number and the respective percentage of votes cast for and against each resolution will be announced via the SGXNET.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and untestable assessment of its performance, position and prospects (Cont'd).

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow share-holders to communicate their views on various matters affecting the company (Cont'd).

The Company Secretary prepares minutes of the general meetings which include substantial and relevant comments or queries from shareholders relating to the agenda of the meetings, and responses from the Board and the Management. These minutes are subsequently approved by the Board. On receipt of any request from shareholders, the minutes will also be made available to them at the registered office of the Company during office hours. The minutes of the AGM in respect of FY2020 will be published to the SGXNET and on the corporate website of the Company within one month from the AGM date.

The Group does not have a fixed dividend policy at present. The form, frequency and amount of dividends declared each year will take into consideration the Group's profitability, cash position, cash flow in relation to operating activities, projected capital requirements for business growth and other factors as the Board may deem appropriate. The Board has not declared dividends for the FY2020 as the Company has deemed it more appropriate to retain the cash in the Group for its future growth plans.

The Company does not have a dedicated investor relations team. The CFO is responsible for the Company's communication with shareholders. The public can provide feedback to the CFO via electronic mail at msm.agm@msmmgroup.com or the Company's registered address at 8 Robinson Road #03-00 ASO Building Singapore 048544.

MANAGING STAKEHOLDERS RELATIONSHIPS ENGAGEMENT WITH STAKEHOLDERS

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Company's engagement with all stakeholders will be set out in detail in the Sustainability Report to be published annually on the Company's corporate website and SGXNET. The Company takes a strategic and pragmatic approach in managing stakeholders' expectations to support its long-term strategy. Its key stakeholders include shareholders, investors, suppliers, customers, employees, government and regulators and the community. To understand stakeholders' expectations, the Company engages and fosters trusted relationships through listening to their views and responding to their concerns.

Additionally, the Company maintains a corporate website at <http://www.msmmgroup.com> to communicate and engage with stakeholders through the contact information of the Company which can be found on the website. The Company's announcements, financial results and annual reports are also made available on the Company's website.

The forthcoming 2020 AGM to be convened and held by way of electronic means

1. Due to the current COVID-19 situation and the related elevated safe distancing measures in Singapore, the AGM of the Company will be convened and held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. A member will not be able to attend the AGM in person. A member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served (Cont'd).

3. Printed copies of the Notice of AGM will not be sent to members. The electronic copies of the Notice of AGM and the Annual Report are made available on the
 - Company's website at the URL <http://www.msmmgroup.com>; and
 - SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
4. The procedure of registration of live webcast, proxy form submission and submission of questions in advance of the AGM can be found in the AGM Notice.

OTHER CORPORATE GOVERNANCE MATTERS

Dealings in Securities

The Company has adopted an internal code on dealings in securities. The Company and the Group's Directors and officers who have access to price-sensitive, financial or confidential information, or unpublished price-sensitive information on the Group, are not permitted to deal in the Company's securities during the periods commencing one month before the announcement of the Group's half year and full year financial results and ending on the date of announcement of such results. In addition, the Company, its Directors and officers are advised not to deal in the Company's securities for a short term considerations and are expected to observe the insider trading laws at all times even when dealing in the Company's securities within the permitted trading periods. Directors and officers are to consult with the CFO/company secretary before trading in Company's securities and to confirm annually that they have complied with and not in breach of the internal code on dealings in securities. The Board is kept informed when a Director trades in the Company's securities.

Interested Person Transactions

The Company has established procedures to ensure that all transactions with interested persons are reported on in a timely manner to the AC and that the transactions are carried out on normal commercial terms and shall not be prejudicial to the interests of the Company and its minority shareholders. When a potential conflict of interest arises, the Director concerned neither takes part in discussions nor exercises any influence over other Board members.

The Company does not have a general mandate for interested person transactions (IPT). There were no IPT with value of S\$100,000 and above transacted in FY2020.

Material Contracts

There were no material contracts entered into by the Company or any of its subsidiaries involving the interest of the CEO, any Director or controlling shareholder of the Company, either still subsisting at the end of the financial year, or if not then subsisting, which were entered into since the end of the previous financial year.

Non-Sponsorship Fees

No non-sponsor fees were paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. for FY2020.

Sustainability Management

Our third Sustainability Report will be prepared in accordance with the GRI standards and in line with the Singapore Exchange requirements on sustainability reporting. The report will highlight the key economic, environmental, social and governance (ESG) factors such as economic performance, environmental compliance and occupational health and safety. More details and information will be available in the full report that will be published on or before 29 October 2020.

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Use of Proceeds

The net proceeds raised by the Company from the issuance of 15,391,186 new ordinary shares in the Company arising from the renounceable non-underwritten rights issue, which was allotted and issued on 23 October 2019, was approximately S\$1.0 million (after deducting expenses of approximately S\$0.1 million) ("Net Proceeds"). As at 3 September 2020, the Company had utilised approximately S\$0.2 million as follows:-

Intended use of Net Proceeds	Amount allocated S\$	Amount utilised S\$	Balance available S\$
i) Funding Operating Costs	684,168	210,500	473,668
ii) Expansion of Existing Business And Making New Strategic Investments and/ or Acquisitions	293,215	-	293,215
	977,383	210,500	760,883

The amount utilised under "Funding Operating Costs" was for the purpose of payment to suppliers.

ADDITIONAL INFORMATION ON DIRECTORS NOMINATED FOR RE-ELECTION – APPENDIX 7F TO THE SGX-ST CATALIST RULES

Pursuant to Rule 720(5) of the SGX-ST Catalist Rules, the information as set out in Appendix 7F to the SGX-ST Catalist Rules relating to Mr Chan Wen Chau and Mr Leow Wee Kia Clement, being the Directors who are retiring in accordance with the Company's Constitution at the forthcoming AGM, is set out below:

	Mr Chan Wen Chau	Mr Leow Wee Kia Clement
Date of Appointment	08/10/2009	30/10/2009
Date of last re-appointment	28/04/2017	28/04/2017
Age	45	46
Country of principal residence	Malaysia	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Chan Wen Chau as the Executive Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his expertise, performance, overall contributions, and competencies in fulfilling his responsibilities.	The re-election of Mr Leow Wee Kia Clement as the Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his expertise, performance, overall contributions, and competencies in fulfilling his responsibilities.
Whether appointment is executive, and if so, the area of responsibility	Executive role. Responsible for the overall business and strategic development, corporate planning, operations and management of the Group.	Non-Executive role
Job Title (e.g. Lead ID, AC Chairman, AC Member, etc)	Executive Director and CEO	Lead Independent Director, Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Professional membership/ qualifications	Bachelor of Engineering (Mechanical Engineering) from the University of Portsmouth in the United Kingdom	<p>Master in Business Administration from University of Oxford, United Kingdom</p> <p>Postgraduate Diploma in Financial Strategy from University of Oxford, United Kingdom</p> <p>Bachelor of Science in Applied Economics from Cornell University, United States of America</p> <p>Governance as Leadership Program from Harvard Kennedy School, United States of America</p> <p>Member of Singapore Institute of Directors</p>
Working experience and occupation(s) during the past 10 years	Director and CEO of MSM International Limited	<p><u>Present</u></p> <p>Executive Director and Chief Executive Officer of Allied Technologies Limited</p> <p>Independent Director of Ellipsiz Ltd, Overseas Education Limited and Lum Chang Holdings Limited</p> <p>Non-Executive Director of Grand Team Technologies Limited</p> <p><u>Past (for the last 5 years)</u></p> <p>Executive Director, Chief Executive Officer and Head of Corporate Finance at Crowe Horwath Capital Pte Ltd</p> <p>Independent Director of JB Foods Limited</p>
Shareholding interest in the listed issuer and its subsidiaries	Direct interest of 2,785,186 ordinary shares.	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Mr Chan Wen Chau is the son of the Executive Chairman, Mr Chan Kee Sieng, and nephew to the Executive Director, Mr Chan Kit Moi.	Nil
Conflict of Interests (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

REPORT ON CORPORATE GOVERNANCE

(cont'd)

Other Principal Commitments* Including Directorships#		
Past (for the last 5 years)	None	Executive Director, Chief Executive Officer and Head of Corporate Finance at Crowe Horwath Capital Pte Ltd Independent Director of JB Foods Limited
Present	MSM Metal Industries Sdn Bhd MSM Equipment Manufacturer Sdn Bhd MSM Kitchen Sdn Bhd OMS Technology Sdn Bhd Marc Conleth Industries Sdn Bhd Triumphant Hope Sdn Bhd Widewin Strategy Sdn Bhd MSM Metal (S) Pte Ltd Flexacon Automation System Sdn Bhd Marc16 Equipment Manufacturing Sdn Bhd MSM R Kitchen Sdn Bhd	Executive Director and Chief Executive Officer of Allied Technologies Limited Independent Director of Ellipsiz Ltd, Overseas Education Limited and Lum Chang Holdings Limited Non-Executive Director of Grand Team Technologies Limited
<p>Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.</p> <p>The Retiring Directors have responded negative to items (a) to (k) listed in Appendix 7F of the Catalist Rules of the SGX-ST, save for Mr Leow Wee Kia Clement’s response on item (j)(i), that is “Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:- any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere”, whereby Mr Leow Wee Kia Clement declared “No, save for any ongoing investigations involving Allied Technologies Limited as announced on SGXNet”.</p>		
Disclosure applicable to the appointment of Director only		
Any prior experience as a director of a listed company? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee’s reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable	Not applicable



FINANCIAL STATEMENTS

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DIRECTORS' STATEMENT

The directors present their statement to the members together with the audited financial statements of MSM International Limited (the "Company") and its subsidiary corporations (the "Group") for the financial year ended 31 March 2020 and the balance sheet of the Company as at 31 March 2020.

In the opinion of the directors,

- (a) the balance sheet of the Company and the consolidated financial statements of the Group as set out on pages 40 to 108 are drawn up so as to give a true and fair view of the financial position of the Company and of the Group as at 31 March 2020 and the financial performance, changes in equity and cash flows of the Group for the financial year covered by the consolidated financial statements; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are as follows:

Chan Kee Sieng
Chan Kit Moi
Chan Wen Chau
Leow Wee Kia Clement
Lee Kean Cheong
Wong Kok Seong

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' interests in shares or debentures

According to the register of directors' shareholdings, none of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations, except as follows:

	Holdings registered in name of director		Holdings in which director is deemed to have an interest	
	At	At	At	At
	31.3.2020	1.4.2019	31.3.2020	1.4.2019
Company				
<u>(No. of ordinary shares)</u>				
Chan Kee Sieng	187,000	187,000	76,955,933	61,564,747
Chan Kit Moi	130,000	130,000	76,955,933	61,564,747
Chan Wen Chau	2,785,186	2,785,186	–	–

The deemed interests of Chan Kee Sieng and Chan Kit Moi arise from their shareholdings in the holding corporation, Triumphphant Hope Sdn. Bhd..

DIRECTORS' STATEMENT

(cont'd)

Directors' interests in shares or debentures (Cont'd)

	Holdings registered in name of director		Holdings in which director is deemed to have an interest	
	At 31.3.2020	At 1.4.2019	At 31.3.2020	At 1.4.2019
Holding Corporation				
- Triumphant Hope Sdn. Bhd.				
<u>(No. of ordinary shares)</u>				
Chan Kee Sieng	150	150	-	-
Chan Kit Moi	150	150	-	-

By virtue of Section 7 of the Singapore Companies Act (Cap. 50) (the "Act"), Chan Kee Sieng and Chan Kit Moi are deemed to have interests in the shares of all the subsidiary corporations, at the beginning and at the end of the financial year.

The directors' interests in the ordinary shares of the Company as at 21 April 2020 were the same as those as at 31 March 2020.

Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiary corporations.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations.

There were no unissued shares of the Company or its subsidiary corporations under option at the end of the financial year.

Audit committee

The members of the Audit Committee at the end of the financial year were as follows:

Wong Kok Seong (Chairman)
Leow Wee Kia Clement
Lee Kean Cheong

All members of the Audit Committee were independent and non-executive directors.

The Audit Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act and the Code of Corporate Governance. In performing those functions, the Audit Committee carried out the following:

- Review the scope and results of internal audit procedures with the internal auditor;
- Review the audit plan of the Company's independent auditor and any recommendations on internal accounting controls arising from the statutory audit;
- Review the assistance given by the Company's management to the independent auditor;
- Review the balance sheet of the Company and the consolidated financial statements of the Group for the financial year ended 31 March 2020 before their submission to the Board of Directors, as well as the independent auditor's report on the balance sheet of the Company and the consolidated financial statements of the Group;
- Review transactions falling within the scope of Chapter 9 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules");

DIRECTORS' STATEMENT

(cont'd)

Audit committee (Cont'd)

- Review the half yearly and annual financial statements and results announcement before submission to the Board of Directors for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Catalist Rules and any other relevant statutory or regulatory requirements;
- Review the independence and objectivity of the independent auditor; and
- Make recommendations to the Board of Directors on the appointment, re-appointment and removal of independent auditor, and approve the remuneration and terms of engagement of the independent auditor.

The Audit Committee has recommended to the Board of Directors that the independent auditor, Nexia TS Public Accounting Corporation, be nominated for re-appointment at the forthcoming Annual General Meeting of the Company.

Independent auditor

The independent auditor, Nexia TS Public Accounting Corporation, has expressed its willingness to accept re-appointment.

On behalf of the directors

.....
Chan Kee Sieng
Director

.....
Chan Kit Moi
Director

3 September 2020

INDEPENDENT AUDITOR'S REPORT

to the Members of MSM International Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of MSM International Limited (the “Company”) and its subsidiary corporations (the “Group”), which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 March 2020, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 40 to 108.

In our opinion, the accompanying consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the “Act”) and Singapore Financial Reporting Standards (International) (“SFRS(I)s”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 March 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing (“SSAs”). Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (“ACRA”) *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (“ACRA Code”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 current financial year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT

to the Members of MSM International Limited

(cont'd)

Key Audit Matters (Cont'd)

Key audit matter	How our audit addressed the matter
<p>Valuation of trade receivables (Refer to notes 2.10 and 3.1(a) to the financial statements)</p> <p>As at 31 March 2020, the carrying amounts of trade receivables was RM21,877,000, which accounted for 17% of the Group's total assets.</p> <p>Management has determined the expected credit losses by evaluating a range of possible outcomes and taking into account past events, current conditions and assessment of future economic conditions with reference to SFRS(I) 9 <i>Financial Instruments</i>.</p> <p>In determining the expected credit loss rate of trade receivables, these receivables have been grouped based on shared credit risk characteristics, number of days past due and the category of internal credit rating for each business segment. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers, including the consideration of impacts from COVID-19 pandemic.</p> <p>We focused on this area due to the significant degree of judgement involved in the assessment of (i) the correlation between historical observed default rates and the expected credit losses, and (ii) the uncertainty over the economic outlook amid the COVID-19 pandemic.</p>	<p>We have reviewed the reasonableness of management's estimation of the expected credit loss rates which were based on the historical loss rates for each category of customers and adjusted to reflect current and forward-looking available information affecting the ability of the customers to settle the receivables, by carrying out the following audit procedures:</p> <ul style="list-style-type: none"> • assessed the reliability of the trade receivables aging report by reviewing the aging of trade receivables on a sample basis; • reviewed the recoverability of long outstanding trade receivables by verifying to subsequent receipts and any other evidence to support the recoverability of trade receivables; • assessed the recoverability of long outstanding trade receivables by comparing management's assumptions used to estimate the amounts and timing of the collection of outstanding debts to historical patterns of receipts for the respective debtors, including the consideration of impacts from COVID-19 pandemic. <p>We have also assessed the adequacy and appropriateness of the related disclosures made in the financial statements.</p>

INDEPENDENT AUDITOR'S REPORT
to the Members of MSM International Limited
(cont'd)

Key Audit Matters (Cont'd)

Key audit matter	How our audit addressed the matter
<p>Net realisable value of inventories (Refer to notes 2.17 and 14 to the financial statements)</p> <p>The Group's inventories as at 31 March 2020 amounting to RM14,571,000, which represented approximately 11% of the Group's total assets.</p> <p>Inventories are measured at lower of cost and net realisable value. Management applied judgement in determining the net realisable value of inventories by considering the following factors:</p> <ul style="list-style-type: none"> - slow moving and obsolete as a result of a reduction in customer's demand - destroyed or damaged inventories - prevailing market conditions - future demand and anticipated selling prices <p>Consequently, the value of inventories was written down by RM5,968,000.</p> <p>We focused on this area due to the significant degree of judgement involved in the assessment of the process, methods and assumptions used by management to estimate the net realisable value of inventories.</p>	<p>We have evaluated management's process and reviewed the reasonableness of management's assessment on the net realisable value of the inventories, by carrying out the following audit procedures:</p> <ul style="list-style-type: none"> • identified any obsolete or slow-moving inventories during the physical count observation; • discussed the basis of written off of the inventories with management and assessed the reasonableness of the assumptions used; and • on sampling basis, checked and tested the net realisable value of inventories to subsequent selling price of the inventories or to the latest selling prices available. <p>We have also assessed the adequacy and appropriateness of the related disclosures made in the financial statements.</p>

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT

to the Members of MSM International Limited

(cont'd)

Responsibility of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

INDEPENDENT AUDITOR'S REPORT
to the Members of MSM International Limited
(cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements (Cont'd)

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, related safeguards.

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 current financial year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by a subsidiary corporation incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement director on the audit resulting in this independent auditor's report is Chan Siew Ting.

Nexia TS Public Accounting Corporation
Public Accountants and Chartered Accountants

Singapore
3 September 2020

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2020

	Note	2020 RM'000	2019 RM'000
Continuing operations			
Revenue	4	74,703	82,233
Cost of sales		(65,598)	(60,560)
Gross profit		9,105	21,673
Other income			
- Interest		33	33
- Others	5	1,600	1,271
Other gains and losses			
- Reversal/(impairment loss) on financial assets		918	(179)
- Others	6	3,268	489
Expenses			
- Selling and distribution		(5,381)	(5,349)
- Administrative		(15,952)	(14,502)
- Finance	9	(3,354)	(2,887)
Share of profit of associated companies	21	(9,763) 754	549 150
(Loss)/profit before income tax		(9,009)	699
Income tax expense	10	(138)	(579)
(Loss)/profit from continuing operations		(9,147)	120
Discontinued operations			
Profit from discontinued operations	16	-	2,773
Total (loss)/profit, representing total comprehensive (loss)/income		(9,147)	2,893
(Loss)/profit attributable to:			
Equity holders of the Company		(9,221)	2,802
Non-controlling interests		74	91
		(9,147)	2,893
(Loss)/profit attributable to equity holders of the Company relates to:			
(Loss)/profit from continuing operations		(9,221)	29
Profit from discontinued operations		-	2,773
		(9,221)	2,802
Total comprehensive (loss)/income attributable to:			
Equity holders of the Company		(9,221)	2,802
Non-controlling interests		74	91
		(9,147)	2,893

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the financial year ended 31 March 2020

(cont'd)

	Note	2020	2019
(Loss)/earnings per share for (loss)/profit from continuing and discontinued operations attributable to equity holders of the Company (RM cents per share)			
Basic and Diluted (loss)/earnings per share			
From continuing operations	11	(9.44)	0.03
From discontinued operations	11	–	3.08

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

BALANCE SHEETS

As at 31 March 2020

	Note	Group		Company	
		2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
ASSETS					
Current Assets					
Cash and bank balances	12	13,266	7,834	304	*
Trade and other receivables	13	29,376	27,762	16,838	15,488
Inventories	14	14,571	21,264	-	-
Other current assets	15	5,175	6,879	-	-
Income tax recoverable		775	328	-	-
		63,163	64,067	17,142	15,488
Non-Current Assets					
Property, plant and equipment	17	55,673	39,924	-	-
Investment properties	19	3,682	3,741	-	-
Investments in subsidiary corporations	20	-	-	19,954	19,454
Investments in associated companies	21	5,810	1,891	5,056	400
		65,165	45,556	25,010	19,854
Total Assets		128,328	109,623	42,152	35,342
LIABILITIES					
Current Liabilities					
Trade and other payables	22	13,623	13,392	1,579	1,508
Borrowings	23	37,428	33,673	-	-
Lease liabilities/Finance lease liabilities	24	3,384	2,477	-	-
		54,435	49,542	1,579	1,508
Non-Current Liabilities					
Borrowings	23	24,776	10,956	-	-
Lease liabilities/Finance lease liabilities	24	10,683	4,779	-	-
Deferred income tax liabilities	25	7	7	-	-
		35,466	15,742	-	-
Total Liabilities		89,901	65,284	1,579	1,508
NET ASSETS		38,427	44,339	40,573	33,834
EQUITY					
Capital and reserves attributable to equity holders of the Company					
Share capital	26	30,158	26,862	30,158	26,862
Retained earnings		7,653	16,935	10,415	6,972
Currency translation reserve		(61)	(61)	-	-
		37,750	43,736	40,573	33,834
Non-controlling interests	20	677	603	-	-
Total Equity		38,427	44,339	40,573	33,834

* Denotes less than RM1,000.

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 March 2020

	Note	Attributable to equity holders of the Company			Total RM'000	Non- controlling interests RM'000	Total equity RM'000
		Share capital RM'000	Currency translation reserve RM'000	Retained earnings* RM'000			
31 March 2020							
Beginning of financial year		26,862	(61)	16,935	43,736	603	44,339
Adoption of SFRS(I) 16	2.1	–	–	(61)	(61)	–	(61)
Balance at 1 April 2020		26,862	(61)	16,874	43,675	603	44,278
(Loss)/profit for the financial year, representing total comprehensive (loss)/income for the financial year		–	–	(9,221)	(9,221)	74	(9,147)
Issuance of Rights Shares	26	3,296	–	–	3,296	–	3,296
End of financial year		30,158	(61)	7,653	37,750	677	38,427
31 March 2019							
Beginning of financial year		26,862	(61)	17,261	44,062	512	44,574
Adoption of SFRS(I) 9		–	–	(3,128)	(3,128)	–	(3,128)
Balance at 1 April 2019		26,862	(61)	14,133	40,934	512	41,446
Profit for the financial year, representing total comprehensive income for the financial year		–	–	2,802	2,802	91	2,893
End of financial year		26,862	(61)	16,935	43,736	603	44,339

* Retained earnings of the Group are distributable, except for accumulated retained earnings of associated companies amounting to RM904,000 (2019: RM150,000).

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2020

	Note	2020 RM'000	2019 RM'000
Cash flows from operating activities			
Total (loss)/profit		(9,147)	2,893
Adjustments for:			
- Income tax expense	10	138	1,035
- Depreciation of property, plant and equipment	7	5,693	3,922
- Depreciation of investment properties	7	59	59
- Gain on disposal of property, plant and equipment	6	(167)	(485)
- Distribution from associated company	6	(1,572)	-
- Gain on dilution of interest in associated companies	6	(1,593)	-
- Share of profit of associated companies	21	(754)	(150)
- Loss on disposal of a subsidiary corporation	6	-	11
- Interest income		(33)	(42)
- Interest expense		3,354	3,493
		(4,022)	10,736
Changes in working capital, net of effect from disposal of a subsidiary corporation:			
- Trade and other receivables		(1,614)	(9,884)
- Inventories		6,693	(2,408)
- Other current assets		1,704	(2,076)
- Trade and other payables		231	9,132
- Bills payable		2,617	1,735
Cash generated from operations		5,609	7,235
Interest paid		(1,844)	(2,355)
Interest received		33	33
Income tax paid		(585)	(747)
Net cash provided by operating activities		3,213	4,166
Cash flows from investing activities			
Additions to property, plant and equipment		(9,947)	(2,210)
Addition to investment properties	19	-	(15)
Proceeds from disposal of property, plant and equipment		167	509
Disposal of a subsidiary corporation, net of cash disposed of	12	-	2,004
Net cash (used in)/provided by investing activities		(9,780)	288
Cash flows from financing activities			
Increase in short-term bank deposits pledged		(33)	(33)
Proceeds from bank borrowings		15,882	25
Proceeds from issuance of Rights Shares		3,296	-
Repayment of bank borrowings		(1,568)	(1,807)
Repayment of lease liabilities/finance lease liabilities		(4,745)	(3,204)
Interest paid		(1,510)	(1,138)
Net cash provided by/(used in) financing activities		11,322	(6,157)
Net increase/(decrease) in cash and cash equivalents		4,755	(1,703)
Cash and cash equivalents			
Beginning of financial year		(4,064)	(2,361)
End of financial year	12	691	(4,064)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 March 2020

(cont'd)

Reconciliation of liabilities arising from financing activities

	1 April 2019 RM'000	Principal and interest payments RM'000	Non-cash changes			31 March 2020 RM'000
			Adoption of SFRS(I) 16 RM'000	Addition during the financial year RM'000	Interest expense RM'000	
Bank borrowings	12,145	(2,280)	–	15,882	712	26,459
Lease liabilities	7,256	(5,543)	3,994	7,562	798	14,067

	1 April 2018 RM'000	Principal and interest payments RM'000	Non-cash changes			31 March 2019 RM'000
			Addition during the financial year RM'000	Interest expense RM'000	Discontinued operations RM'000	
Bank borrowings	13,927	(2,467)	25	660	–	12,145
Finance lease liabilities	7,664	(3,682)	2,876	478	(80)	7,256

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. GENERAL INFORMATION

MSM International Limited (the “Company”) is listed on the Catalist, the sponsor-supervised listing platform of Singapore Exchange Securities Trading Limited (“SGX-ST”), which is incorporated and domiciled in Singapore. The address of its registered office is 8 Robinson Road, #03-00, ASO Building, Singapore 048544. The principal place of business of the subsidiary corporations is located at Lot 1909, Jalan KPB 5, Kawasan Perindustrian Kampung Baru Balakong, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiary corporations and associated companies are disclosed in Notes 20 and 21 to the financial statements.

The Company’s holding corporation is Triumphant Hope Sdn. Bhd., incorporated in Malaysia.

Coronavirus (COVID 19) Impact

On 31 January 2020, the World Health Organisation (“WHO”) announced that the novel coronavirus (“COVID-19”) outbreak as a global health emergency. As the Group’s production and operations are based in Malaysia, it was affected by the Federal Government of Malaysia’s initiation of the Movement Control Order (“MCO”) which required businesses to close from 18 March 2020 and was further extended to 12 May 2020.

As previously announced, the Malaysian Ministry of International Trade and Industry (“MITI”) had on 28 April 2020 approved the resumption of the operations of the Company’s subsidiary corporations, namely MSM Metal Industries Sdn Bhd, Marc16 Equipment Manufacturing Sdn Bhd, Toyomi Engineering Sdn Bhd, and OMS Technology Sdn Bhd, subject to the conditions stated in the approval, which include taking precautionary hygiene and health measures.

The Group had taken precautionary measures and implemented operational protocols in its operations. All precautions are taken to ensure the safety and well-being of its employees. Therefore, the Group’s operations have since resumed.

The Group has considered the impact of COVID-19 and the related market volatility in preparing its financial statements. The Group continues to monitor the credit quality of its customers to ensure the recoverability of the trade receivables. The Group has also determined that there are no indications of impairment on the Group’s property, after assessed on its available market price.

The Management has considered the uncertainties and challenges arising from the outbreak and assessed the impact of COVID-19 on its operations, and anticipated that adequate funds are available for its operating requirements and meeting debt obligations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”) under the historical cost convention, except as disclosed in the accounting policies below. The financial statements are presented in Malaysian Ringgit (“RM”) and all values are rounded up to the nearest thousand (“RM’000”) except as otherwise indicated.

The preparation of financial statements in conformity with SFRS(I) requires management to exercise its judgement in the process of applying the Group’s accounting policies. It also requires the use of certain critical accounting estimates and assumptions. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.1 Basis of preparation (Cont'd)****Interpretations and amendments to published standards effective in 2020**

On 1 April 2019, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("INT SFRS(I)") that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I) and INT SFRS(I) did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years except for the adoption of SFRS(I) 16 Leases.

Adoption of SFRS(I) 16 LeasesWhen the Group is the lessee

Prior to the adoption of SFRS(I) 16, non-cancellable operating lease payments were not recognised as liabilities in the balance sheet. These payments were recognised as rental expenses over the lease term on a straight-line basis.

The Group's accounting policy on leases after the adoption of SFRS(I) 16 is as disclosed in Note 2.16.

On initial application of SFRS(I) 16, the Group has elected to apply the following practical expedients:

- i) For all contracts entered into before 1 April 2019 and that were previously identified as leases under SFRS(I) 1-17 Leases and SFRS(I) INT 4 *Determining whether an Arrangement contains a Lease*, the Group has not reassessed if such contracts contain leases under SFRS(I) 16; and
- ii) On a lease-by-lease basis, the Group has:
 - a) applied a single discount rate to a portfolio of leases with reasonably similar characteristics;
 - b) relied on previous assessments on whether leases are onerous as an alternative to performing an impairment review;
 - c) accounted for operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases;
 - d) excluded initial direct costs in the measurement of the right-of-use ("ROU") asset at the date of initial application; and
 - e) used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

There were no onerous contracts as at 1 April 2019.

For leases previously classified as operating leases on 1 April 2019, the Group has applied the following transition provisions:

- (a) On a lease-by-lease basis, the Group chose to measure its ROU assets at a carrying amount as if SFRS(I) 16 had been applied since the commencement of the lease but discounted using incremental borrowing rate at 1 April 2019.
- (b) Recognised its lease liabilities by discounting the remaining lease payments as at 1 April 2019 using incremental borrowing rate for each individual lease or, if applicable, the incremental borrowing rate for each portfolio of leases with reasonably similar characteristic.
- (c) The difference between the carrying amounts of the ROU assets and lease liabilities as at 1 April 2019 is adjusted directly to the Group's opening retained earnings. Comparative information is not restated.
- (d) For leases previously classified as finance leases, the carrying amount of the leased asset and finance lease liability as at 1 April 2019 are determined as the carrying amount of the ROU assets and lease liabilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.1 Basis of preparation (Cont'd)****Adoption of SFRS(I) 16 Leases (Cont'd)***When the Group is the lessee (Cont'd)*

The effects of adoption of SFRS(I) 16 on the Group's financial statements as at 1 April 2019 are as follows:

	Increase/ (Decrease) RM'000
Property, plant and equipment	3,933
Lease liabilities	3,994
Retained earnings	(61)

An explanation of the differences between the operating lease commitments previously disclosed in the Group's financial statements as at 31 March 2019 and the lease liabilities recognised in the balance sheet as at 1 April 2019 are as follows:

	RM'000
Operating lease commitment disclosed as at 31 March 2019	1,457
Less: Short-term leases	(38)
Less: Discounting effect using weighted average incremental borrowing rate of 5%	(359)
Add: Finance lease liabilities recognised as at 31 March 2019	7,256
Add: Extension options which are reasonably certain to be exercised	2,934
Lease liabilities recognised as at 1 April 2019	11,250

When the Group is a lessor

There are no material changes to accounting by the Group as a lessor.

2.2 Group accounting*(a) Subsidiary corporations**(i) Consolidation*

Subsidiary corporations are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiary corporations are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

In preparing the consolidated financial statements, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred asset. Accounting policies of subsidiary corporations have been changed where necessary to ensure consistency with the policies adopted by the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 Group accounting (Cont'd)***(a) Subsidiary corporations (Cont'd)**(i) Consolidation (Cont'd)*

Non-controlling interests comprise the portion of a subsidiary corporation's net results of operations and its net assets, which is attributable to the interests that are not owned directly or indirectly by the equity holders of the Company. They are shown separately in the consolidated statement of comprehensive income, statement of changes in equity, and balance sheet. Total comprehensive income is attributed to the non-controlling interests based on their respective interests in a subsidiary corporation, even if this results in the non-controlling interests having a deficit balance.

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the acquisition of a subsidiary corporation or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes any contingent consideration arrangement and any pre-existing equity interest in the subsidiary corporation measured at their fair values at the acquisition date.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of (a) the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the (b) fair values of the identifiable net assets acquired is recorded as goodwill. Please refer to the paragraph "Intangible assets - Goodwill on acquisitions" for the subsequent accounting policy on goodwill.

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary corporation results in a loss of control over the subsidiary corporation, the assets and liabilities of the subsidiary corporation including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to retained earnings if required by a specific Standard.

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiary corporations and associated companies" for the accounting policy on investments in subsidiary corporations in the separate financial statements of the Company.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Group accounting (Cont'd)

(b) *Transactions with non-controlling interests*

Changes in the Group's ownership interest in a subsidiary corporation that do not result in a loss of control over the subsidiary corporation are accounted for as transactions with equity owners of the Company. Any difference between the change in the carrying amounts of the non-controlling interests and the fair value of the consideration paid or received is recognised within equity attributable to the equity holders of the Company.

(c) *Associated companies*

Associated companies are entities over which the Group has significant influence, but not control, generally accompanied by a shareholding giving rise to voting rights of 20% and above but not exceeding 50%.

Investments in associated companies are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses, if any.

(i) *Acquisitions*

Investments in associated companies are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Goodwill on associated companies represents the excess of the cost of acquisition of the associated company over the Group's share of the fair value of the identifiable net assets of the associated company and is included in the carrying amount of the investments.

(ii) *Equity method of accounting*

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise Group's share of its associated companies' post-acquisition profits or losses of the investee in profit or loss and its share of movements in other comprehensive income of the investee's other comprehensive income.

Dividends received or receivable from the associated companies are recognised as a reduction of the carrying amount of the investments. When the Group's share of losses in an associated company equals to or exceeds its interest in the associated company, the Group does not recognise further losses, unless it has legal or constructive obligations to make, or has made, payments on behalf of the associated company. If the associated company subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised. Interest in an associated company includes any long-term loans for which settlement is never planned nor likely to occur in the foreseeable future.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transactions provide evidence of impairment of the assets transferred. The accounting policies of associated companies are changed where necessary to ensure consistency with the accounting policies adopted by the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 Group accounting (Cont'd)***(c) Associated companies (Cont'd)**(iii) Disposals*

Investments in associated companies are derecognised when the Group loses significant influence. If the retained equity interest in the former associated company is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence is lost, and its fair value and any proceeds on partial disposal, is recognised in profit or loss.

Please refer to the paragraph "Investments in subsidiary corporations and associated companies" for the accounting policy on investments in associated companies in the separate financial statements of the Company.

2.3 Investments in subsidiary corporations and associated companies

Investments in subsidiary corporations and associated companies are carried at cost less accumulated impairment losses in the Company's balance sheet. On disposal of such investments, the difference between the disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

2.4 Revenue recognition

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised goods and service to the customer, which is when the customer obtains control of the goods and services. A performance obligation is satisfied at a point in time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) Sale of goods

Revenue from sale of goods is recognised when the Group has delivered the products to its customers and the customers have obtained control of the products.

(b) Interest income

Interest income is recognised using the effective interest method.

(c) Rental income

Rental income from operating leases (net of any incentives given to the lessees) is recognised on a straight-line basis over the lease term.

2.5 Property, plant and equipment*(a) Measurement**(i) Land and buildings*

Land and buildings are initially recognised at cost. Freehold land is subsequently carried at cost less accumulated impairment losses. Buildings and leasehold land are subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

(ii) Other property, plant and equipment

All other items of property, plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 Property, plant and equipment (Cont'd)

(a) *Measurement (Cont'd)*

(iii) *Components of costs*

The cost of an item of property, plant and equipment initially recognised includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Cost also includes borrowing costs (refer to Note 2.7 on borrowing costs).

(b) *Depreciation*

Freehold land is not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Leasehold land and buildings	over the leased term ranged from 60 to 99 years / 50 years
Plant and machinery	5 to 10 years
Renovation and signboard	10 years
Motor vehicles	5 years
Computer, office equipment, fixtures, furniture and fittings	5 to 10 years
Showroom equipment	3 years

The residual values, estimated useful lives and depreciation method of property, plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss when the changes arise.

Construction work-in-progress represent the costs of property, plant and equipment under development. When construction-in-progress are completed and are ready for their intended use, they are recognised as property, plant and equipment and depreciated over their useful lives.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

(c) *Subsequent expenditure*

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

(d) *Disposal*

On disposal of an item of property, plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss within "Other gain and losses - others".

2.6 Intangible assets

Goodwill on acquisitions

Goodwill on acquisitions of subsidiary corporations and businesses, represents the excess of (i) the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over (ii) the fair value of the identifiable net assets acquired. Goodwill on subsidiary corporations is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.6 Intangible assets (Cont'd)**

Goodwill on acquisitions of associated companies represents the excess of the cost of the acquisition over the Group's share of the fair value of the identifiable net assets acquired. Goodwill on associated companies is included in the carrying amount of the investments.

Gains and losses on the disposal of subsidiary corporations and associated companies include the carrying amount of goodwill relating to the entity sold.

2.7 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method except for those costs that are directly attributable to the construction or development of properties and assets under construction. This includes those costs on borrowings acquired specifically for the construction or development of properties and assets under construction, as well as those in relation to general borrowings used to finance the construction or development of properties and assets under construction.

The actual borrowings costs incurred during the year up to the issuance of the temporary occupation permit less any investment income on temporary investment of these borrowings, are capitalised in the cost of the property under development. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings.

2.8 Investment properties

Investment properties comprise those portions of leasehold land and office buildings that are held for long term rental yields and/or for capital appreciation.

Investment properties are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is calculated using a straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Leasehold land	58 years
Leasehold land and buildings	87/50 years

The residual values, useful lives and depreciation method of investment properties are reviewed and adjusted as appropriate, at each balance sheet date. The effects of any revision are included in profit or loss when the changes arise.

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised and the carrying amounts of the replaced components are recognised in profit or loss. The cost of maintenance, repairs and minor improvements is recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the disposal proceeds and the carrying amount is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.9 Impairment of non-financial assets***(a) Goodwill*

Goodwill recognised separately as intangible asset is tested for impairment annually and whenever there is indication that the goodwill may be impaired.

For the purpose of impairment testing of goodwill, goodwill is allocated to each of the Group's cash-generating units ("CGU") expected to benefit from synergies arising from the business combination.

An impairment loss is recognised when the carrying amount of a CGU, including the goodwill, exceeds the recoverable amount of the CGU. The recoverable amount of a CGU is the higher of the CGU's fair value less cost to sell and value-in-use.

The total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU.

An impairment loss on goodwill is recognised as an expense and is not reversed in a subsequent period.

*(b) Property, plant and equipment**Right-of-use assets**Investment properties**Investments in subsidiary corporations and associated companies*

Property, plant and equipment, right-of-use assets, investment properties and investments in subsidiary corporations and associated companies are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

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

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

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

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

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.10 Financial assets***(a) Classification and measurement*

The Group classifies its financial assets at amortised cost.

The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

At subsequent measurement

Debt instruments

Debt instruments mainly comprise of cash and cash equivalents and trade and other receivables.

Subsequent measurement for debt instruments classified as amortised cost:

Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

(b) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by the SFRS(I) 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.11 Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.12 Financial guarantee

The Company has issued corporate guarantees to banks for bank borrowings of its subsidiary corporations and associated company. These guarantees are financial guarantees as they require the Company to reimburse the banks if the subsidiary corporations and associated company fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-Group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value plus transaction costs and subsequently measured at the higher of:

- (a) premium received on initial recognition less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and
- (b) the amount of expected loss computed using the impairment methodology under SFRS(I) 9.

2.13 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date, in which case they are presented as non-current liabilities.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

2.14 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). Otherwise, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

2.15 Fair value estimation of financial assets and liabilities

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.16 Leases**

The accounting policy for leases before 1 April 2019 are as follows:

(a) *When the Group is the lessee:*

The Group leases motor vehicles, computer and office equipment, certain plant and machinery and renovation under finance leases from non-related parties and warehouse and office buildings under operating leases from directors and non-related parties.

(i) *Lessee – Finance leases*

Leases where the Group assumes substantially all risks and rewards incidental to ownership of the leased assets are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognised on the balance sheet as property, plant and equipment and finance lease liabilities respectively, at the inception of the leases based on the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance expense and the reduction of the outstanding lease liability. The finance expense is recognised in profit or loss on a basis that reflects a constant periodic rate of interest on the finance lease liability.

(ii) *Lessee – Operating leases*

Leases where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessors) are recognised in profit or loss on a straight-line basis over the period of the lease.

Contingent rents are recognised as an expense in profit or loss when incurred.

(b) *When the Group is the lessor:*

Lessor – Operating leases

Leases of investment properties where the Group retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised in profit or loss on a straight-line basis over the lease term.

Initial direct costs incurred by the Group in negotiating and arranging operating leases are added to the carrying amount of the leased assets and recognised as an expense in profit or loss over the lease term on the same basis as the lease income.

Contingent rents are recognised as an income in profit or loss when earned.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.16 Leases (Cont'd)

The accounting policy for leases from 1 April 2019 are as follows:

(a) *When the Group is the lessee*

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identifiable asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

(i) Right-of-use assets

The Group recognised a right-of-use asset and lease liability at the date which the underlying asset is available for use. Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payment made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

These right-of-use assets 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 assets or the end of the lease term.

Right-of-use assets are presented within "Property, plant and equipment".

(ii) Lease liabilities

The initial measurement of lease liability is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group shall use its incremental borrowing rate.

Lease payments include the following:

- Fixed payment (including in-substance fixed payments, less any lease incentives receivables;
- Variable lease payment that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- Amount expected to be payable under residual value guarantees;
- The exercise price of a purchase option if is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contract that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease component. The Group has elected to not separate lease and non-lease component for property leases and account these as one single lease component.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.16 Leases (Cont'd)**

The accounting policy for leases from 1 April 2019 are as follows: (Cont'd)

(a) *When the Group is the lessee (Cont'd)*

(ii) Lease liabilities (Cont'd)

Lease liability is measured at amortised cost using the effective interest method. Lease liability shall be remeasured when:

- There is a change in future lease payments arising from changes in an index or rate;
- There is a change in the Group's assessment of whether it will exercise an extension option; or
- There is modification in the scope or the consideration of the lease that was not part of the original term.

Lease liability is remeasured with a corresponding adjustment to 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.

(iii) Short term and low value leases

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

(iv) Variable lease payments

Variable lease payments that are not based on an index or a rate are not included as part of the measurement and initial recognition of the lease liability. The Group shall recognise those lease payments in profit or loss in the periods that triggered those lease payments.

(b) *When the Group is the lessor*

The accounting policy applicable to the Group as a lessor in the comparative period were the same under SFRS(I) 16.

2.17 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but exclude borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and applicable variable selling expenses.

2.18 Income taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situation in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.18 Income taxes (Cont'd)

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiary corporations except where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date; and
- (ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss, except to the extent that the tax arises from a business combination or a transaction which is recognised directly in equity. Deferred tax arising from a business combination is adjusted against goodwill on acquisition.

The Group accounts for investment tax credits (for example, productivity and innovative credit) similar to accounting for other tax credits where deferred tax assets is recognised for unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax credit can be utilised.

2.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

2.20 Employee compensation

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

(a) *Defined contribution plans*

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as the Central Provident Fund and Malaysian Employees Provident Fund, on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid.

(b) *Short-term compensated absences*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.21 Currency translation***(a) Functional and presentation currency*

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in Malaysian Ringgit ("RM"), which is the functional currency of the Company.

(b) Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates at the dates of the transactions. Currency exchange differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss. However, in the consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment in foreign operations, are recognised in other comprehensive income and accumulated in the currency translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of comprehensive income within "finance expense". All other foreign exchange gains and losses impacting profit or loss are presented in profit or loss within "Other gains and losses – others".

Non-monetary items measured at fair values in foreign currencies are translated using the exchange rates at the date when the fair values are determined.

(c) Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities are translated at the closing exchange rates at the reporting date;
- (ii) income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income and accumulated in the currency translation reserve. These currency translation differences are reclassified to profit or loss on disposal or partial disposal with loss of control of the foreign operation.

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and translated at the closing rates at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Board of Directors who are responsible for allocating resources and assessing performance of the operating segments.

2.23 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash at bank and on hand, deposits with financial institutions which are subject to an insignificant risk of change in value, and bank overdrafts. Bank overdrafts are presented as current borrowings on the balance sheet. For cash subjected to restriction, assessment is made on the economic substance of the restriction and whether they meet the definition of cash and cash equivalents.

2.24 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital amount.

2.25 Non-current assets (or disposal groups) held-for-sale and discontinued operations

Non-current assets (or disposal groups) are classified as assets held-for-sale and carried at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than through continuing use. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

A discontinued operation is a component of an entity that either has been disposed of, or that is classified as held-for-sale and:

- (a) represents a separate major line of business or geographical area of operations; or
- (b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- (c) is a subsidiary acquired exclusively with a view to resale.

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Estimates, assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.1 Critical accounting estimates and assumptions

- (a) *Expected credit losses on trade receivables*

As at 31 March 2020, the Group's trade receivables amounted to RM25,642,000 (2019: RM27,978,000) (Note 13), arising from the Group's different revenue segments – sale of OEM contract manufacturing products, kitchen appliances, equipment and related services and cleanroom and laboratories products.

Based on the Group's historical credit loss experience, trade receivables exhibited significantly different loss patterns for each business segment. Management has determined the expected loss rates by grouping the receivables according to the category of internal credit rating of each business segment. A loss allowance of RM3,765,000 (2019: RM4,822,000) (Note 13) for trade receivables was recognised as at 31 March 2020.

The Group's credit risk exposure for trade receivables are set out in Note 32(b).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS (CONT'D)**3.1 Critical accounting estimates and assumptions (Cont'd)***(b) Valuation of inventories*

Inventories are measured at lower of cost and net realisable value. A review is made periodically and management applied judgement in determining the net realisable value of inventories, by considering the following factors:-

- slow-moving or obsolete as a result of a reduction in customer's demand
- destroyed or damaged inventories
- prevailing market conditions
- future demand and anticipated selling prices

An inventory written off amounting to RM5,968,000 (2019: Nil) was recognised after management taken into consideration the above factors.

The carrying amount of inventories at the balance sheet date is disclosed in Note 14.

(c) Useful life of plant and machinery

The cost of plant and machinery are depreciated on a straight-line basis over their estimated useful lives which management estimates the useful lives of these assets to be within 5 to 10 years.

Changes in the expected level of usage and technological development could impact the economic useful lives of these assets; therefore, future depreciation charges could be revised. Management reviews the residual values and useful lives of plant and machinery at each balance sheet date in accordance with the accounting policies in Note 2.5. The estimation of the residual values and useful lives involves significant judgements.

The carrying amount of the Group's plant and machinery at the balance sheet date is disclosed in Note 17.

3.2 Critical judgements in applying the entity's accounting policies*Deferred income tax assets*

The Group recognises deferred income tax assets on carried forward capital allowances, and investment and reinvestment allowances to the extent there are sufficient estimated future taxable profits and/or taxable temporary differences against which these allowances can be utilised and that the Group is able to satisfy the continuing ownership test. Significant management judgement is required in determining the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The total carrying amount of recognised capital allowances, investment and reinvestment allowances and other temporary differences of the Group amounted to RM29,000 (2019: RM29,000) and the unrecognised tax losses, capital allowances, and investment and reinvestment allowances of the Group was RM28,599,000 (2019: RM18,075,000). If the tax authority regards the group entities is not satisfying and/or meeting certain statutory requirements in their respective countries of incorporation, the deferred income tax asset will have to be written off as income tax expense and unrecognised tax losses will be forfeited.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

4. REVENUE

	2020	Group
	RM'000	2019
		RM'000
Revenue from:		
- OEM contract manufacturing products	26,977	33,887
- Kitchen appliances, equipment and related services	35,531	36,572
- Cleanroom and laboratories products	12,195	11,774
	<hr/>	<hr/>
	74,703	82,233

All revenue are recognised at a point in time.

5. OTHER INCOME - OTHERS

	2020	Group
	RM'000	2019
		RM'000
Rental income		
- Investment properties (Note 19)	87	76
- Factory, hostel and office	1,015	438
- Motor vehicles	31	41
- Machineries	243	241
Insurance claim	112	73
Others	112	402
	<hr/>	<hr/>
	1,600	1,271

6. OTHER GAINS AND LOSSES - OTHERS

	2020	Group
	RM'000	2019
		RM'000
Currency exchange (loss)/gain – net	(64)	15
Gain on disposal of property, plant and equipment	167	485
Distribution from associated companies (Note 21)	1,572	–
Gain on dilution of interest in associated companies (Note 21)	1,593	–
Loss on disposal of subsidiary corporation (Note 12)	–	(11)
	<hr/>	<hr/>
	3,268	489

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

7. EXPENSES BY NATURE

	Group	
	2020	2019
	RM'000	RM'000
Bad debts written off – trade receivables from non-related parties	464	–
Changes in inventories	725	(49)
Commission	282	148
Depreciation of property, plant and equipment (Note 17)	5,693	3,390
Depreciation of investment properties (Note 19)	59	59
Directors' fees	224	207
Employee compensation (Note 8)	16,033	17,160
Exhibitions	160	181
Fees on audit services paid/payable to:		
- Auditor of the Company	153	153
- Other auditors*	174	237
Fees on non-audit services paid/payable to:		
- Other auditors*	56	65
Freight and forwarding	764	853
Fuel and gas	794	846
Insurance	671	654
Inventories written off	5,968	–
Professional fees	1,233	899
Purchases of inventories	42,282	42,003
Rental expense	227	1,315
Subcontractors' cost	4,734	5,530
Travelling and transportation	1,352	1,572
Upkeep, repair and maintenance	1,784	2,136
Utilities	1,473	1,529
Others	1,626	1,523
Total cost of sales, selling and distribution, and administrative expenses	86,931	80,411

* Includes the network of member firms of Nexia International.

8. EMPLOYEE COMPENSATION

	Group	
	2020	2019
	RM'000	RM'000
Salaries, wages and bonuses	14,411	15,428
Employer's contribution to defined contribution plans	949	1,103
Other short-term benefits	673	629
	16,033	17,160

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

9. FINANCE EXPENSES

	2020 RM'000	Group 2019 RM'000
Interest expense		
- Bank overdraft	891	928
- Bank loans	712	483
- Bills payable	953	1,045
- Lease liabilities /Finance lease liabilities	798	431
	3,354	2,887

10. INCOME TAX EXPENSES

	2020 RM'000	Group 2019 RM'000
Tax expense attributable to (loss)/profit is made up of:		
Profit for the financial year:		
From continuing operations		
- Current income tax - Malaysia	207	725
- Deferred income tax (Note 25)	-	(33)
	207	692
From discontinued operations		
- Current income tax - Malaysia	-	649
	207	1,341
Over provision in prior financial years:		
From continuing operations		
- Current income tax	(69)	(113)
From discontinued operations		
- Current income tax - Malaysia	-	(193)
	(69)	(306)
	138	1,035
Tax expense is attributable to:		
- Continuing operations	138	579
- Discontinued operations (Note 16)	-	456
	138	1,035

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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10. INCOME TAX EXPENSES (CONT'D)

The income tax expense on the Group's (loss)/profit before income tax differs from the theoretical amount that would arise using the Malaysia standard rate of income tax is as follows:

	2020	Group	2019
	RM'000		RM'000
(Loss)/profit before income tax from			
- Continuing operations	(9,009)		699
- Discontinued operations (Note 16)	-		3,229
	(9,009)		3,928
Share of profit of associated companies, net of tax	(754)		(150)
(Loss)/profit before income tax and share of profit of associated companies	(9,763)		3,778
Tax calculated at Malaysia income tax rate of 24% (2019: 24%)	(2,343)		907
Effects of:			
- Different tax rates in other countries	99		62
- Tax incentives	(41)		(277)
- Expenses not deductible for tax purposes	389		634
- Income not subject to tax	(398)		-
- Utilisation of previously unrecognised tax losses and allowances	-		(40)
- Deferred tax assets not recognised	2,501		55
- Over provision of tax in prior financial years	(69)		(306)
Tax expense	138		1,035

11. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share is calculated by dividing the total (loss)/profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

For the purpose of calculating diluted (loss)/earnings per share, (loss)/profit attributable to equity holders of the Company and the weighted average number of ordinary shares outstanding are adjusted for the effects of all dilutive potential ordinary shares. There were no dilutive potential ordinary shares during the current and prior financial year.

	2020	2019
Total (loss)/profit attributable to equity holders of the Company (RM'000)		
- Continuing operations	(9,221)	29
- Discontinued operations	-	2,773
	(9,221)	2,802
Weighted average number of ordinary shares outstanding for basic (loss)/earnings per share ('000)	97,696	90,000

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

11. (LOSS)/EARNINGS PER SHARE (CONT'D)

	2020	2019
Basic and diluted (loss)/earnings per share (RM cents per share)		
- Continuing operations	(9.44)	0.03
- Discontinued operations	-	3.08
	(9.44)	3.11

12. CASH AND BANK BALANCES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Cash at bank and on hand	12,204	6,805	304	*
Short-term bank deposits	1,062	1,029	-	-
	13,266	7,834	304	*

* Denotes less than RM1,000.

For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	Group	
	2020 RM'000	2019 RM'000
Cash and bank balances (as above)	13,266	7,834
Less: Short-term bank deposits pledged	(1,062)	(1,029)
Bank overdrafts (Note 23)	(11,513)	(10,869)
Cash and cash equivalents per consolidated statement of cash flows	691	(4,064)

Short-term bank deposits are pledged in relation to the security granted for certain borrowings (Note 23(a)).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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12. CASH AND BANK BALANCES (CONT'D)Disposal of subsidiary corporation

In January 2019, the Group completed the disposal of its 60% equity interest in its wholly-owned subsidiary corporation, Marc Conleth Industries Sdn. Bhd.. The effects of the disposal on the cash flows of the Group were:

	Group 2019 RM'000
Carrying amounts of assets and liabilities as at the date of disposal:	
Cash and bank balances	773
Trade and other receivables	18,670
Inventories	7,422
Other current assets	1,836
Property, plant and equipment	3,982
Total assets	32,683
Trade and other payables	18,282
Current income tax liabilities	253
Deferred income tax liabilities	251
Borrowings	9,315
Total liabilities	28,101
Net assets derecognised	4,582
Net assets retained and reclassified as investment in associated companies	(1,741)
Net assets disposed of	2,841
Cash inflows arising from disposal:	
Net assets disposed of (as above)	2,841
Loss on disposal (Note 6)	(11)
Consideration on disposal	2,830
Less: Consideration receivable	(2,830)
Less: Cash and cash equivalents in subsidiary corporation disposed of	(2,004)
Net cash inflow on disposal	2,004

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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13. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Trade receivables				
- Non-related parties	23,493	24,294	-	-
- Associated company	2,147	3,684	-	-
- Related party	2	-	-	-
	25,642	27,978	-	-
Less: Loss allowance				
- non-related parties (Note 32(b))	(3,765)	(4,822)	-	-
Trade receivables - net	21,877	23,156	-	-
Other receivables				
- Non-related parties	2,194	1,214	-	-
- Associated company	5,305	3,392	517	859
- Subsidiary corporations	-	-	16,321	14,629
	29,376	27,762	16,838	15,488

The non-trade amounts due from subsidiary corporations and associated company are unsecured, interest free and repayable on demand.

14. INVENTORIES

	Group	
	2020 RM'000	2019 RM'000
Raw materials	2,501	2,283
Work-in-progress	5,149	9,565
Finished goods	6,921	9,416
	14,571	21,264

The cost of inventories recognised as an expense and included in "cost of sales" amounted to RM43,007,000 (2019: RM41,954,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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15. OTHER CURRENT ASSETS

	Group	
	2020	2019
	RM'000	RM'000
Deposits	1,362	1,329
Prepayments	3,813	5,550
	5,175	6,879

16. DISCONTINUED OPERATIONS AND ASSETS AND LIABILITIES CLASSIFIED AS HELD-FOR-SALE

On 26 March 2018, the Company announced that it had entered into a conditional share purchase agreement with an independent third party (the "Purchaser") for the proposed disposal by the Company of its 60% shareholding interest in its wholly-owned subsidiary corporation, Marc Conleth Industries Sdn. Bhd. (the "MCI"), to the Purchaser (the "Proposed Disposal").

In connection with the above, MCI has on the same day, entered into a separate conditional share and purchase agreement with the Purchaser to acquire 100% shareholding interest (400,000 ordinary shares) of Cosmos Instruments Sdn. Bhd. ("Cosmos") (the "Proposed Acquisition").

As at 31 March 2018, the entire assets and liabilities related to MCI are classified as held-for-sale on the balance sheets and its entire results were presented separately on the consolidated statement of comprehensive income as "Discontinued Operations".

In January 2019, the Proposed Disposal and Proposed Acquisition (collectively, the "Share Exchange") was completed ("Completion"). Following the Completion, the Group retained 40% shareholding interest in MCI, and an effective 40% shareholding interest of Cosmos (held through MCI) (Note 21).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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16. DISCONTINUED OPERATIONS AND ASSETS AND LIABILITIES CLASSIFIED AS HELD-FOR-SALE (CONT'D)

Please refer to Note 12 for the effects of the disposal on the cash flows of the Group.

- (a) The results of the discontinued operations from 1 April 2018 to 31 December 2018 which have been included in the financial statements, were as follows:

	Group For the financial period from 1 April 2018 to 31 December 2018 RM'000
Revenue	25,824
Expenses	(23,536)
Other income	941
<hr/>	
Profit before income tax from discontinued operations (Note 10)	3,229
Income tax expense (Note 10)	(456)
<hr/>	
Net profit from discontinued operations	2,773

- (b) The impact of the discontinued operations on the cash flows of the Group is as follows:

	Group For the financial period from 1 April 2018 to 31 December 2018 RM'000
Operating cash inflows	6,119
Investing cash outflows	(116)
Financing cash outflows	(8,061)
<hr/>	
Total cash outflows	(2,058)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

17. PROPERTY, PLANT AND EQUIPMENT

	Freehold land RM'000	Leasehold land and buildings RM'000	Plant and machinery RM'000	Renovation and signboard RM'000	Motor vehicles RM'000	Computer, office equipment, fixtures, furniture and fittings RM'000	Showroom equipment RM'000	Total RM'000
Group								
31 March 2020								
Cost								
Beginning of financial year	7,414	22,597	27,638	6,235	3,100	3,340	456	70,780
Adoption of SFRS(l) 16 (Note 2.1)	-	4,747	-	-	-	-	-	4,747
Additions	7,414	27,344	27,638	6,235	3,100	3,340	456	75,527
Written off	-	10,185	6,232	478	565	49	-	17,509
Disposals	-	-	(183)	-	-	-	-	(183)
	-	-	(795)	-	(293)	-	-	(1,088)
End of financial year	7,414	37,529	32,892	6,713	3,372	3,389	456	91,765
Accumulated depreciation								
Beginning of financial year	-	3,615	19,134	2,888	2,308	2,455	456	30,856
Adoption of SFRS(l) 16 (Note 2.1)	-	814	-	-	-	-	-	814
Depreciation charge (Note 7)	-	1,956	2,410	641	427	259	-	5,693
Written off	-	-	(183)	-	-	-	-	(183)
Disposals	-	-	(795)	-	(293)	-	-	(1,088)
End of financial year	-	6,385	20,566	3,529	2,442	2,714	456	36,092
Net book value								
End of financial year	7,414	31,144	12,326	3,184	930	675	-	55,673

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

17. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Freehold land RM'000	Leasehold land and buildings RM'000	Plant and machinery RM'000	Renovation and signboard RM'000	Motor vehicles RM'000	Computer, office equipment, fixtures, furniture and fittings RM'000	Showroom equipment RM'000	Total RM'000
Group								
31 March 2019								
Cost								
Beginning of financial year	7,414	22,597	29,204	3,967	3,269	3,054	456	69,961
Additions	-	-	127	2,527	48	350	-	3,052
Written off	-	-	-	(259)	(15)	(64)	-	(338)
Disposals	-	-	(1,693)	-	(202)	-	-	(1,895)
End of financial year	7,414	22,597	27,638	6,235	3,100	3,340	456	70,780
Accumulated depreciation								
Beginning of financial year	-	3,415	19,186	2,667	2,031	2,263	456	30,018
Depreciation charge (Note 7)	-	200	1,984	480	470	256	-	3,390
Written off	-	-	-	(259)	(15)	(64)	-	(338)
Disposals	-	-	(1,693)	-	(178)	-	-	(1,871)
Adjustments	-	-	(343)	-	-	-	-	(343)
End of financial year	-	3,615	19,134	2,888	2,308	2,455	456	30,856
Net book value								
End of financial year	7,414	18,982	8,504	3,347	792	885	-	39,924

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

17. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

- (a) Included within additions in FY2019 consolidated financial statements are the following property, plant and equipment acquired under finance leases:

	Group 2019 RM'000
Plant and machinery	–
Motor vehicles	41
Computer and office equipment	293
Renovation	1,896
	<hr/> 2,230 <hr/>

- (b) The carrying amounts of property, plant and equipment held under finance leases are as follows:

	Group 2019 RM'000
Plant and machinery	4,701
Motor vehicles	799
Computer and office equipment	252
Renovation	2,019
	<hr/> 7,771 <hr/>

- (c) Certain property, plant and equipment of the Group with carrying amounts of RM36,040,000 (2019: RM26,396,000), are provided as security for bank borrowings and bills payable (Note 23(a)).

18. LEASES**Leases – The Group as a lessee****Nature of the Group's leasing activities****Leasehold land, buildings and renovation**

The Group leases warehouse for storage and distribution needs.

Plant and machinery

The Group leases plant and machinery for manufacturing process and activities. Tools and implements use or installed with existing machineries due to wear and tear or improvements purposes. Forklift use in existing factories to carry inventories within the factory.

Motor vehicles

The Group leases commercial vehicles to deliver goods or products to customer or collect raw materials from supplier while non-commercial vehicles for staff are to carry out installation or servicing services on site or travel around to meet customer and supplier.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

18. LEASES (CONT'D)**Leases – The Group as a lessee (Cont'd)**

Nature of the Group's leasing activities (Cont'd)

Computer and office equipment

The Group leases computer and equipment for back office or factory area to conduct a daily operation.

These leasehold land, buildings and renovation, plant and machinery, motor vehicles and computer and office equipment are recognised within Property, plant and equipment (Note 17).

The Group make monthly lease payments for the assets above. There is no externally imposed covenant on these lease arrangements.

*(a) Carrying amounts*ROU assets classified within Property, plant and equipment

	31 March 2020 RM'000	Group 1 April 2019 RM'000
Leasehold land and buildings	2,518	3,933
Plant and machinery	9,462	4,701
Motor vehicles	903	799
Computer and office equipment	205	252
Renovation	2,188	2,019
	<hr/> 15,276	<hr/> 11,704

(b) Depreciation charge during the financial year

	Group 2020 RM'000
Leasehold land and buildings	1,538
Plant and machinery	1,116
Motor vehicles	414
Computer and office equipment	47
Renovation	249
	<hr/> 3,364

(c) Interest expense

	Group 2020 RM'000
Interest expense on lease liabilities	798

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

18. LEASES (CONT'D)**Leases – The Group as a lessee (Cont'd)**(d) *Lease expense not capitalised in lease liabilities*

	Group 2020 RM'000
Lease expense – short-term leases	227

(e) Total cash outflow for all the leases during the financial year ended 31 March 2020 for the Group was RM5,770,000.

(f) Additions of ROU assets during the financial year ended 31 March 2020 for the Group were RM7,562,000.

Leases – The Group as a lessor**Nature of the Group's leasing activities**

The Group has leased out their owned investment properties, freehold land and leasehold land and buildings to related and non-related parties for monthly lease payments. This lease is classified as an operating lease because the risk and rewards incidental to ownership of the assets are not substantially transferred.

Rental income from investment properties are disclosed in Note 19.

Undiscounted lease payments from the operating leases to be received after the balance sheet date are as follows:

	Group	
	2020 RM'000	2019 RM'000
Not later than one year	801	753
Between one and five years	180	324
	981	1,077

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

19. INVESTMENT PROPERTIES

	Leasehold land RM'000	Leasehold land and buildings RM'000	Total RM'000
Group			
31 March 2020			
Cost			
Beginning and end of financial year	3,690	903	4,593
<hr/>			
Accumulated depreciation			
Beginning of financial year	564	288	852
Depreciation charge (Note 7)	46	13	59
<hr/>			
End of financial year	610	301	911
<hr/>			
Net book value			
End of financial year	3,080	602	3,682
<hr/>			
31 March 2019			
Cost			
Beginning of financial year	3,675	903	4,578
Additions	15	–	15
<hr/>			
End of financial year	3,690	903	4,593
<hr/>			
Accumulated depreciation			
Beginning of financial year	518	275	793
Depreciation charge (Note 7)	46	13	59
<hr/>			
End of financial year	564	288	852
<hr/>			
Net book value			
End of financial year	3,126	615	3,741
<hr/>			

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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19. INVESTMENT PROPERTIES (CONT'D)

Investment properties are leased to related and non-related parties under operating leases (Note 29(c)).

All investment properties are mortgaged to secure bank loans (Note 23(a)).

The following amounts are recognised in profit or loss:

	2020 RM'000	Group 2019 RM'000
Rental income (Note 5)	87	76
Direct operating expenses arising from:		
- Investment property that generated rental income	(32)	(19)
- Investment property that did not generate rental income	(53)	(49)

At the balance sheet date, the details of the Group's investment properties are as follows:

Location	Description	Existing use	Tenure	Unexpired term of lease
Lot 1861 Mukim Cheras, Daerah Hulu Langat, Selangor Darul Ehsan	Vacant land	Industrial	Leasehold land	52
No. 14 Jalan Kencana 30 Taman Kencana, 56100 Kuala Lumpur	Factory with 3-storey office	Commercial	Leasehold land and building	63

Fair value hierarchy

	Fair value measurement using		
	Quoted prices in active markets for identical assets (Level 1) RM'000	Significant other observable inputs (Level 2) RM'000	Significant unobservable inputs (Level 3) RM'000
31 March 2020			
- Industrial land	-	12,000	-
- Factory building	-	2,000	-
31 March 2019			
- Industrial land	-	7,100	-
- Factory building	-	2,000	-

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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19. INVESTMENT PROPERTIES (CONT'D)**Valuation techniques used to derive Level 2 fair values**

Level 2 fair values of the Group's investment properties have been generally derived using the sales comparison approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size and location. The most significant input in this valuation approach is the selling price per square meter.

Valuation process of the Group

The finance department of the Group performs the valuation of the investment properties required for financial reporting purposes, including Level 2 fair values. Discussion of valuation processes and results are held between the board of directors based on market transacted data available on a yearly basis.

20. INVESTMENTS IN SUBSIDIARY CORPORATIONS

	Company	
	2020	2019
	RM'000	RM'000
<i>Equity investment at cost:</i>		
Beginning of financial year	19,723	19,073
Add: Additions ⁽¹⁾⁽²⁾⁽³⁾	500	1,050
Less: Allowance for impairment loss of investment in a subsidiary corporation	(269)	(269)
	19,954	19,854
Less: Reclassified to investments in associated companies (Note 21)	–	(400)
End of financial year	19,954	19,454

(1) On 28 May 2019, the Company increased the cost of investment in a wholly-owned subsidiary corporation, OMS Technology Sdn. Bhd., for a cash consideration of RM500,000.

(2) On 27 June 2018, the Company increased the cost of investment in a wholly-owned subsidiary corporation, Marc16 Equipment Manufacturing Sdn. Bhd., by way of capitalisation of an amount of RM900,000 due from the subsidiary corporation.

(3) On 10 December 2018, the Company increased the cost of investment in a wholly-owned subsidiary corporation, OMS Technology Sdn. Bhd., for a cash consideration of RM150,000.

The movement for allowance for impairment loss are as follows:

	Company	
	2020	2019
	RM'000	RM'000
Beginning and end of financial year	269	269

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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20. INVESTMENTS IN SUBSIDIARY CORPORATIONS (CONT'D)

The Group had the following subsidiary corporations as at 31 March 2020 and 2019:

Name of subsidiary corporations	Principal activities	Country of business/ incorporation	Proportion of ordinary shares held by the Group		Proportion of ordinary shares held by non-controlling interests	
			2020 %	2019 %	2020 %	2019 %
<u>Held by the Company</u>						
MSM Metal Industries Sdn. Bhd. ⁽¹⁾	Contract manufacturing of all metal products	Malaysia	100	100	-	-
MSM Equipment Manufacturer Sdn. Bhd. ⁽¹⁾	Contract manufacturing of kitchen equipment and sale of standard kitchen equipment	Malaysia	100	100	-	-
MSM Kitchen Sdn. Bhd. ⁽¹⁾	Sale and servicing of standard kitchen equipment products	Malaysia	100	100	-	-
Toyomi Engineering Sdn. Bhd. ⁽¹⁾	Sale and servicing of metal parts and kitchen equipment, and design consultancy and installation works	Malaysia	100	100	-	-
FIC Kitchen Technology Sdn. Bhd. ⁽¹⁾	Manufacturing, sale and servicing of refrigeration appliances	Malaysia	100	100	-	-
OMS Technology Sdn. Bhd. ⁽¹⁾	Design, consultancy and installation works for cleanrooms and laboratories	Malaysia	100	100	-	-
Marc16 Equipment Manufacturing Sdn. Bhd. ⁽¹⁾	Trading, design and supply of machine	Malaysia	100	100	-	-
Flexacon Automation System Sdn. Bhd. ⁽¹⁾	Trading, design and supply of machine, conveyor system	Malaysia	51	51	49	49
MSM Metal (S) Pte. Ltd. ⁽²⁾	Trading and servicing of metal parts and kitchen equipment	Singapore	100	100	-	-
<u>Held by the MSM Equipment Manufacturer Sdn. Bhd.</u>						
PT. Mulia Sinergi Metalindo ⁽³⁾	Sale and service of metal parts, kitchen equipment	Indonesia	100	100	-	-
MSM R Kitchen Sdn. Bhd. ⁽¹⁾	Trading and servicing of metal parts and kitchen equipment	Malaysia	100	100	-	-

⁽¹⁾ Audited by Nexia SSY PLT/SSY Partners, Malaysia, a member firm of Nexia International⁽²⁾ Audited by Nexia TS Public Accounting Corporation, Singapore, a member firm of Nexia International⁽³⁾ Audited by KAP Kanaka Puradiredja, Indonesia, a member firm of Nexia International

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

20. INVESTMENTS IN SUBSIDIARY CORPORATIONS (CONT'D)*Carrying value of non-controlling interests*

	Group	
	2020 RM'000	2019 RM'000
Flexacon Automation System Sdn. Bhd.	677	603

Summarised financial information of subsidiary corporation with material non-controlling interests

Set out below are the summarised financial information for subsidiary corporation that has non-controlling interests that are material to the Group. These are presented before the intercompany elimination.

There were no transactions with non-controlling interests for the financial years ended 31 March 2020 and 2019.

Summarised balance sheet

	Flexacon Automation System Sdn. Bhd.	
	2020 RM'000	2019 RM'000
<i>Current</i>		
Assets	2,030	2,112
Liabilities	(1,457)	(971)
Total current net assets	573	1,141
<i>Non-current</i>		
Assets	4,222	109
Liabilities	(3,415)	(21)
Total non-current net assets	807	88
Net assets	1,380	1,229

Summarised statement of comprehensive income

	Flexacon Automation System Sdn. Bhd.	
	2020 RM'000	2019 RM'000
Revenue	4,913	6,303
(Loss)/profit before income tax	(3)	468
Income tax credit/(expense)	154	(283)
Net profit	151	185
Other comprehensive income	-	-
Total comprehensive income	151	185
Total comprehensive income allocated to non-controlling interests	74	91

NOTES TO THE FINANCIAL STATEMENTS

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20. INVESTMENTS IN SUBSIDIARY CORPORATIONS (CONT'D)**Summarised cash flows**

	Flexacon Automation System Sdn. Bhd.	
	2020	2019
	RM'000	RM'000
Cash flows from operating activities		
Cash generated from/(used in) operations	324	(838)
Income tax refund/(paid)	42	(124)
Net cash provided by/(used in) operating activities	366	(962)
Net cash used in investing activities	(4,173)	(24)
Net cash provided by/(used in) financing activities	3,422	(15)
Net decrease in cash and cash equivalents	(385)	(1,001)
Cash and cash equivalents at beginning of year	470	1,471
Cash and cash equivalents at end of year	85	470

21. INVESTMENTS IN ASSOCIATED COMPANIES

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
<i>Equity investment at cost:</i>				
Beginning of financial year	1,891	–	400	–
Addition during the year	–	–	3,063	–
Reclassified from investments in subsidiary corporations (Note 20)	–	–	–	400
Remeasurement of equity interests retained	–	1,741	–	–
Distribution from associated companies (Note 6)	1,572	–	–	–
Gain on dilution of interest in associated companies (Note 6)	1,593	–	1,593	–
Share of profit of associated companies	754	150	–	–
End of financial year	5,810	1,891	5,056	400

During the financial year ended 31 March 2020, a new holding corporation, Cosmos Technology International Sdn. Bhd. ("CTI"), which the Company owns 40% shareholding interest in, has been incorporated for the purpose to acquire Marc Conleth Industries Sdn. Bhd. ("MCI") and its subsidiary corporation, Cosmos Instruments Sdn. Bhd. ("Cosmos"). Subsequently pursuant to the share sale agreements, the 40% shareholding interest held by the Company in MCI and its subsidiary corporation has been disposed to CTI. The abovementioned transaction were completed on 24 September 2019 and consequently, MCI and Cosmos became wholly-owned subsidiary corporation of CTI.

On 9 March 2020, CTI was admitted to the LEAP Market of Bursa Malaysia Securities Berhad and CTI has subsequently changed its name to Cosmos Technology International Berhad ("CTIB"). As a result, the Company's shareholding interest in CTIB was diluted from 40% to 36%.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

21. INVESTMENTS IN ASSOCIATED COMPANIES (CONT'D)

Set out below are the associated companies which are material to the Group:

Name of associated company	Principal activities	Country of business/ incorporation	% of ownership interest	
			2020 %	2019 %
<u>Held by the Company</u>				
Cosmos Technology International Bhd. ⁽¹⁾⁽²⁾	Investment holding	Malaysia	36	–
Marc Conleth Industries Sdn. Bhd. ⁽¹⁾⁽²⁾	Metal engineering work for oil and gas and environmental related industries	Malaysia	–	40
<u>Held by Cosmos Technology International Bhd.</u>				
Cosmos Instruments Sdn. Bhd. ⁽¹⁾⁽²⁾	Supply of industrial automation and control instruments	Malaysia	100	–
Marc Conleth Industries Sdn. Bhd. ⁽¹⁾⁽²⁾	Metal engineering work for oil and gas and environmental related industries	Malaysia	100	–
<u>Held by Marc Conleth Industries Sdn. Bhd.</u>				
Cosmos Instruments Sdn. Bhd. ⁽¹⁾⁽²⁾	Supply of industrial automation and control instruments	Malaysia	–	100

⁽¹⁾ The financial year end of the associated company is 30 April.⁽²⁾ Audited by Nexia SSY PLT/SSY Partners, Malaysia, a member firm of Nexia International

The contingent liabilities relating to the Group's interest in the associated companies are as disclosed in Note 28.

*Summarised financial information for associated companies**Summarised balance sheet*

	Cosmos Technology International Bhd. and its subsidiary corporations	Marc Conleth Industries Sdn. Bhd. and its subsidiary corporation
	2020	2019
	RM'000	RM'000
<i>Current</i>		
Assets	30,043	31,054
Liabilities	(17,477)	(25,472)
Total current net assets	12,566	5,582
<i>Non-current</i>		
Assets	4,397	4,435
Liabilities	(1,788)	(1,589)
Total non-current net assets	2,609	2,846
Net assets	15,175	8,428

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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21. INVESTMENTS IN ASSOCIATED COMPANIES (CONT'D)*Summarised statement of comprehensive income*

	Marc Conleth Industries Sdn. Bhd. and its subsidiary corporation For the financial period from 1 May 2019 to 24 September 2019 RM'000	Marc Conleth Industries Sdn. Bhd. and its subsidiary corporation For the financial period from 1 January 2019 to 30 April 2019 RM'000
Revenue	13,226	14,836
Profit before income tax	1,217	324
Income tax (expense)/credit	(335)	50
Net profit	882	374
Total comprehensive income	882	374
Share of profit of associated companies	317	150
		Cosmos Technology International Bhd. and its subsidiary corporations For the financial period from 25 September 2019 to 30 April 2020 RM'000
Revenue		11,963
Profit before income tax		1,629
Income tax expense		(416)
Net profit		1,213
Total comprehensive income		1,213
Share of profit of associated companies		437

On 31 December 2018, Marc Conleth Industries Sdn. Bhd. changed its financial year end from 31 March to 30 April. Consequently, the share of profit of the group of associated companies covers the period from 1 January 2019 to 30 April 2019. The directors have assessed the share of profit of associated companies from 1 April 2019 to 30 April 2019 to be not material to the financial statements of the Group for the financial year ended 31 March 2019 and accordingly, no adjustments have been made.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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21. INVESTMENTS IN ASSOCIATED COMPANIES (CONT'D)*Reconciliation of summarised financial information*

Reconciliation of the summarised financial information presented, to the carrying amount of the Group's interest in associated companies, is as follows:

	Cosmos Technology International Bhd. and its subsidiary corporations 2020 RM'000	Marc Conleth Industries Sdn. Bhd. and its subsidiary corporation 2019 RM'000
Net assets as at 30 April	15,175	8,428
Less: Capital contribution by controlling shareholder	–	(3,700)
	<hr/> 15,175	<hr/> 4,728
Carrying amount as at 31 March		
At beginning of the year	1,891	–
Share capital	–	400
Remeasurement of net assets value upon transfer of share on 1 January 2019	–	1,341
	<hr/> 1,891	<hr/> 1,741
Add: Distribution from associated companies	1,572	–
Gain on dilution of interest in associated companies	1,593	–
Add: Share of profit		
After reclassification from 1 January 2019 (4 months)	–	150
Before restructuring exercise on 24 September 2019 (5 months)	317	–
Share of profit after restructuring exercise on 24 September 2019 (7 months)	437	–
	<hr/> 754	<hr/> 150
At end of the year	<hr/> 5,810	<hr/> 1,891
Group's equity interest	<hr/> 36%	<hr/> 40%

NOTES TO THE FINANCIAL STATEMENTS

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22. TRADE AND OTHER PAYABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Trade payables				
- Non-related parties	7,979	5,954	-	-
- Associated company	-	490	-	-
	7,979	6,444	-	-
Other payables				
- Non-related parties	1,470	1,091	225	238
- Subsidiary corporations	-	-	1,182	1,102
- Associated company	172	1,558	-	-
Accruals for operating expenses	2,561	2,111	172	168
Payment in advances received from customers	1,441	2,188	-	-
	13,623	13,392	1,579	1,508

The non-trade amounts due to subsidiary corporations and associated company are unsecured, interest-free and repayable on demand.

23. BORROWINGS

	Group	
	2020 RM'000	2019 RM'000
<i>Current</i>		
Bank overdrafts (Note 12)	11,513	10,869
Bank loans	1,683	1,189
Bills payable	24,232	21,615
	37,428	33,673
<i>Non-current</i>		
Bank loans	24,776	10,956
Total borrowings	62,204	44,629

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

23. BORROWINGS (CONT'D)

The exposure of the borrowings of the Group to interest rate changes and the contractual repricing dates at the balance sheet dates are as follows:

	Group	
	2020 RM'000	2019 RM'000
6 months or less	35,746	33,175
6 – 12 months	1,683	499
1 – 5 years	10,220	4,450
Over 5 years	14,555	6,505
	62,204	44,629

(a) Security granted

Bank overdrafts, bank loans and bills payable are secured by a legal mortgage over the Group's freehold land, leasehold land and buildings (Note 17), investment properties (Note 19), short-term bank deposits of the Group (Note 12), corporate guarantee of the Company and certain personal guarantees of the directors.

(b) Fair value of non-current borrowings

	Group	
	2020 RM'000	2019 RM'000
Bank loans	24,521	10,983

The fair values above are determined from the cash flow analyses, discounted at market borrowing rates of an equivalent instrument at the balance sheet date which the directors expect to be available to the Group as follows:

	Group	
	2020 %	2019 %
Bank loans	4.8	5.3

The fair values are within Level 2 of the fair values hierarchy.

(c) Fair value of non-current borrowings

There are ten (2019: seven) secured term loans held by the Group. The terms of repayments are as follows:

	Maturity date	2020 RM'000	2019 RM'000
Group			
Floating rate	November 2022, June 2026, March 2029, June 2034, November 2034, January 2035, February 2035, January 2038, July 2039, October 2039	26,459	12,145

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

24. LEASE LIABILITIES/FINANCE LEASE LIABILITIES

	Group 2020 RM'000
Current	3,384
Non-current	10,683
	14,067

As at financial year ended 31 March 2019, the Group leases certain plant and machinery, motor vehicles, computer, office equipment and leasehold land, building and renovation from non-related parties under finance lease agreements. The lease agreements do not have renewal clauses but provide the Group with options to purchase the leased assets at nominal values at the end of lease term.

Finance lease liabilities were reclassified to lease liabilities on 1 April 2019 arising from the adoption of SFRS(I) 16. The impact of adoption is disclosed in Note 2.1.

	Group 2019 RM'000
Minimum lease payments due	
- Not later than one year	2,838
- Between one and five years	5,056
- Later than five years	30
	7,924
Less: Future finance charges	(668)
Present value of finance lease liabilities	7,256

The present values of lease liabilities are analysed as follows:

	Group 2019 RM'000
Not later than one year	2,477
Later than one year	
- Between one and five years	4,749
- Later than five years	30
	4,779
Total	7,256

Security granted

Lease liabilities of RM11,373,000 (2019: finance lease liabilities RM7,256,000) of the Group are effectively secured over the leased plant and machinery, motor vehicles and computer and office equipment, as the legal title is retained by the lessor and will be transferred to the Group upon full settlement of the lease liabilities.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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25. DEFERRED INCOME TAXES

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same fiscal authority. The amounts, determined after appropriate offsetting, are shown on the balance sheet as follows:

	Group	
	2020	2019
	RM'000	RM'000
Deferred income tax liabilities - net		
- to be settled after one year	7	7

Movement in deferred income tax account is as follows:

	Group	
	2020	2019
	RM'000	RM'000
Beginning of financial year	7	40
Tax credited to profit or loss (Note 10)	-	(33)
End of financial year	7	7

Deferred income tax assets are recognised for tax losses, capital allowances and reinvestment allowances carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses of RM13,808,000 (2019: RM5,556,000), capital allowances of RM5,393,000 (2019: RM3,307,000) and reinvestment allowances of RM9,398,000 (2019: RM9,212,000) at the balance sheet date which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses, capital allowances and reinvestment allowances in their respective countries of incorporation.

The capital allowances have no expiry date. The tax losses and reinvestment allowances of the amounts will expire as below:

	Group	
	2020	2019
	RM'000	RM'000
Reinvestment allowances		
- Expired in 2026	8,298	8,298
- Expired in 2027	545	914
- Expired in 2028	555	-
	9,398	9,212
Tax losses		
- Expired in 2026	5,276	5,276
- Expired in 2028	8,440	-
	13,716	5,276

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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25. DEFERRED INCOME TAXES (CONT'D)

The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) is as follows:

Deferred income tax liabilities

	Accelerated tax depreciation RM'000
2020	
Beginning and end of financial year	7
<hr/>	
2019	
Beginning of financial year	295
Credited to profit or loss	(288)
<hr/>	
End of financial year	7
<hr/>	

Deferred income tax assets

	Tax losses RM'000
2020	
Beginning of financial year	-
Charged to profit or loss	-
<hr/>	
End of financial year	-
<hr/>	
2019	
Beginning of financial year	(255)
Charged to profit or loss	255
<hr/>	
End of financial year	-
<hr/>	

No deferred tax liabilities have been recognised for withholding taxes that would be payable on unremitted earnings of the Group's subsidiary corporations (established in Malaysia and Indonesia) as the Group is in the position to control the timing of the remittance of earning and it is not probable that these subsidiary corporations will distribute such earnings in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

26. SHARE CAPITAL

	Group and Company			
	No. of ordinary shares		2020 RM'000	2019 RM'000
	2020 '000	2019 '000		
At beginning of financial year	90,000	90,000	26,862	26,862
Add: Right issue of ordinary shares	15,391	–	3,296	–
At end of financial year	105,391	90,000	30,158	26,862

All issued ordinary shares are fully paid. There is no par value for these ordinary shares. The newly issued shares rank pari passu in all aspects with the previously issued shares.

Fully paid ordinary shares carry one vote per share and carry a right to dividends as and when declared by the Company.

On 23 October 2019, the Company issued and allotted 15,391,186 new shares (“Rights Shares”) in the capital of the Company arising from the renounceable non-underwritten rights issue up to 22,500,000 Rights Shares in the capital of the Company at an issue price of S\$0.07 for each Rights Shares (the “Issue Price”), on the basis of 1 Rights Shares for every 4 existing ordinary shares in the capital of the Company (the “Shares”) held by entitled shareholders. Following the right issue, the issued and paid-up share capital of the Company has increased from 90,000,000 to 105,391,186 ordinary shares.

27. INTANGIBLE ASSETS

	Group	
	2020 RM'000	2019 RM'000
Goodwill arising on consolidation	–	–
Cost		
Beginning and end of financial year	201	201
Accumulated impairment		
Beginning and end of financial year	201	201
Net book value		
End of financial year	–	–

Goodwill is allocated to the Group’s cash-generating units (“CGU”) identified according to countries of operation and business segments.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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27. INTANGIBLE ASSETS (CONT'D)

A segment-level summary of the goodwill allocation is as follow:

Country	Business segment	Group	
		2020 RM'000	2019 RM'000
Malaysia	OEM Contract Manufacturing	-	-

The impairment test carried out as at 31 December 2015 had revealed that the recoverable amount is lower than its carrying amount. Hence, goodwill has been fully impaired in FY2015.

28. CONTINGENT LIABILITIES

	Company	
	2020 RM'000	2019 RM'000
Corporate guarantees provided to banks on loans held by:		
- Subsidiary corporations	68,857	49,949
- Associated company	3,485	21,536
	72,342	71,485

The Company has issued corporate guarantees to certain banks and financial institutions for credit facilities granted to the subsidiary corporations and associated company. The Company has evaluated the fair value of the corporate guarantees and is of the view that the consequential benefit derived from its guarantees to the banks and the fair value with regard to the subsidiary corporations and associated company is minimal. The subsidiary corporations and associated company have not defaulted in the payment of borrowings in the financial years ended 31 March 2020 and 2019. As at the balance sheet date, no claims on the corporate guarantees are expected.

29. COMMITMENTS*(a) Capital commitments*

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements, are as follows:

	Group	
	2020 RM'000	2019 RM'000
Property, plant and equipment	1,159	3,950

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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29. COMMITMENTS (CONT'D)*(b) Operating lease commitments – where the Group is a lessee*

The Group leases warehouse and office buildings from directors and non-related parties under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

The future minimum lease payables under non-cancellable operating leases contracted for at the balance sheet date but not recognised as liabilities, are as follows:

	2020	Group
	RM'000	2019
		RM'000
Not later than one year	49	1,091
Between one and five years	10	366
	<hr/> 59	<hr/> 1,457

As disclosed in Note 2.1, the Group has adopted SFSR(l) 16 on 1 April 2019. These lease payments have been recognised as right-of-use assets and lease liabilities on the balance sheet as at 31 March 2020, except for short-term and low value leases.

(c) Operating lease commitments – where the Group is a lessor

The Group leases out office space to related and non-related parties under non-cancellable operating lease agreements.

Undiscounted lease payments from the operating leases to be received after the balance sheet date are as follows:

	Group
	2019
	RM'000
Not later than one year	753
Between one and five years	324
	<hr/> 1,077

On 1 January 2019, the Group has adopted SFRS (l) 16 and the undiscounted lease payments from the operating leases to be received after 31 March 2020 is disclosed in Note 18.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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30. RELATED PARTY TRANSACTIONS

In addition to the information disclosed elsewhere in the financial statements, the following transactions took place between the Group and related parties at terms agreed between the parties:

(a) Sales and purchases of goods and services and other expenses

	Group	
	2020	2019
	RM'000	RM'000
Sales of goods to related parties	1,895	1,781
Rental expenses paid to directors	(101)	(143)
Rental income received from a related party	450	–
Purchases of material from a related party	(162)	(23)
Subcontractors' cost paid to related parties	(194)	(166)

Related parties comprise mainly companies which are controlled or significantly influenced by the Group's key management personnel and their close family members.

Outstanding balances as at 31 March 2020, arising from sale/purchase of goods and services, are unsecured and receivable/payable within 12 months from balance sheet date and are disclosed in Notes 13 and 22 to the financial statements.

(b) Key management personnel compensation

Key management personnel compensation is as follows:

	Group	
	2020	2019
	RM'000	RM'000
Salaries, bonuses and allowances	2,016	1,919
Directors' fees	224	219
Employer's contribution to defined contribution plans	170	166
Other short-term benefits	488	489
	2,898	2,793

Included in the above is total compensation to directors of the Company amounting to RM1,675,000 (2019: RM1,534,000).

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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31. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. For each of the strategic business units, the Board of Directors (the chief operating decision maker) reviews internal management reports on at least half-annually.

The Board of Directors comprises three independent directors and three non-independent directors. The Board of Directors considers the business from both a geographic and business segment perspective. Geographically, management manages and monitors the business in four primary geographic areas: Malaysia, United States of America, Singapore and Indonesia. All geographic locations are engaged in the Original Equipment Manufacturer contract manufacturing ("OEM contract manufacturing"), kitchen appliances, equipment and related services and cleanroom and laboratories.

The Board of Directors has organised the business of the Group in three business segments as set out below:

- OEM contract manufacturing;
- Kitchen appliances, equipment and related services; and
- Cleanroom and laboratories.

Except as disclosed above, no operating segments have been aggregated to form the above reportable operating segments.

The segment information provided to the Board of Directors for the reportable segments is as follows:

	OEM contract manufacturing RM'000	Kitchen appliances, equipment and related services RM'000	Cleanroom and laboratories RM'000	Total for continuing operations RM'000
2020				
Revenue				
- Sales to external parties	26,977	12,195	35,531	74,703
Adjusted EBITDA				
Depreciation of property, plant and equipment	(1,714)	1,445	333	64
Finance expense	3,588	109	1,996	5,693
	2,112	115	1,127	3,354
2019				
Revenue				
- Sales to external parties	33,887	36,572	11,774	82,233
Adjusted EBITDA				
Depreciation of property, plant and equipment	5,187	1,083	732	7,002
Finance expense	2,093	1,242	55	3,390
	1,787	963	137	2,887

As the amounts of total assets and liabilities for each reportable segment is not regularly provided to Board of Directors, such information is not presented in the financial statements.

There are no inter-business segment sales. The revenue from external parties reported to the Board of Directors is measured in a manner consistent with that in the consolidated statement of comprehensive income.

The Board of Directors assesses the performance of the operating segments based on measure of earnings before interest, tax, depreciation and amortisation ("adjusted EBITDA"). Interest income and depreciation of investment properties are not allocated to segments, as this type of activity is driven by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), who manage the cash position of the Group.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

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31. SEGMENT INFORMATION (CONT'D)

A reconciliation of adjusted EBITDA to (loss)/profit before income tax is provided as follows:

	Group	
	2020 RM'000	2019 RM'000
Adjusted EBITDA for reportable segments	64	7,002
Depreciation of property, plant and equipment	(5,693)	(3,390)
Depreciation of investment properties	(59)	(59)
Finance expense	(3,354)	(2,887)
Interest income	33	33
<hr/>		
(Loss)/profit before income tax and discontinued operations	(9,009)	699

Geographical information

The Group's three business segments are headquartered and operated mainly in Malaysia. The operations in this area are principally in the manufacturing and sales of OEM contract manufacturing products, cleanroom and laboratories and kitchen appliances, equipment and related services.

In Singapore and Vietnam, the major operations is kitchen appliances, equipment and related services and OEM contract manufacturing. In Indonesia, the major operations is kitchen appliances, equipment and related services only.

In other countries, the operations include the sale of OEM contract manufacturing products in, United States of America, New Zealand, Thailand, Japan, Germany and France, the sale of kitchen appliances and equipment in Singapore, Indonesia, Vietnam, India, Myanmar, Thailand, Bangladesh and Cambodia, and the sale of cleanroom and laboratories in Philippines.

	Group	
	2020 RM'000	2019 RM'000
Revenue		
Continuing operations		
Malaysia	64,758	76,587
United States of America	418	19
Vietnam	2,325	1,436
Singapore	3,533	864
Indonesia	1,642	1,481
Other countries	2,027	1,846
<hr/>		
	74,703	82,233
<hr/>		
Non-current assets		
Malaysia	65,150	45,533
Singapore	15	23
<hr/>		
	65,165	45,556

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For the financial year ended 31 March 2020

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32. FINANCIAL RISK MANAGEMENT***Financial risk factors***

The Group's activities expose it to market risk (including currency risk, price risk and interest rate risk), credit risk, liquidity risk and capital risk. The Group's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Group's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group. The Board of Directors then establishes the detailed policies such as authority levels, oversight responsibilities, risk identification and measurement, exposure limits and hedging strategies.

The overall business strategies of the Group, its tolerance for risk and its general risk management philosophy are determined by the management in accordance with prevailing economic and operating conditions. In determining its risk management policies, the management ensures that an acceptable balance is made between the cost of risks occurring and the cost of managing the risks.

The Board of Directors reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Market risk*(i) Currency risk*

The Group mainly operates in Malaysia. Entities in the Group transact in currencies other than their respective functional currencies ("foreign currencies").

Currency risk arises when transactions are denominated in foreign currencies such as United States Dollar ("USD"), Singapore Dollar ("SGD"), Euro ("EUR") and Indonesia Rupiah ("IDR"). As the transactions in foreign currencies are minimal, the Group manages the foreign exchange exposure arising from future commercial transactions and recognised assets and liabilities by a policy of matching, as far as possible, receipts and payments in each individual currency.

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32. FINANCIAL RISK MANAGEMENT**(a) Market risk (Cont'd)***(i) Currency risk (Cont'd)*

The Group's currency exposure based on the information provided to key management is as follows:

	RM RM'000	USD RM'000	SGD RM'000	EUR RM'000	IDR RM'000	Total RM'000
31 March 2020						
Financial assets						
Cash and bank balances	12,711	158	352	24	21	13,266
Trade and other receivables	27,425	279	701	160	811	29,376
Other current assets	1,342	-	-	-	20	1,362
Inter-companies receivables	11,070	-	-	-	-	11,070
	52,548	437	1,053	184	852	55,074
Financial liabilities						
Trade and other payables	11,962	127	59	7	27	12,182
Borrowings	62,204	-	-	-	-	62,204
Lease liabilities	14,067	-	-	-	-	14,067
Inter-companies payables	11,070	-	-	-	-	11,070
	99,303	127	59	7	27	99,523
Net financial (liabilities) /assets	(46,755)	310	994	177	825	(44,449)
Less: Net financial liabilities denominated in the respective entities' functional currencies	46,755	-	-	-	-	46,755
Currency exposure of financial assets net of those denominated in the respective entities' functional currencies	-	310	994	177	825	2,306

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32. FINANCIAL RISK MANAGEMENT (CONT'D)**(a) Market risk (Cont'd)***(i) Currency risk (Cont'd)*

	RM RM'000	USD RM'000	SGD RM'000	EUR RM'000	IDR RM'000	Total RM'000
31 March 2019						
Financial assets						
Cash and bank balances	7,547	132	31	6	118	7,834
Trade and other receivables	25,029	1,416	487	214	616	27,762
Other current assets	1,309	-	-	-	20	1,329
Inter-companies receivables	10,742	-	-	-	-	10,742
	44,627	1,548	518	220	754	47,667
Financial liabilities						
Trade and other payables	10,851	97	34	4	218	11,204
Borrowings	44,629	-	-	-	-	44,629
Finance lease liabilities	7,256	-	-	-	-	7,256
Inter-companies payables	10,742	-	-	-	-	10,742
	73,478	97	34	4	218	73,831
Net financial (liabilities)/assets	(28,851)	1,451	484	216	536	(26,164)
Less: Net financial liabilities denominated in the respective entities' functional currencies	28,851	-	-	-	-	28,851
Currency exposure of financial assets net of those denominated in the respective entities' functional currencies	-	1,451	484	216	536	2,687

The Company does not have any significant exposure to currency risk as the transactions in foreign currencies are minimal.

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32. FINANCIAL RISK MANAGEMENT (CONT'D)**(a) Market risk (Cont'd)***(i) Currency risk (Cont'd)*

If the USD, SGD, EUR and IDR change against the RM by 5% (2019: 5%) respectively, with all other variables including tax rate being held constant, the effects arising from net financial liabilities/assets position will be as follows:

	← Increase/(decrease) →			
	2020		2019	
	Net profit RM'000	Equity RM'000	Net profit RM'000	Equity RM'000
USD against RM				
- strengthened	12	12	55	55
- weakened	(12)	(12)	(55)	(55)
SGD against RM				
- strengthened	38	38	18	18
- weakened	(38)	(38)	(18)	(18)
EUR against RM				
- strengthened	7	7	8	8
- weakened	(7)	(7)	(8)	(8)
IDR against RM				
- strengthened	31	31	20	20
- weakened	(31)	(31)	(20)	(20)

* Denotes less than RM1,000.

(ii) Price risk

The Group does not have exposure to equity price risk as it does not hold any equity financial assets.

(iii) Cash flow and fair value interest rate risks

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates. The Group's interest rate risk mainly arises from bank borrowings at variable interest rates. The Group manages its interest rate risk by keeping bank borrowings to the minimum required to sustain the operations of the Group.

The Group's exposure to cash flow interest rate risk arises mainly from non-current variable rate borrowings. The Group is not exposed to changes in interest rates for fixed rate financial assets and financial liabilities.

The Group's borrowings at variable rates are denominated in RM. If the RM interest rate increase/decrease by 1% (2019: 1%) with all other variables including tax rates being held constant, the net profit and equity will be lower/higher by RM473,000 (2019: RM339,000).

NOTES TO THE FINANCIAL STATEMENTS

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32. FINANCIAL RISK MANAGEMENT (CONT'D)**(b) Credit risk**

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group and arises principally from the Group's receivables from customers. The Group adopts the policy of dealing only with:

- Customers of appropriate credit standing and history; and
- High credit quality counterparties.

Credit exposure to an individual counterparty is restricted by credit limits that are approved by the management based on ongoing credit evaluation. The counterparty's payment pattern and credit exposure are continuously monitored at the entity level by the respective management and at the Group level by the management.

As the Group and the Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the balance sheet, except as follows:

	Group	
	2020	2019
	RM'000	RM'000
Corporate guarantees provided to banks on loans held by:		
- Subsidiary corporations	68,857	49,949
- Associated company	3,485	21,536
	72,342	71,485

The trade receivables of the Group comprise 1 debtor (2019: 1 debtor) that represented 8% (2019: 3%) of trade receivables.

Trade receivables

The Group has applied the simplified approach by using the allowance matrix to measure the lifetime expected credit loss ("ECL") for all trade receivables. The allowance matrix is based on actual credit loss expenses over the past three years. The ECL to be computed is derived from historical credit loss which the management is of the view that the historical conditions are representative of the credit risk of the trade receivables.

In measuring the expected credit losses, trade receivables are grouped based on their shared credit risk characteristics, number of days past due and internal credit rating for each business segment.

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of customers and adjusts to reflect current and forward-looking available information affecting the ability of the customers to settle the receivables.

Notwithstanding the above, the Group evaluates the expected credit loss on customers in financial difficulties separately.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

32. FINANCIAL RISK MANAGEMENT (CONT'D)**(b) Credit risk (Cont'd)**Trade receivables (Cont'd)

Trade receivables are written-off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group categorises trade receivables for potential write-off when the counterparty fails to make contractual payments more than 365 days past due. Where receivables are written-off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

The movements in credit loss allowance are as follows:

	Trade receivables 2020 RM'000
Group	
Balance at 1 April	4,822
Loss allowance recognised in profit or loss during the financial year on:	
- Reversal recognised in profit or loss	(918)
Receivables written off as uncollectible	(139)
	<hr/>
Balance at 31 March (Note 13)	3,765

	Trade receivables 2019 RM'000
Group	
Balance at 1 April 2018 under SFRS	1,515
Application of SFRS(I) 9	3,128
	<hr/>
Balance at 1 April under SFRS(I) 9	4,643
Loss allowance recognised in profit or loss during the financial year on:	
- Loss allowance recognised in profit or loss	225
Receivables written off as uncollectible	(46)
	<hr/>
Balance at 31 March (Note 13)	4,822

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

32. FINANCIAL RISK MANAGEMENT (CONT'D)**(b) Credit risk (Cont'd)**Trade receivables (Cont'd)

The Group's credit risk exposure in relation to trade receivables under SFRS(I) 9 as at 31 March 2020 and 2019 are set out in the provision matrix as follows:

	Current RM'000	Past due				Total RM'000
		Within 30 to 120 days RM'000	121 to 150 days RM'000	151 to 365 days RM'000	More than 365 days RM'000	
2020						
Group						
OEM contract manufacturing						
Expected loss rate	-	-	-	-	7%	
Trade receivables	1,844	4,955	161	1,557	2,766	11,283
Loss allowance	-	-	-	-	203	203
Kitchen appliances, equipment and related services						
Expected loss rate	-	-	-	-	86%	
Trade receivables	871	3,717	450	954	4,135	10,127
Loss allowance	-	-	-	-	3,562	3,562
Cleanroom and laboratories						
Expected loss rate	-	-	-	-	0%	
Trade receivables	2,452	1,360	32	375	13	4,232
Loss allowance	-	-	-	-	-	-
2019						
Group						
OEM contract manufacturing						
Expected loss rate	-	-	-	-	24%	
Trade receivables	4,174	3,930	186	3,987	1,232	13,509
Loss allowance	-	-	-	-	295	295
Kitchen appliances, equipment and related services						
Expected loss rate	-	-	-	-	81%	
Trade receivables	2,414	2,700	681	1,633	4,990	12,418
Loss allowance	-	-	-	-	4,019	4,019
Cleanroom and laboratories						
Expected loss rate	-	-	-	-	60%	
Trade receivables	360	760	18	66	847	2,051
Loss allowance	-	-	-	-	508	508

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

32. FINANCIAL RISK MANAGEMENT (CONT'D)**(b) Credit risk (Cont'd)**

The credit risk for trade receivables based on the information provided to key management is as follows:

	Group	
	2020	2019
	RM'000	RM'000
<u>By geographical areas</u>		
Malaysia	20,536	21,500
Indonesia	741	99
Singapore	220	511
Vietnam	328	774
Other countries	52	272
	21,877	23,156
<u>By types of customers</u>		
Non-related parties		
- Multi-national companies	7,757	8,198
- Other companies	14,120	14,958
	21,877	23,156

Other financial assets, at amortised cost

The Group's and the Company's other financial assets recognised at amortised cost are mainly comprised of cash and cash equivalents and other receivables, ie, non-trade amounts due from subsidiary corporations and associated companies, loan to subsidiary corporations and deposits. These other financial assets are subject to immaterial credit loss.

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to these receivables in estimating the probability of default of each of these other financial assets.

For the purpose of impairment assessment, loss allowance is generally measured at an amount equal to 12-month ECL as there is low risk of default and strong capability to meet contractual cash flows. When the credit quality deteriorates and the resulting credit risk of other financial assets increase significantly since its initial recognition, the 12-month ECL would be replaced by lifetime ECL.

Other financial assets are written-off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of other receivables to engage in a repayment plan with the Group or the Company, and a failure to make contractual payments.

No loss allowance against other financial assets, at amortised cost is recognised as the management believes that the amounts are collectible, based on historical payment behaviour and credit-worthiness of these receivables.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

32. FINANCIAL RISK MANAGEMENT (CONT'D)**(c) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and having an adequate amount of committed credit facilities (Note 23) to enable it to meet its normal operating commitments. The Group's objective is to maintain a balance between continuing of funding and flexibility through the use of bank borrowings, bank overdrafts and lease liabilities. As at balance sheet date, assets held by the Group and the Company for managing liquidity risks included cash and short-term bank deposits as disclosed in Note 12.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Less than 1 year RM'000	Between 1 and 2 years RM'000	Between 2 and 5 years RM'000	Over 5 years RM'000
Group				
31 March 2020				
Trade and other payables	12,182	–	–	–
Borrowings	40,315	4,569	9,348	18,793
Lease liabilities	3,801	5,205	6,222	219
	56,298	9,774	15,570	19,012
31 March 2019				
Trade and other payables	11,204	–	–	–
Borrowings	34,254	1,555	4,666	8,321
Finance lease liabilities	2,838	2,614	2,442	30
	48,296	4,169	7,108	8,351
Company				
31 March 2020				
Trade and other payables	1,579	–	–	–
Corporate guarantees	72,342	–	–	–
	73,921	–	–	–
31 March 2019				
Trade and other payables	1,508	–	–	–
Corporate guarantees	71,485	–	–	–
	72,993	–	–	–

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

32. FINANCIAL RISK MANAGEMENT (CONT'D)**(d) Capital risk**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings.

Management monitors capital based on a gearing ratio and compliance of external imposed capital requirements which were unchanged from 31 March 2019. Gearing ratio is calculated as total borrowings (including lease liabilities (FY2019: finance lease liabilities) secured over the leased plant and machinery, motor vehicles and computer and office equipment) divided by total net equity. Net equity is defined as total assets minus total liabilities.

The Group's policy is to maintain gearing ratio of not exceeding 2.4 times (2019: 2.4 times).

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Total borrowings	73,577	51,885	–	–
Net equity	38,427	44,339	40,573	33,834
Gearing ratio (times)	1.91	1.17	–	–

A group of subsidiary corporations in Malaysia is subject to external imposed capital requirements for the financial years ended 31 March 2020 and 2019. The management of the subsidiary corporations' strategy is to maintain: (i) minimum debt service coverage ratio of 1.25 times (2019: 1.25 times) and (ii) maximum gearing ratio of 1.2 times to 2.4 times (2019: 1.2 times to 2.4 times) at all times.

The Group is in compliance with all externally imposed capital requirements where the Company is not subject to any externally imposed capital requirements for the financial years ended 31 March 2020 and 2019.

(e) Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the balance sheet, except for the following:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Financial assets, at amortised cost	44,004	36,925	17,142	15,488
Financial liabilities, at amortised cost	88,453	63,089	1,579	1,508

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 March 2020

(cont'd)

33. NEW OR REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

Below are the mandatory standards, amendments and interpretations to existing standards that have been published and are relevant for the Group's accounting periods beginning on or after 1 April 2020 or later periods and which the Group has not early adopted:

Effective for annual periods beginning on or after 1 January 2020

- Amendments to SFRS(I) 3: Definition of a Business
- Amendments to SFRS(I) 1-1 and SFRS(I) 1-8: Definition of Material

Effective for annual periods beginning on or after 1 January 2021

- SFRS(I) 17 *Insurance Contracts*

Effective date: to be determined

- Amendments to SFRS(I) 10 and SFRS(I) 1-28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The management anticipates that the adoption of the above SFRS(I)s, INT SFRS(I)s and amendments to SFRS(I) in the future periods will not have a material impact on the financial statements of the Group in the period of their initial adoption.

34. EVENTS OCCURRING AFTER BALANCE SHEET DATE

The impact of the COVID-19 outbreak on public life and industry in various countries, including the jurisdictions in which the Group operates, affected the demand of the Group's products and results in a negative impact on the financial performance of the Group in the coming financial years. The Group is unable to quantify the magnitude and duration of such impact at this time given the fluidity of the situation. Other than the COVID-19 outbreak as disclosed in Note 1 to the financial statements, there are no subsequent significant developments which would materially affect the Group's and the Company's operating and financial performance or any adjusting events that provide evidence of conditions that existed at the balance sheet date, as of the date of this report.

As the situation continues to evolve with a significant level of uncertainty, the Group will continue to monitor the financial impact on the Group's and the Company's financial and operation closely.

35. AUTHORISATION OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Board of Directors of MSM International Limited on 3 September 2020.

STATISTICS OF SHAREHOLDINGS

As at 24 August 2020

ISSUED AND PAID-UP CAPITAL	:	RM30,158,413
ISSUED AND FULLY PAID-UP SHARES EXCLUDING TREASURY SHARES	:	105,391,186
NUMBER OF TREASURY SHARES AND SUBSIDIARY HOLDINGS HELD	:	NIL
CLASS OF SHARES	:	ORDINARY SHARES
VOTING RIGHTS	:	ONE VOTE PER SHARE

SUSTANTIAL SHAREHOLDERS

	Direct Interest		Deemed Interest	
	NO. OF SHARES	%	NO. OF SHARES	%
Triumphant Hope Sdn. Bhd.	76,955,933	73.02	–	–
Chan Kee Sieng	187,000	0.18	76,955,933	73.02
Chan Kit Moi	130,000	0.12	76,955,933	73.02

Notes:

Messrs Chan Kee Sieng and Chan Kit Moi are shareholders of Triumphant Hope Sdn. Bhd. (“Triumphant Hope”) (each holding 50% of shares in the capital of Triumphant Hope) and they are deemed to have an interest in the shares held by Triumphant Hope.

Shareholdings Held in the Hands of Public

Based on information available to the Company as at 24 August 2020, approximately 22.43% of the issued ordinary shares of the Company is held by the public and therefore, Rule 723 of the SGX-ST Listing Manual (Section B: Rules of Catalyst) is complied with.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES	% OF SHARES
1 - 99	1	0.87	3	0.00
100 - 1,000	1	0.87	1,000	0.00
1,001 - 10,000	27	23.48	206,100	0.20
10,001 - 1,000,000	80	69.56	12,458,623	11.82
1,000,001 & ABOVE	6	5.22	92,725,460	87.98
TOTAL	115	100.00	105,391,186	100.00

STATISTICS OF SHAREHOLDINGS

As at 24 August 2020

(cont'd)

TWENTY LARGEST SHAREHOLDERS

NAME OF SHAREHOLDERS	NO. OF SHARES	% OF SHARES
TRIUMPHANT HOPE SDN. BHD.	76,955,933	73.02
CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	7,449,906	7.07
CHAN WEN CHAU	2,785,186	2.64
LIM CHYE HUAT @ BOBBY LIM CHYE HUAT	2,780,000	2.64
PHILLIP SECURITIES PTE LTD	1,672,000	1.59
CHAN WEN YAW	1,082,435	1.03
CHOO KOK CHENG	950,000	0.90
CHAN WEN YEE	883,810	0.84
ONG SENG JOO	883,810	0.84
LEE KAY HUAN HOLDINGS PTE LTD	840,000	0.80
RHB SECURITIES SINGAPORE PTE LTD	827,003	0.78
KOK SHAW TERK (GUO SHAO DE)	764,000	0.72
CHIN JIT SIN	750,000	0.71
KAM FOONG KENG	750,000	0.71
UOB KAY HIAN PTE LTD	560,000	0.53
GERALD CHEW KIN MUN	400,000	0.38
RAFFLES NOMINEES (PTE) LIMITED	376,400	0.36
CHAN SIEW LING	361,000	0.34
CHUA KENG LOY	250,000	0.24
LOW SHAO KHANG GERARD	220,000	0.21
TOTAL	101,541,483	96.35

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of the Company will be held by way of electronic means on **Tuesday, 29 September 2020 at 11.00 a.m.** for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors’ Statement and Independent Auditor’s Report thereon. **Resolution 1**
2. To approve the Directors’ fees of S\$83,000 for the financial year ending 31 March 2021 (financial period ended 2020: S\$83,000). **Resolution 2**
3. To re-elect Mr Chan Wen Chau who is retiring pursuant to Article 107 of the Company’s Constitution.
(See Explanatory Note 1) **Resolution 3**
4. To re-elect Mr Leow Wee Kia Clement who is retiring pursuant to Article 107 of the Company’s Constitution.
(See Explanatory Note 2) **Resolution 4**
5. To approve the appointment of Mr Leow Wee Kia Clement as an Independent Director in anticipation of Rule 406(3)(d)(iii) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited that will take effect on 1 January 2022.
(See Explanatory Note 3) **Resolution 5**
6. To re-appoint Nexia TS Public Accounting Corporation as the Auditors of the Company and authorise the Directors to fix their remuneration. **Resolution 6**
7. To transact any other ordinary business which may be properly transacted at an AGM.

SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolution, with or without modifications:

8. Authority to allot and issue shares

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Catalist Rules”), the Directors of the Company be authorised and empowered to: **Resolution 7**

- (a) (i) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding that the authority conferred by this Resolution 7 may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution 7 was in force,

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution 7 (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution 7), shall not exceed one hundred per cent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 7) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution 7) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution 7 is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution 7, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;Any adjustments made in accordance with sub-paragraphs (b)(i) or (b)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution 7.
- (c) in exercising the authority conferred by this Resolution 7, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this Resolution 7 shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
(See Explanatory Note 4)

By Order of the Board

Chan Kee Sieng
Executive Chairman
Singapore
11 September 2020

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

Explanatory Notes:

1. Ordinary Resolution 3 - Mr Chan Wen Chau will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company. Detailed information on Mr Chan Wen Chau can be found in the Annual Report 2020. Save as disclosed therein, there are no other relationships (including immediate family relationships) between Mr Chan Wen Chau and the other Directors of the Company, the Company or its 10% shareholders.
2. Ordinary Resolution 4 - Mr Leow Wee Kia Clement will, upon re-election as a Director of the Company, remain as the Lead Independent Director as well as the Chairman of the Nominating and Remuneration Committees and a member of the Audit Committee. Mr Leow Wee Kia Clement is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Leow Wee Kia Clement can be found in the Annual Report 2020. There are no relationships (including immediate family relationships) between Mr Leow Wee Kia Clement and the other Directors of the Company, the Company or its 10% shareholders.
3. Ordinary Resolution 5 - Notwithstanding that Rule 406(3)(d)(iii) of the Catalist Rules of SGX-ST has yet to take effect, Mr Leow Wee Kia Clement, who has been a Director for an aggregate period of more than 9 years will, subject to the passing of Resolution 3, continue to serve as an Independent Director, until the earlier of his retirement or resignation, or the conclusion of the third AGM following the passing of this resolution. For the purpose of this resolution, the directors and chief executive officer of the Company, and their respective associates are not allowed to vote.

Further information on all the abovementioned directors can be found under the section title "Board of Directors" on pages 5 to 6, "Corporate Governance Report" and "Additional Information" on pages 10 to 30 of the 2020 Annual Report.

4. Ordinary Resolution 7 above, is to authorise the Directors of the Company from the date of the forthcoming AGM until the next AGM of the Company to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of which the total number of shares issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Catalist Rules currently provides for the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings to be calculated on the basis of the total number of issued shares at the time that the Resolution 7 is passed (taking into account the conversion or exercise of any convertible securities or employee share options at the time that the Resolution 7 is passed, which were issued pursuant to previous shareholder approval), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

Notes:

1. The AGM will be convened and held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of Annual General Meeting (the "Notice") and the Company's annual report ("AR") will not be sent to members. Instead, this Notice and AR will be sent to members by electronic means via publication on the Company's website at the URL <http://www.msmmgroup.com> and made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

Notes: (Cont'd)

2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM of the Company to be held on Tuesday, 29 September 2020 at 11:00 a.m. are set out in the Company's announcement dated 11 September 2020 (the "**Announcement**"), which has been uploaded together with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day. The Announcement may also be accessed at the URL <http://www.msmmgroup.com>. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of AGM.

In particular, the AGM will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the AGM through a "live" webcast ("**LIVE WEBCAST**") via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**") via telephone. In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 11:00 a.m. on 25 September 2020, at the URL <https://streaming.sg/msm>. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the AGM by 11:00 a.m. on 29 September 2020.

A member of the Company who registers to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 11:00 a.m. on 25 September 2020 via the following:

- (a) pre-registration link at URL <https://streaming.sg/msm>; or
- (b) email to: msm.agm@msmmgroup.com; or
- (c) post to the registered office at 8 Robinson Road #03-00 ASO Building, Singapore 048544

The Company will endeavor to address all substantial and relevant questions received from Shareholders and publish its response on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <http://www.msmmgroup.com> not later than 72 hours prior to the AGM. Where substantial and relevant questions are unable to be answered prior to the AGM, the Company will address them at the AGM.

3. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

in either case, by 11:00 a.m. on 27 September 2020 being not less than forty-eight (48) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

Notes: (Cont'd)

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorized in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
7. For investors who hold shares through relevant intermediaries, including SRS investors, who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes, at least seven (7) working days before the time appointed for the holding of the AGM (ie. by 11.00 a.m. on 18 September 2020). SRS Investors are requested to contact their respective SRS Operators for any queries they may have with regard to the appointment of the Chairman of the Meeting as proxy for the AGM.

Personal data privacy:

By submitting (a) a proxy form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, or (b) Shareholder particulars for pre-registration to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM or the Announcement, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (i) processing and administration by the Company (or its agents, advisers or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of pre-registration for participation at the AGM for purpose of granting access to Shareholders to the LIVE WEBCAST or AUDIO ONLY MEANS and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the AGM from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM. Accordingly, the personal data of a member (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.

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MSM INTERNATIONAL LIMITED
(Company Registration No.: 200918800R)
(Incorporated in the Republic of Singapore)

PROXY FORM

ANNUAL GENERAL MEETING

This proxy form has been made available on SGXNet and the Company’s website and may be accessed at the URL <http://www.msmmgroup.com/>. A printed copy of this proxy form will NOT be despatched to members of the Company.

IMPORTANT:

- Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in the Company’s announcement dated 11 September 2020 (“Announcement”) which has been uploaded together with the Notice of AGM dated 11 September 2020 on SGXNET on the same day. The Announcement may also be accessed at the Company’s corporate website at the URL <http://www.msmmgroup.com/>. For the avoidance of doubt, the Announcement is circulated together with and forms part of the Notice of AGM dated 11 September 2020 in respect of the AGM.
- A member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
- Please read the notes to this proxy form.

*I/We(Name) (NRIC/Passport No./Company Registration No.)

of (Address)

being a *member/members of MSM INTERNATIONAL LIMITED. (the “Company”, and together with its subsidiaries, the “Group”), hereby appoints the Chairman of the annual general meeting of the Company (the “AGM”), as *my/our proxy to vote for *me/us on *my/our behalf at the AGM to be held by way of electronic means (via LIVE WEBCAST and/or AUDIO ONLY MEANS) on Tuesday, 29 September 2020 at 11:00 a.m. and at any adjournment thereof. *I/We direct the Chairman of the AGM to vote for or against, or abstain from voting on the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the appointment of the Chairman of the AGM as *my/our proxy will be treated as invalid.

All Resolutions put to the vote at the AGM shall be decided by way of poll.

If you wish to exercise all your votes “For” or “Against”, or “Abstain” the relevant Resolutions, please mark an “X” in the appropriate box provided. Alternatively, please indicate the number of votes “For” or “Against”, or “Abstain” each Resolution in the boxes provided as appropriate. If you mark an “X” in the abstain box for a particular Resolution, you are directing your proxy, who is the Chairman of the AGM, not to vote on that Resolution

No.	Ordinary Resolutions	For	Against	Abstain
1.	Adoption of the Audited Financial Statements for the financial year ended 31 March 2020 together with the Directors’ Statement and the Auditors’ Report thereon.			
2.	Approval of the Directors’ fees of S\$83,000 for the financial year ending 31 March 2021.			
3.	Re-election of Mr Chan Wen Chau as a Director of the Company.			
4.	Re-election of Mr Leow Wee Kia Clement as a Director of the Company.			
5.	Approval of the appointment of Mr Leow Wee Kia Clement as the Lead Independent Director in anticipation of Rule 406(3)(d)(iii) of the Listing Manual Section B: Rules of Catalist.			
6.	Re-appointment of Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration.			
7.	Authority to allot and issue shares in the capital of the Company.			

Dated this day of 2020.

Total no. of Shares in	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal of Corporate Member(s)

* Delete where inapplicable



IMPORTANT: PLEASE READ NOTES FOR PROXY FORM OVERLEAF

NOTES FOR PROXY FORM

1. Please insert the total number of shares in the capital of the Company (“**Shares**”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Cap. 289) of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the AGM as proxy shall be deemed to relate to all the Shares held by you.
2. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
3. This instrument appointing the Chairman of the AGM as proxy must:
 - (a) if sent personally or by post, be lodged at the office of the Company’s Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - (b) if submitted by email, be received by the Company’s Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

in either case, by 11:00 a.m. on 27 September 2020 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

4. This proxy form must be under the hand of the appointor or of his/her/its attorney duly authorised in writing.
 - (i) Where this proxy form is executed by a corporation, it must be executed either under its common seal (or otherwise in accordance with its constitution) or under the hand of an officer or attorney duly authorised.
 - (ii) Where this proxy form is executed by an attorney on behalf of the appointor, the letter or the power of attorney or a duly certified true copy thereof must be lodged with this proxy form, failing which the instrument of proxy may be treated as invalid.
5. For investors who hold Shares through relevant intermediaries, including SRS investors, this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors who wish to appoint the Chairman of the AGM as proxy should contact their relevant intermediaries (which would include, in the case of SRS investors, their respective SRS Operators) to submit their votes at least seven (7) working days before the AGM, that is by 18 September 2020.

General:

The Company shall be entitled to reject this proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Notice of AGM dated 11 September 2020.



MSM INTERNATIONAL LIMITED

Company Registration No.: 200918800R

Principal Place of Business:

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