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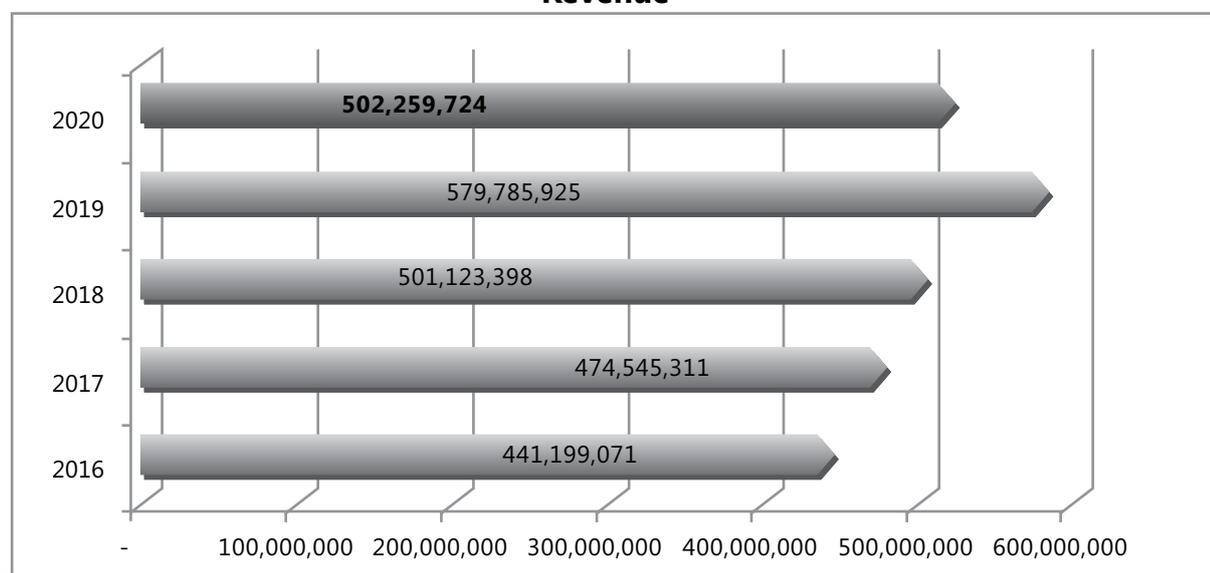
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FINANCIAL HIGHLIGHTS

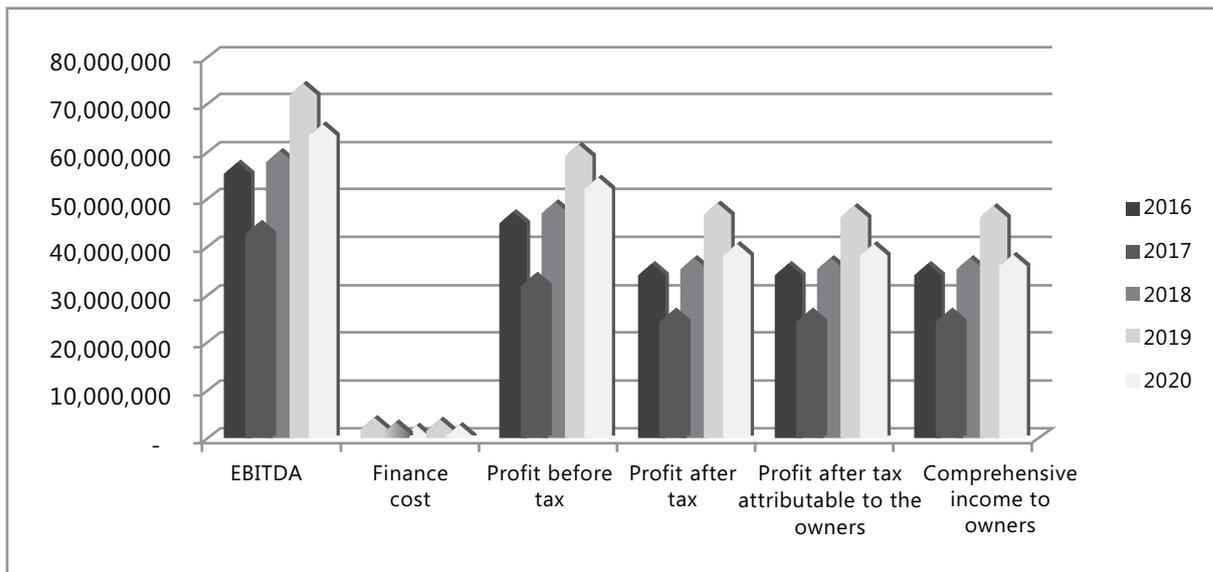
	2016	2017	2018	2019	2020
Statements of Profit or Loss and Other Comprehensive Income:	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue	441,199	474,545	501,123	579,786	502,260
EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortisation)	57,125	44,330	59,700	73,544	66,142
Finance costs	2,760	1,590	1,327	2,288	1,384
Profit before tax	46,791	33,582	48,351	60,522	53,223
Profit after tax	35,443	25,829	36,565	48,194	39,838
Profit after tax attributable to the owners	35,593	25,655	36,224	47,482	39,490
Comprehensive income attributable to the owners	35,737	25,623	36,715	47,739	37,868
Statements of Financial Position:	RM'000	RM'000	RM'000	RM'000	RM'000
Total assets	346,955	394,307	443,842	453,476	470,370
Total borrowings	67,656	43,888	32,412	47,348	42,612
Shareholders' equity	224,260	290,112	314,995	341,467	357,512
Financial Indicators:					
Return on equity (%)	15.80	8.90	11.61	14.11	11.14
Return on total assets (%)	10.21	6.55	8.24	10.63	8.47
Gearing ratio (%)	30.17	15.13	10.30	13.87	11.92
Interest cover (times)	20.70	27.89	44.99	32.15	47.81
Earnings per share (sen)	14.31	8.26	11.67	15.29	12.84
Net assets per share (RM)	0.90	0.93	1.01	1.10	1.16
Gross dividend per share (sen)	1.50	4.00	5.00	6.40	5.42
Gross dividend yield (%)	1.21	3.31	5.21	3.70	2.70
Price Earnings (PE) ratio	8.67	14.64	8.23	11.31	15.65
Share price as at the end of financial year (RM)	1.24	1.21	0.96	1.73	2.01

Revenue

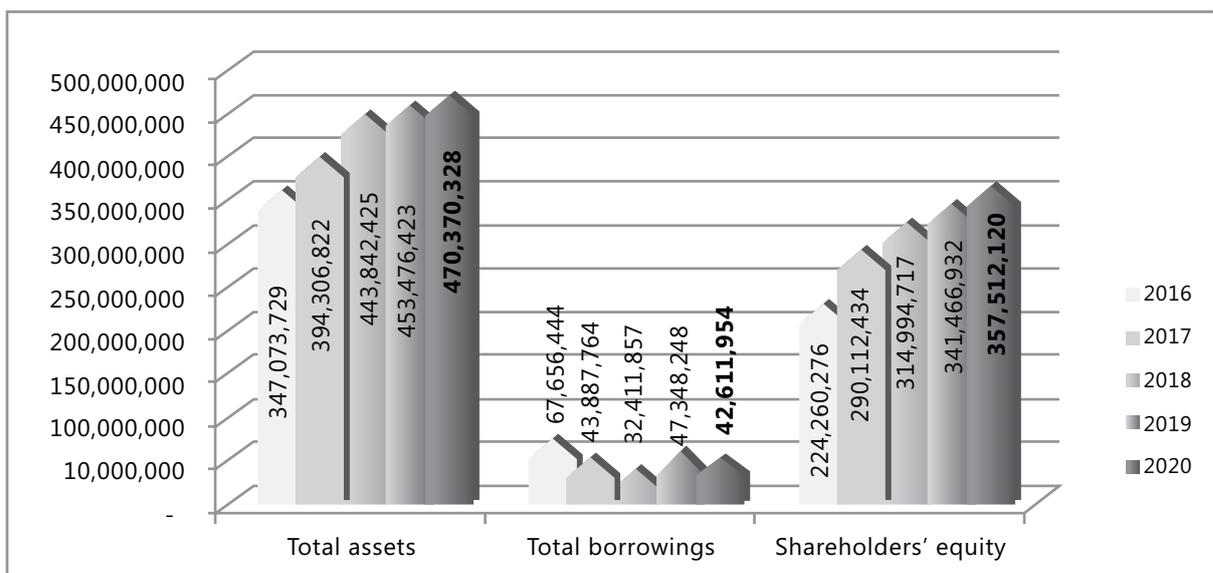


Financial Highlights (Cont'd)

Statements of Profit and Loss and Other Comprehensive Income

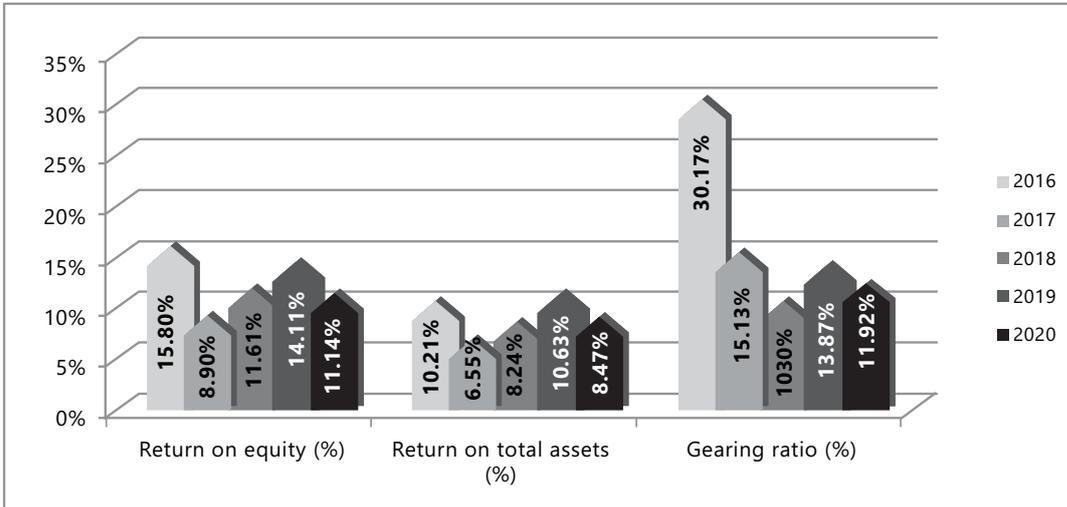


Statements of Financial Position

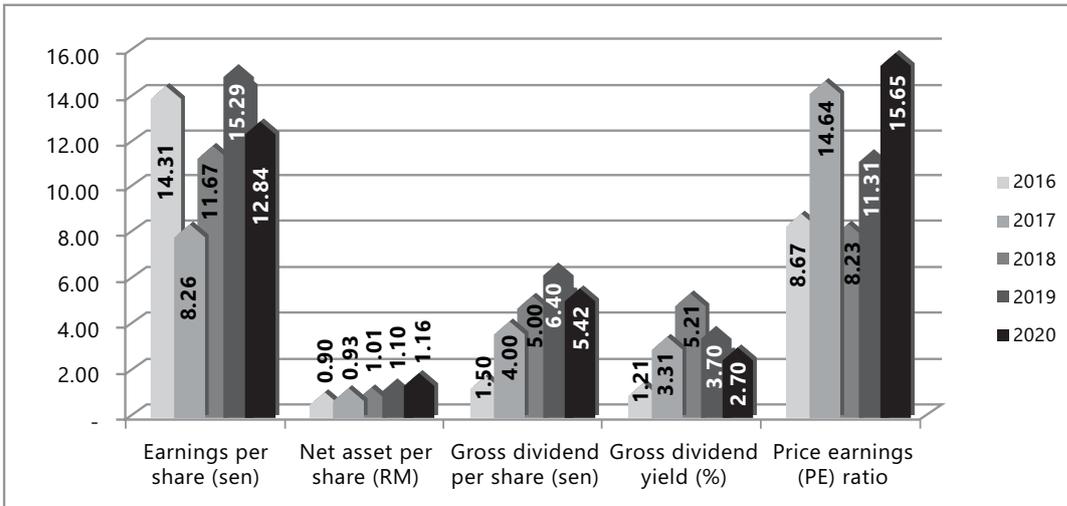


Financial Highlights (Cont'd)

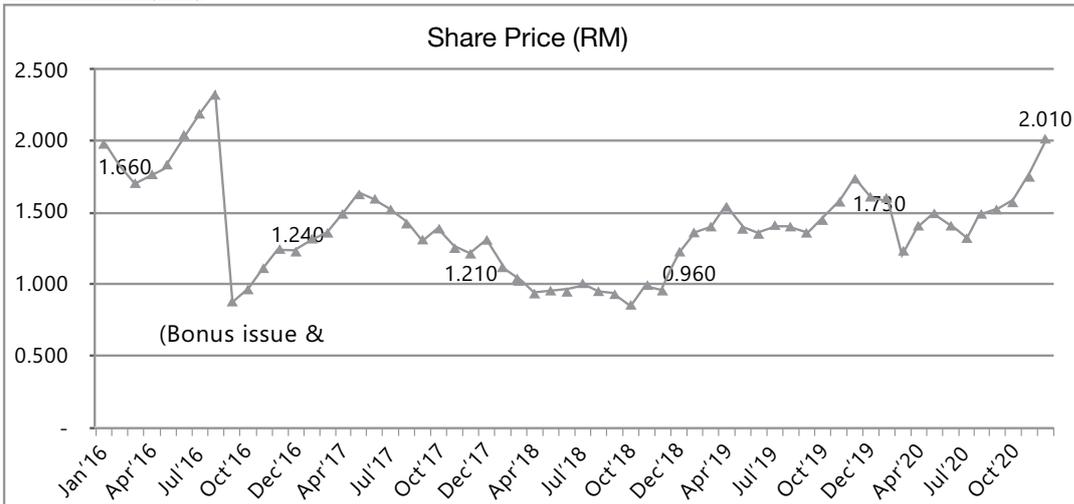
Ratio Analysis (%)



Share Information



Share Price (RM)



STATEMENT ON MANAGEMENT DISCUSSION AND ANALYSIS

The Statement on Management Discussion and Analysis (“MD&A”), which provides an insight of the financial performance of Johore Tin Berhad (“JTB”) and its subsidiaries (“the Group”) for the financial year ended 31 December 2020 (“FYE 2020”). This MD&A also contains information on the Group’s overview of business and operations, current financial position, reviewing of operating activities, assessing the operational risks faced by the Group and discussing the future prospect of the Group.

1. OVERVIEW OF BUSINESS AND OPERATIONS

A. Business and Operations

JTB was incorporated in Malaysia on 22nd November 2000. It was subsequently listed on the Second Board of Kuala Lumpur Stock Exchange in 2003 and transferred to the Main Board of Bursa Malaysia Securities Berhad in 2006.

JTB is an investment holding company with its subsidiaries involved in Tin Cans Manufacturing (“Tin Cans”) segment and the Food and Beverage (“F&B”) segment. The Tin Cans segment involves manufacturing of various tins, cans and other containers and providing tinplates printing services. The F&B segment involves manufacturing and selling of milk and other related dairy products, as well as packing and trading of all types of dairy products.

For Tin Cans segment, most of the customers are locally based, with minor market share in Singapore. The customer base consists of various industries mainly in biscuit, paint and chemical, edible oil and food processing industries. As for the tinplates printing services, most of the printing services are exported within South-East Asia market as well as local market.

Whilst for F&B segment, approximately 80% of the dairy products are exported, mainly to West Africa, South-East Asia Region and American Continent. The dairy products comprise of sweetened condensed milk, evaporated milk as well as milk powder packed in both bulk and consumer packs.

2. REVIEW OF FINANCIAL RESULTS AND FINANCIAL CONDITION

For the year 2020, the Group’s performance was affected by the global COVID-19 pandemic and the first Movement Control Order (MCO 1.0) from 18 March 2020 till 3 May 2020. During this period, output was reduced due to the limitation of production workforce to 50% in accordance to the government guidelines and some local customers which are not in the essential sector were not allowed to operate, thus limiting our sales to this group of companies.

For the FYE 2020, the Group achieved revenue of RM502.26 million as compared to RM579.79 million in the previous financial year, a decreased of RM77.53 million. Profit before tax decreased by RM7.30 million to RM53.22 million as compared to RM60.52 million in the previous financial year.

For Tin Cans segment, the revenue decreased by RM15.73 million to RM115.38 million from RM131.11 million as a result of lower sales from edible oil tin cans and lower local demand directly caused by the COVID-19 restrictions.

As for the F&B segment, the revenue decreased by RM61.80 million to RM386.88 million from RM448.68 million mainly due to lower sales caused by the global COVID-19 pandemic and export shipments delay caused by the shortage of containers globally in 4th quarter of 2020.

Profit before tax of Tin Cans segment decreased by RM3.97 million to RM13.14 million from RM17.11 million, mainly due to lower sales and the burden of higher production overhead costs of full wages paid for workers who did not work during the lockdown period and the increase of raw materials costs in 4th quarter of 2020.

For F&B segment, the profit before tax decreased by RM3.99 million to RM41.80 million from 45.79 million mainly due to lower revenue.

Statement on Management Discussion and Analysis (Cont'd)

2. REVIEW OF FINANCIAL RESULTS AND FINANCIAL CONDITION (CONT'D)

The Group's total assets in the FYE 2020 increased by RM16.89 million to RM470.37 million from RM453.48 million in the previous financial year. The increase in total assets was mainly from the net receipts in cash and bank balances of RM25.37 million from the customers in the FYE 2020.

For the FYE 2020, the total borrowings decreased by RM2.36 million to RM42.61 million from RM47.35 million mainly due to lower short-term trade financings through revolving credits and reducing in term loan interest. As a result, the gearing ratio decreased by 1.95% to 11.92% from 13.87%.

On the investor's perspective, the return on equity decreased by 2.97% to 11.14% from 14.11% mainly due to lower revenue in the FYE 2020. The return on total assets decreased by 2.16% to 8.47% from 10.63% mainly due to lower production output and limitation of workforce in the production during the MCO period implemented by the government, resulted in lower revenue.

Lower interest coverage ratio of approximately 48 times in the FYE 2020 as compared to 32 times in the previous financial year, which reflecting the Group's ability to pay off its debts against current year's profit.

As for share information, the Earnings per share ("EPS") is 12.84 sen for the FYE 2020 as compared to 15.29 sen in the previous financial year. The net assets per share ("NAPS") increased by 6 sen to RM1.16 for the FYE 2020 against RM1.10 in the previous financial year. The price earnings ("PE") ratio is 15.65 for the FYE 2020 as compared to 11.31 in the previous financial year. The share price in the FYE 2020 and in the previous financial year was at RM2.01 and RM1.73 respectively.

The summary of the financial indicators is highlighted on pages 2 to 4 of this Annual Report.

3. REVIEW OF OPERATING ACTIVITIES

The main factors that affected the operating activities in the Tin Cans segment are higher production overhead costs and increased in raw materials prices.

The COVID-19 pandemic first hit Malaysia in 2020 and the government subsequently implemented MCO to curb the outbreak of COVID-19, by instructing the closure of non-essential sectors and the workforce was limited by 50% in the production. On the other hand, the labour cost increased due to full wages that were paid to workers who did not work during the lockdown period and the fixed overhead costs incurred which was not fully absorbed due to the lower production output.

The increased in global steel prices lead to our raw materials costs increase in the 4th quarter 2020 but the price adjustments to our customers will only be reflected in the later months. Furthermore, the weakening of Ringgit Malaysia ("RM") against United States Dollar ("USD") has brought about an increase in the manufacturing costs from imported raw materials. The Management is always vigilant in monitoring the cost of manufacturing to stay competitive in the industry.

As for F&B segment, the main factors that affected the operating activities were volatility in raw materials prices and higher freight costs coupled with tight availability of shipping containers.

The prices of dairy and sugar remain volatiles and it will affect the manufacturing costs significantly. This posed a challenge to the management in deciding the quantity and timing of the purchase of these raw materials. As such, the management is in constant contacts and dialogues with the suppliers and traders to gauge the situation of the market in order to make the purchase decisions.

As for the freight costs, the shortage of shipping containers globally leads to higher freight costs and this was the main reason for the shipment delay to overseas market in the 4th quarter 2020. This affects our export sales in the short term and the Management is optimistic that the export sales demand will increase once the shipping issues are resolved.

Statement on Management Discussion and Analysis (Cont'd)

4. REVIEW OF OPERATIONAL RISKS

The following are the main factors that may affect the operational risks of the Group:

A. Business Risk

The Group's revenue and operating results could be adversely affected by many factors which include, amongst others, the costs of raw materials, costs of labour as well as maintenance costs of equipment and machineries.

The Group attempts to mitigate these risks by continuously monitoring the prices of key raw materials, expanding the pool of suppliers and customers whilst continuing to establish long-term business relationship with the existing suppliers and customers, expanding the existing business by enhancing the Group's strength and developing new products. However, we cannot provide any assurance that the above-mentioned measures will be successful in mitigating the adverse effect of business risks mentioned on the materiality of the financial position and performance of the Group.

B. Political, Economic and Regulatory Considerations

The Group's business, prospects, financial condition and level of profitability may be affected by developments in the economic, political and regulatory environment in Malaysia and other countries in which the Group's products have market presence. Any adverse developments or uncertainties in these factors could materially or adversely affect the profitability and business prospects of the Group.

Political and economic uncertainties include but not limited to risk of war, global economic downturn, expropriation, nationalisation, changes in political leadership, changes in investment policies, unfavourable changes in government policies such as changes in interest rates, method of taxation, exchange controls or the introduction of new regulations, import duties and tariffs and re-negotiation or nullification of existing contracts.

The Group will continue to adopt effective measures such as prudent management and efficient operating procedures to mitigate these factors that will affect the Group's business.

C. Competition Risks

The Group faces competition from both new entrants and existing players which offer similar products. High product quality, manufacturing efficiency, marketing, reasonable pricing and ranges of products are critical factors towards ensuring the success and sustainability of the business.

The Group will continue to take strategic measures and continuous review of the operational efficiency to move ahead of competition by addressing the factors above. Whereas for the F&B segment, the barriers to entry are mainly the relative high capital investment to set up the manufacturing facilities, established distribution channels, compliance with stringent safety standards and strong research and development capabilities.

As the Group already has existing manufacturing plants with established distribution channels, the Group does not foresee immediate threat of new entrants that will significantly affect the Group's business. The Group hopes to be able to maintain its market share.

D. Foreign Exchange Risks

The Group is exposed to foreign exchange risks on sales and purchases that are denominated in a currency other than RM. The currencies giving rise to this risk are primarily in USD.

The Group will continue to evaluate the need of utilising financial instruments to hedge the currency exposure, taking into consideration the currency involved, exposure period and transaction costs. There can be no assurance that any change in exchange rates will not have a material or adverse effect on the financial position and performance of the Group.

Statement on Management Discussion and Analysis (Cont'd)

4. REVIEW OF OPERATIONAL RISKS (CONT'D)

E. Dependence on Key Management and Skilled Personnel

The Group's continued success will depend upon, to a certain extent, the skills, experiences, abilities and continued efforts of the key management personnel. The loss of key management personnel in the Group may have an adverse impact on the performance of the Group.

The Group recognises the importance of attracting and retaining the key management personnel to support the business operations. The Group presently has in place, human resources strategies which include providing competitive and performance-based remuneration and providing employees with a variety of on-going training programmes to upgrade their knowledge and capabilities.

However, we cannot provide any assurance that the above measures will be successful in attracting and retaining the key management personnel.

5. FORWARD-LOOKING STATEMENTS

Moving forward into year 2021, the Group holds its view that the businesses will begin to normalise as countries around the world, including Malaysia, learn to live with the effect of Covid-19 and as the populations receive vaccine. Commodities prices are expected to remain volatile and will cause volatility of raw material prices and global economic uncertainties.

For Tin Cans segment, demand is expected to grow marginally in this matured and stable industry but will remain challenging in the short-term. Raw material prices are expected to continue the upward trend and the high freight costs will put additional pressure on the profit margin in the short term.

On the other hand, the demand for F&B segment remains strong although the market is highly competitive. The continued volatility of dairy products prices and the higher priced local sugar compared to international prices creates a challenging environment especially for sweetened condensed milk export to outside Malaysia. However, the Group believes that this business segment will still be able to sustain its profitability.

Regarding the Group's joint venture in Mexico, the factory building is completed in 2020 and the equipment are also installed. But due to the COVID-19, commissioning and trial productions are much delayed as travel restrictions affected plans for engineers and process experts from travelling to the factory in Mexico for the initial start-ups. The trial runs are ongoing but at a much slower pace.

Barring any unforeseen circumstances, the Board believes that the overall prospects and future financial performance of the Group is expected to be favourable in the mid-term.

The Group, although without a dividend policy, intends to declare dividends depending on the Group's profits generated during each financial period/year, by taking into consideration the expansion plan and future investments on capital expenditure. For the FYE 2020, the total dividends of 5.42 sen (2019: 6.4 sen) per ordinary share had been declared and paid to the shareholders amounting to RM16.68 million (2019: RM19.87 million). Dividend yield decreased by 1.01% from 3.70% to 2.70%.

This forward-looking statement is based on current expectations and assumptions made by the Board through the analysis of historical information and trends. The Board is under no obligation to and expressly disclaims any obligation to, update or alter its forward-looking statements, whether as a result of new information, subsequent events or otherwise.

This statement is made in accordance with a Board resolution dated 5 May 2021.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Datuk Kamaludin Bin Yusoff

(Chairman/Senior Independent Non-Executive Director)

Mr. Edward Goh Swee Wang

(Chief Executive Officer)

Mr. Yeow Ah Seng @ Yow Ah Seng

(Executive Director)

Mr. Ng Keng Hoe (Huang Qinghe)

(Executive Director)

Mr. Siah Chin Leong

(Independent Non-Executive Director)

Ms. Ng Lee Thin

(Independent Non-Executive Director)

AUDIT COMMITTEE

Mr. Siah Chin Leong (Chairman)

Datuk Kamaludin Bin Yusoff

Ms. Ng Lee Thin

NOMINATION COMMITTEE

Datuk Kamaludin Bin Yusoff (Chairman)

Mr. Siah Chin Leong

Ms. Ng Lee Thin

COMPANY SECRETARY

Ms. Yong May Li (LS0000295)

Ms. Wong Chee Yin (MAICSA 7023530)

EXTERNAL AUDITORS

Crowe Malaysia PLT

201906000005 (LLP 0018817-LCA) & AF1018

Chartered Accountants

Muar Office

No. 8 (2nd Floor), Jalan Pesta 1/1

Taman Tun Dr. Ismail Jalan Bakri

84000 Muar, Johor

Tel: +60(6) 952 9939

Fax: +60(6) 952 7328

PRINCIPAL BANKERS

AmBank (M) Berhad

Hong Leong Bank Berhad

Public Bank Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad

Stock Name : JOHOTIN

Stock Code : 7167

Website : <http://www.johoretin.com.my>

E-mail : jtb@johoretin.com.my

REMUNERATION COMMITTEE

Ms. Ng Lee Thin (Chairman)

Mr. Siah Chin Leong

Datuk Kamaludin Bin Yusoff

RISK MANAGEMENT COMMITTEE

Mr. Siah Chin Leong (Chairman)

Mr. Edward Goh Swee Wang

Ms. Ng Lee Thin

Ms. Lisa Goh Li Ling (Operations Manager)

Mr. Leo Aun Foo (Group Finance Manager)

SHARE REGISTRAR

Tricor Investor & Issuing House Services

Sdn. Bhd. [Reg. No.: 197101000970 (11324-H)]

Unit 32-01, Level 32, Tower A

Vertical Business Suite

Avenue 3, Bangsar South

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Fax : +60(3) 2783 9222

E-mail : is.enquiry@my.tricorglobal.com

REGISTERED OFFICE

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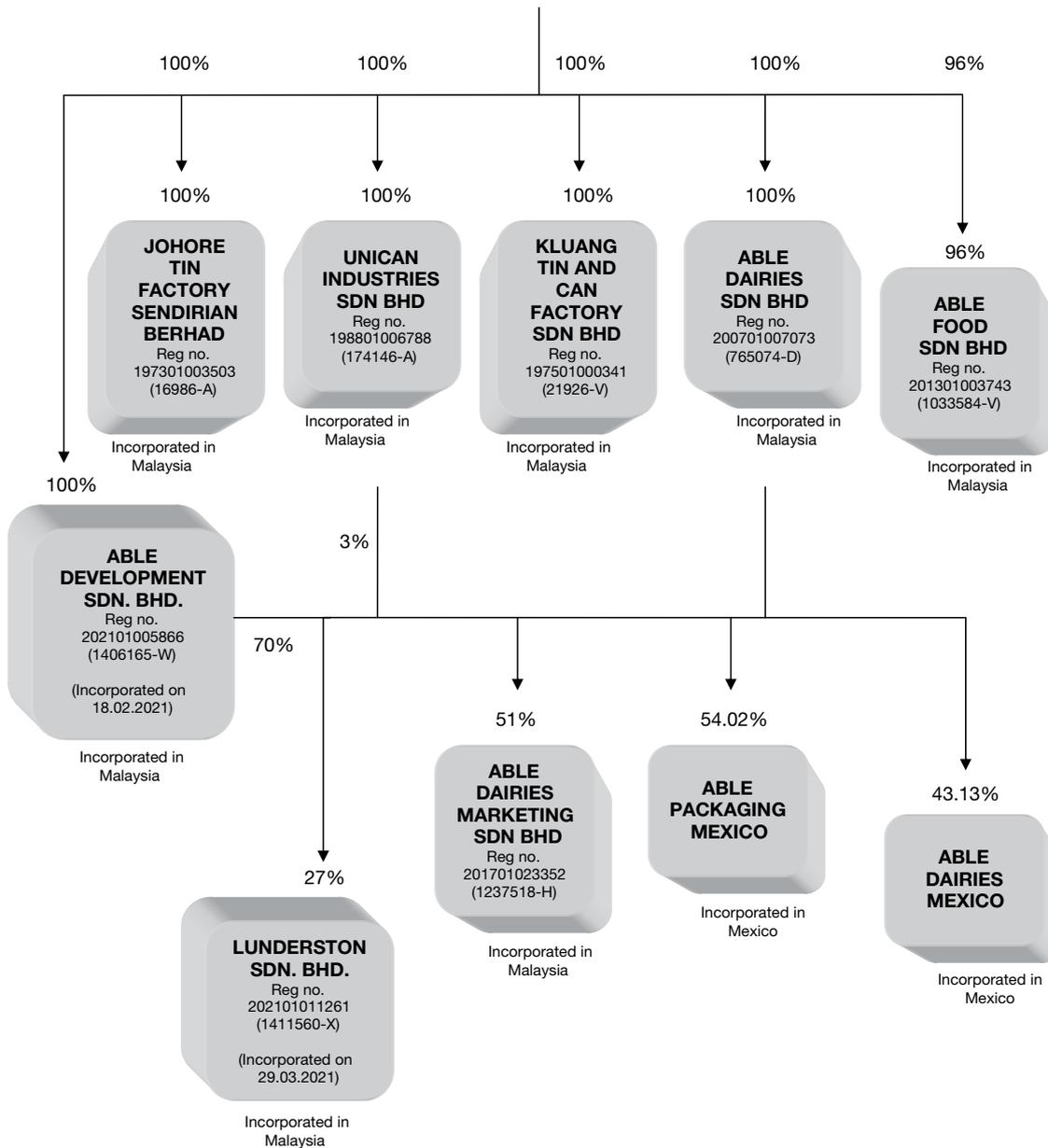
Fax : +60(7) 332 8096

E-mail : info@my.tricorglobal.com

CORPORATE STRUCTURE



JOHORE TIN BERHAD
 Reg No. 200001029963
 (532570-V)
 Incorporated in Malaysia



PROFILE OF BOARD OF DIRECTORS

Datuk Kamaludin Bin Yusoff

Senior Independent Non-Executive Director (Chairman)

Nationality	: Malaysian
Age/Gender	: 73/Male
Date of Appointment	: 11 August 2008 28 April 2010 (Chairman)
Qualification	: Bachelor of Arts (Hons) in History from University Malaya, Kuala Lumpur (1974)
Working experience and occupation	: Started his career as Administration & Diplomatic Officer in the public sector in 1974 and has served in various positions with Ministry of Finance, Ministry of Defence, Road Transport Department and Ministry of Entrepreneur Development
Member of board committees	: <ul style="list-style-type: none"> • Nomination Committee (Chairman) • Audit Committee (Member) • Remuneration Committee (Member)
Other directorship in public companies and listed issuers	: Yoong Onn Corporation Berhad
Family relationship with any director and/or major shareholder of JTB	: No
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No
Number of board meetings attended in the financial year	: 4

Siah Chin Leong

Independent Non-Executive Director

Nationality	: Malaysian
Age/Gender	: 58/Male
Date of Appointment	: 18 March 2014
Qualification	: Bachelor of Arts in Political Science from York University, Canada (1982 - 1985)
Working experience and occupation	: <ul style="list-style-type: none"> • Started as Manager in 1988 at the subsidiary of Tasek Maju Realty Sdn. Bhd., a Property Developer and promoted as Executive Director in 1990 • Subsequently, joined Daiman Development Berhad, a Property Developer as General • Currently, he is an Advisor of S & L Vintners, a Wine Importer
Member of board committees	: <ul style="list-style-type: none"> • Audit Committee (Chairman) • Risk Management Committee (Chairman) • Remuneration Committee (Member) • Nomination Committee (Member)
Other directorship in public companies and listed issuers	: No
Family relationship with any	: No
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No
Number of board meetings attended in the financial year	: 4

Profile of Board of Directors

(Cont'd)

Ng Lee Thin

Independent Non-Executive Director

Nationality	: Malaysian
Age/Gender	: 54/Female
Date of Appointment	: 6 May 2014
Qualification	: <ul style="list-style-type: none"> • Bachelor of Economics (Hons) from University Utara Malaysia (1992) • Member of the Malaysian Institute of Accountants (“MIA”) • Fellow Member of the Association of Chartered Certified Accountants (“FCCA”)
Working experience and occupation	: <ul style="list-style-type: none"> • She has more than 20 years of experience in the field of corporate finance, auditing, accounting and taxation • She was the Financial Controller of Binaik Equity Bhd. for 9 years (2001 - 2009) before set up her own firm, Yellow Tax Services Sdn. Bhd. and NLT & Co. in year 2012 and 2015 respectively. Prior to that, she worked with Ernst & Young (1996 - 2001), Chiang & Chiang (1994 - 1995) and Artwright Marketing Sdn. Bhd. (1992 - 1994)
Member of board committees	: <ul style="list-style-type: none"> • Remuneration Committee (Chairman) • Audit Committee (Member) • Nomination Committee (Member) • Risk Management Committee (Member)
Other directorship in public companies and listed issuers	: No
Family relationship with any	: No
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No
Number of board meetings attended in the financial year	: 4

Edward Goh Swee Wang

*Chief Executive Officer (“CEO”)**

Nationality	: Malaysian
Age/Gender	: 58/Male
Date of Appointment	: 31 December 2002
Qualification	: Bachelor of Science Degree in Mechanical Engineering and a Master Degree in Business Administration from the Oklahoma State University, United States of America (1988)
Working experience and occupation	: <ul style="list-style-type: none"> • More than 30 years of working experience in tin can industry • Oversees company planning, development, marketing and overall management
Member of board committees	: Risk Management Committee (Member)
Other directorship in public companies and listed issuers	: No
Family relationship with any	: Son to Mr. Goh Mia Kwong who is a major shareholder of Johore Tin Berhad (“JTB”)
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No
Number of board meetings attended in the financial year	: 4

Profile of Board of Directors (Cont'd)

Yeow Ah Seng @ Yow Ah Seng

*Executive Director**

Nationality	: Malaysian
Age/Gender	: 68/Male
Date of Appointment	: 31 December 2002
Qualification	: Supervision of factory operations and sales
Working experience and occupation	: <ul style="list-style-type: none"> Started his career in the tin can manufacturing industry since 1983 Joined Kluang Tin And Can Factory Sdn. Bhd. (a subsidiary of JTB) in 1988 as Executive Director Subsequently appointed as Deputy Managing Director (2015) and Managing Director (2019) until now
Member of board committees	: No
Other directorship in public companies and listed issuers	: No
Family relationship with any director and/or major shareholder of JTB	: No
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No
Number of board meetings attended in the financial year	: 4

Ng Keng Hoe (Huang Qinghe)

*Executive Director**

Nationality	: Singaporean
Age/Gender	: 47/Male
Date of Appointment	: 1 June 2016
Qualification	: Double Degree in Chemical Engineering (Hons) and Bachelor of Commerce, major in Finance and Marketing from University of Sydney, Sydney (1999)
Working experience and occupation	: <ul style="list-style-type: none"> Started his career as Chemical Engineer in Sime Darby Edible Products Pte. Ltd. (2000 - 2004) Subsequently, set up his own company, Able Perfect Sdn. Bhd. as President and Chief Executive Officer
Member of board committees	: No
Other directorship in public companies and listed issuers	: No
Family relationship with any	: No
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No
Number of board meetings attended in the financial year	: 4

* *Mr. Edward Goh Swee Wang is also a Key Senior Management of Uican Industries Sdn. Bhd. (a subsidiary of JTB)*

* *Mr. Yeow Ah Seng @ Yow Ah Seng is also a Key Senior Management of Kluang Tin and Can Factory Sdn. Bhd. (a subsidiary of JTB)*

* *Mr. Ng Keng Hoe is also a Key Senior Management of Able Dairies Sdn. Bhd., Able Food Sdn. Bhd. and Able Dairies Marketing Sdn. Bhd. (the subsidiaries of JTB)*

PROFILE OF KEY SENIOR MANAGEMENT

Goh Mia Kwong

Executive Director

Nationality	: Malaysian
Age/Gender	: 82/Male
Date of Appointment	: 31 December 1973
Qualification	: Management of factory operations and marketing
Working experience and occupation	: <ul style="list-style-type: none"> • More than 40 years of working experience in tin can industry • Oversees company planning, development, marketing and overall management of Johore Tin Factory Sdn. Bhd. (a subsidiary of JTB)
Member of board committees	: No
Other directorship in public companies and listed issuers	: No
Family relationship with any director and/or major shareholder of JTB	: Father to Mr. Edward Goh Swee Wang who is the CEO of JTB
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No

Oh Tat Hooi

Executive Director

Nationality	: Malaysian
Age/Gender	: 53/Male
Date of Appointment	: 1 February 2013
Qualification	: <ul style="list-style-type: none"> • Graduated in Chartered Institute of Marketing, Selangor (CIM) (1995) • Member of Institute of Marketing Malaysia (IMM) (2004)
Working experience and occupation	: <ul style="list-style-type: none"> • Started his career as Planner in tin can industry since 1989 • Oversees factory operations, sales and marketing as well as in-charge of plant set-up • He has more than 15 years of working experience in tin can industry and 8 years in dairy operations • Appointed as General Manager, jointly set up with JTB in incorporating Able Food Sdn. Bhd. (a subsidiary of JTB) in 2013
Member of board committees	: No
Other directorship in public companies and listed issuers	: No
Family relationship with any	: No
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No

Profile of Key Senior Management (Cont'd)

Leo Aun Foo

Group Finance Manager

Nationality	: Malaysian
Age/Gender	: 44/Male
Date of Appointment	: 17 November 2008
Qualification	: <ul style="list-style-type: none"> • Professional Degree in the Association of Chartered Certified Accountants ("ACCA") • Member of the Malaysian Institute of Accountants ("MIA") • Fellow Member of the Association of Chartered Certified Accountants ("FCCA")
Working experience and occupation	: <ul style="list-style-type: none"> • Started his career as Audit Assistant in audit firm (1997 - 1998) after completed LCCI Diploma in Accounting • Further studied and graduated from ACCA (1999 - 2003) • Worked as Accounts Receivable Executive under Credit Control Department in hospitality industry (2003 - 2005) • Re-employed in former audit firm as Audit Manager (2006 - 2008) • Joined the Company (JTB) as Group Accountant (2008) and subsequently promoted as Group Finance Manager (2013) until now
Member of board committees	: <ul style="list-style-type: none"> • Risk Management Committee (Member)
Other directorship in public companies and listed issuers	: No
Family relationship with any director and/or major shareholder of JTB	: No
Conflict of interests with JTB	: No
Conviction for offences within the past 5 years, other than traffic offences	: No

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are required to prepare the financial statements of the Group and of the Company, in accordance with the provisions of the Companies Act 2016 and applicable approved accounting standards in Malaysia, so as to give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year, and of the results and cash flows for the financial year then ended.

In preparing the financial statements, the Directors have ensured:

- Adopted appropriate accounting policies and applying them consistently;
- Reasonable and prudent judgments and estimates are made; and
- Applicable approved accounting standards in Malaysia have been followed.

The Directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy the financial position of the Group and of the Company, and which enables them to ensure that the financial statements comply with the Companies Act 2016.

The Directors also have overall responsibility for taking such steps that are reasonably available to them to safeguard the assets of the Group, to prevent and detect fraud and other irregularities.

This statement is made in accordance with a Board resolution dated 5 May 2021.

SUSTAINABILITY STATEMENT

The Board of Directors (“the Board”) recognises the importance of corporate social responsibility and the increasing demand from the stakeholders to focus more on social aspects of the business. The objective is to improve the Group’s awareness of risks and opportunities in term of material Economic, Environmental and Social, so that to create the benefits and long-term value to the stakeholders and society at large. As a result, the Board has delegated the role and responsibility to the Risk and Management Committee (“RMC”) to identify, monitoring and managing those sustainability matters of the risks and opportunities relating to the Group’s business and operations as a whole.

The following statement, as sets out the manner in which the Group has applied the relevant information and guidance from the Sustainability Reporting Guide (“the Guide”) issued by the Bursa Malaysia Securities Berhad (“Bursa Securities”) and the extent of compliance recommendation advocated therein pursuant to paragraphs 9.45(2) and paragraph 29, Part A of Appendix 9C, as well as paragraph 6.2 of Practice Note 9 of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Securities.

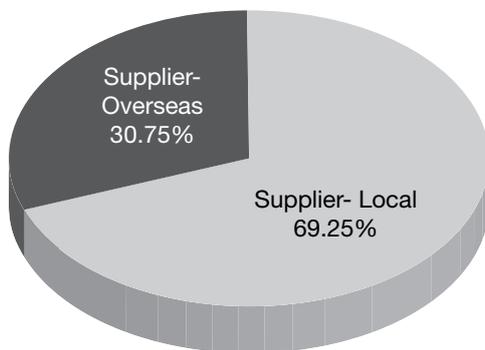
A. ECONOMIC

1. Procurement Practice

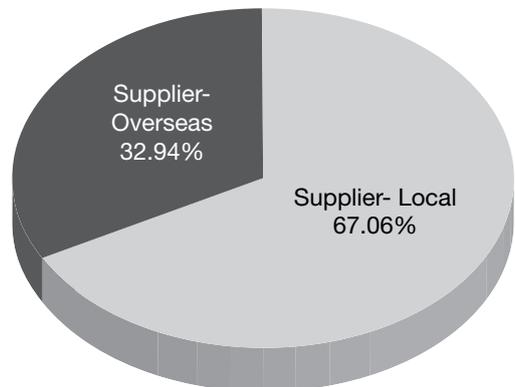
The Board believes that the practice of supporting local suppliers could lead to job creations and therefore, improving the unemployment rate of the country and sustaining growth in the local economy.

In 2020, the total number of local suppliers has increased by 2.19% to 69.25% as compared to 67.06% in the previous year. The Group is putting the effort to adhere to the target of 70% that our products supplies come from local suppliers. Searching for good supplier is not an easy task, as we need to ensure the goods supplies are with good quality, on timely delivery and competitive price, so that we can collaborate and maintain well partnership in the long term. Certain machine parts are not able to get them locally, but our priority will be local suppliers, provided the local suppliers can meet our requirements.

Procurement Practice 2020



Procurement Practice 2019



Sustainability Statement

(Cont'd)

B. ENVIRONMENTAL

1. Compliance (Environmental)

The Board places high importance in maintaining the compliance under the Environmental Quality Act, 1974 ("EQA"). Non-compliance may lead to impaired reputation and the additional costs for potential clean-up and unnecessary penalties imposed.

In 2020, the project to improve the ventilation exhaust system of the printing department has been completed which provide a better working environment to the employees and to the general environment of the surrounding areas.

Currently, our Group is more focus on safety and health issues which resulted from the outbreak of the COVID-19 pandemic. Certain measures (such as wearing mask, sanitizers supplies, temperature machine and air purifiers) and standard operating procedures are in-placed to prevent the wide spread of virus within the compound of the factory and to follow strictly with the Government's regulations and announcements.

At the same time, the Group recognises the importance of waste management which directly impact the environment if the waste disposals are not handled properly. Thus, the Group has identified different type of wastes (such as paper/packaging, metal scraps, chemical waste, food residue and etc) and to segregate the waste into different bins so that the employees will have the awareness towards global warnings and to minimise the impact to the environment for future generations.

The Board will continue its efforts to ensure compliance to the relevant environmental laws and regulations, with the target of no penalty from the relevant authorities, both monetary value of fines and non-monetary sanctions.

C. SOCIAL

1. Labour Practices

The Board continues to provide briefings and on-job trainings to the employees to enhance the technical knowledge and practical experience in their respective working environment. The Board believes that employees are an important assets to the Group in order for continuing growth in the long run.

An average of 5.07 hours per training hour per annum was provided to employees during the financial year of 2020 as compared to an average of 4.72 hours per training hour per annum in the previous financial year. This falls short of our target of an average of 6.5 hours, and the shortfall is mainly due to the effect of COVID-19 pandemic which limit the workforce in the production and office personnel during the MCO periods, as most our briefings and trainings are provided internally. However, the Management is continuing its effort to maintain high quality of workforce in the long run by upgrading the workers job knowledge and experience in handling day-to-day operations.

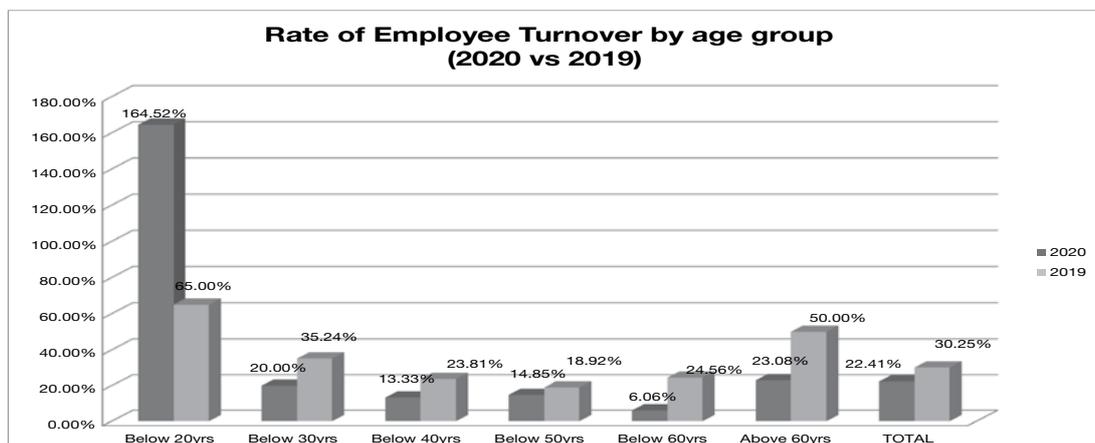
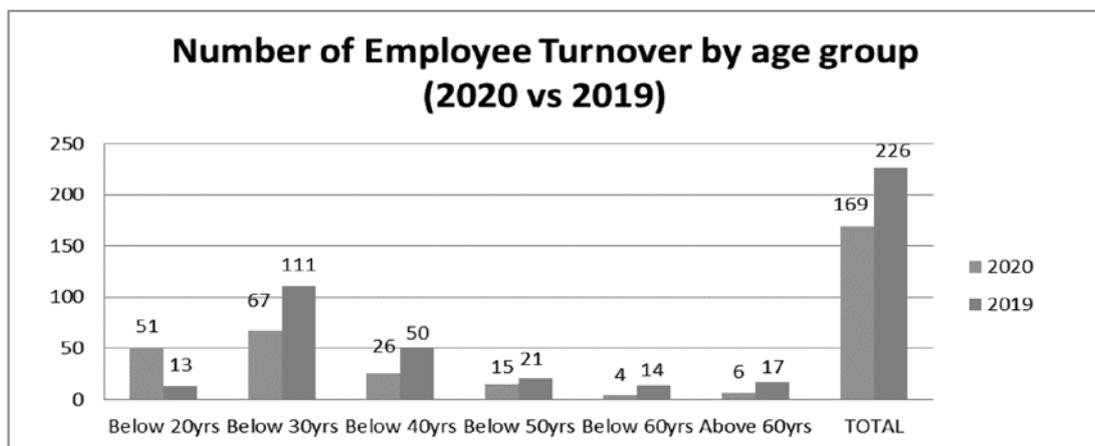
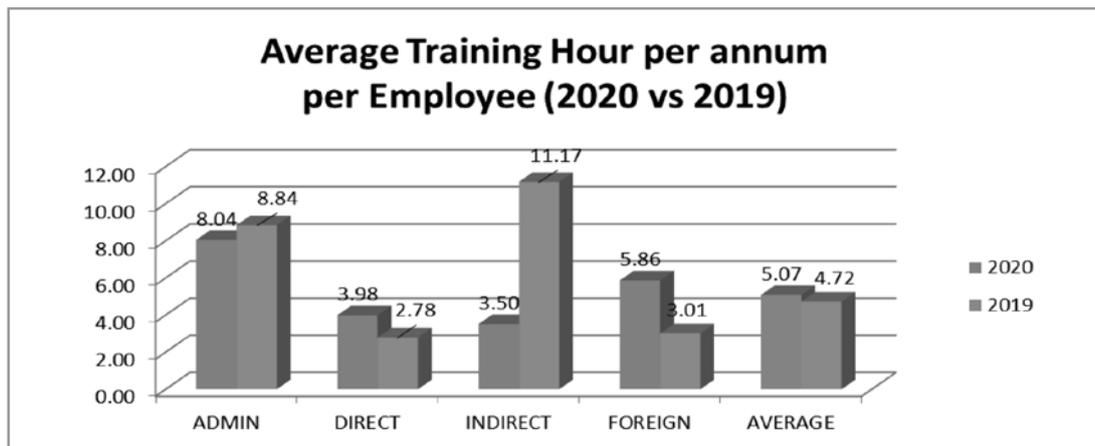
The Board has set an employee turnover rate below 30%. In 2020, the overall employee turnover is 22.41% which had been achieved the target set as compared to 30.25% in the previous financial year. The decrease was mainly due to the Group has hired more local employees as compared to previous year, as local employees require job security instead of as job seekers during the MCO period. Nevertheless, the Board continues monitoring the staff turnover in 2020 and will maintain the target of 30%.

Sustainability Statement (Cont'd)

C. SOCIAL (CONT'D)

1. Labour Practices (Cont'd)

The following are the diagrams indicate the average training hour per annum per employee and rate of employee turnover (by age group and gender) for 2020 as compared to 2019 for reference:

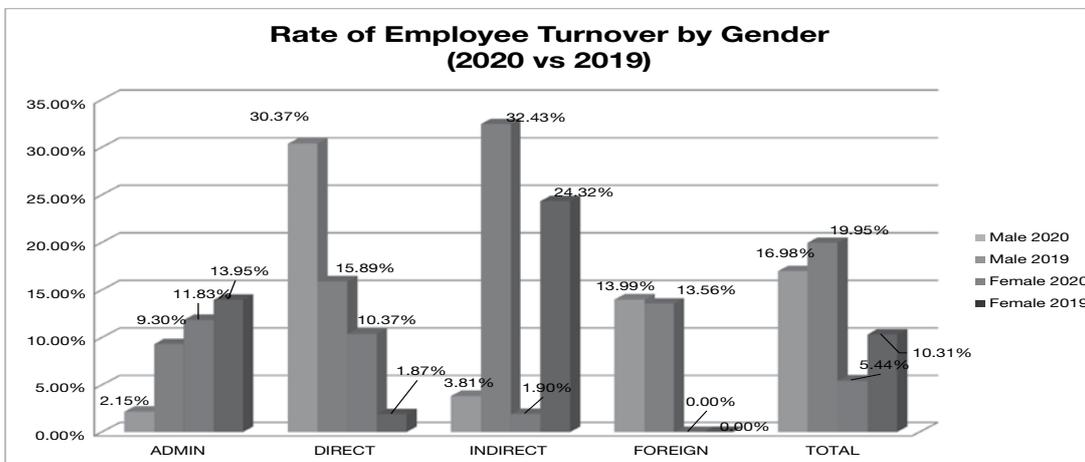
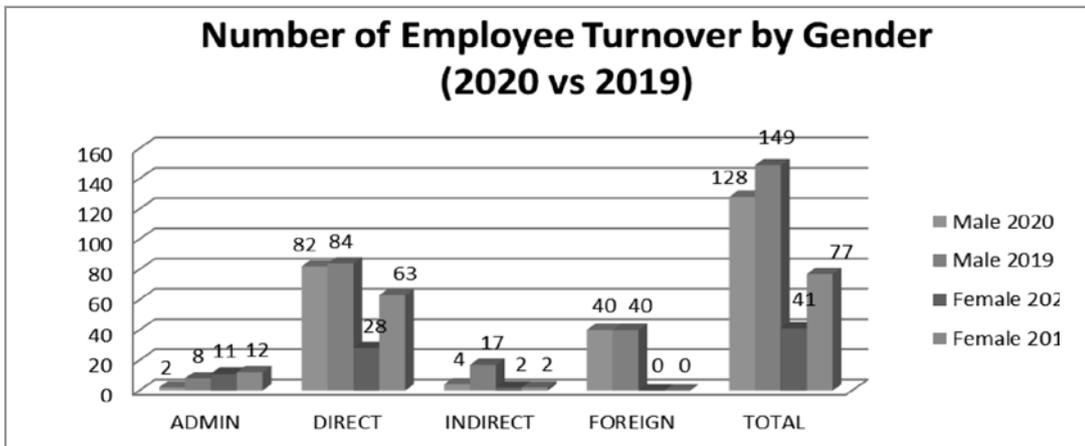


Sustainability Statement (Cont'd)

C. SOCIAL (CONT'D)

1. Labour Practices (Cont'd)

The following are the diagrams indicate the average training hour per annum per employee and rate of employee turnover (by age group and gender) for 2020 as compared to 2019 for reference: (Cont'd)



2. Corporate Social Responsibility

The Board acknowledges the significance of Corporate Social Responsibility (“CSR”) and views CSR as an extension to the Group’s efforts in promoting a strong culture of engaging with society. The Group is continuing with its contribution to various societies, associations and other non-profit charitable organisations.

The Board continues its endeavour to ensure wider community benefits from our efforts in enhancing the value and commitment towards greater social responsibility and sustainability.

This statement is made in accordance with a Board resolution dated 5 May 2021.

AUDIT COMMITTEE REPORT

The Board presents the Audit Committee Report which provides insights into the manner in which the Audit Committee discharged its functions for the Group in 2020.

1. COMPOSITION AND ATTENDANCE

The Audit Committee (“AC”) comprises three (3) members, all of whom are Independent Non-Executive Directors and included one Director who is a member of the Malaysian Institute of Accountants (MIA) and none of them are alternate directors. This meets the requirements of paragraph 15.09(1)(a),(b),(c)(i) and 15.09(2) of the Bursa Malaysia Securities Berhad’s Main Market Listing Requirements (“MMLR”).

All members of the AC are financially literate and appropriately qualified with sound knowledge and experience in accounting, business, and financial management. The details of attendance of each member at Meetings held during the Financial Year Ended 31 December 2020 are set out below:

Composition of Committee	Number of Committee Meetings Attended
Siah Chin Leong (Chairman/ Independent Non-Executive Director)	5/5
Datuk Kamaludin Bin Yusoff (Senior Independent Non-Executive Director)	5/5
Ng Lee Thin (Independent Non-Executive Director)	5/5

The meetings were appropriately structured through the use of agendas and board papers containing information relevant to the matters for deliberation, which were distributed to members with sufficient notification.

The Board assesses the performance of the AC and its members through an annual evaluation. The Board is satisfied that the AC and its members have been able to discharge their functions, duties and responsibilities effectively and efficiently in accordance with the Terms of Reference of the AC.

2. MEETINGS

The Committee had convened a total of five (5) meetings during the financial year 2020. Meetings shall be held not less than four (4) times a year. The external auditors (“EA”) may request a meeting if they consider that one is necessary.

The Chief Executive Officer (“CEO”) and other Board members were invited to the AC meeting to facilitate direct communications as well as to provide clarification on audit issues and the Group’s operations. The representatives of internal auditors (“IA”) shall normally attend meetings and the Group Financial Manager was invited to brief the AC on specific issues and areas arising from the quarterly and audit reports. The presence of the EA will be by invitation as and when required.

The Secretary to the AC is the Company Secretary. Minutes of each AC meeting were recorded and tabled for confirmation at the next following AC meeting and subsequently presented to the Board for notation. During Board Meetings, the Chairman of the AC briefed the Board on the matters discussed at the AC meetings. The Chairman also briefed the Board on the discussions on the quarterly financial results, the annual Audited Financial Statements and the recommendations of the Committee to the Board for the adoption of the quarterly financial results and the annual Audited Financial Statements.

Audit Committee Report

(Cont'd)

3 TERMS OF REFERENCE

3.1 MEMBERSHIP

The Audit Committee shall consist of not less than three (3) members. All the audit committee members must be non-executive directors with a majority of them being independent directors and at least one of the members of the Committee:

- i. must be a member of the Malaysian Institute of Accountants (MIA); or
- ii. if he/she is not a member of the MIA, he/she must have at least three (3) years' working experience and;
 - (aa) he/she must have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act 1967; or
 - (bb) he/she must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act, 1967; or
- iii. he/she must fulfill such other requirements as prescribed or approved by Bursa Securities.

Alternate Directors shall not be eligible for appointment as a member of the Committee.

The members of the Committee must elect a Chairman among themselves who is an Independent Director.

The terms of office and performance of each of the members of the Committee shall be reviewed by the Board as and when necessary.

Where the membership of the Committee falls below three (3) due to retirement or resignation or any other reason, the vacancy must be filled within two (2) months, but in any case not later than three (3) months.

The members of the Committee are expected to be financially literate and have sufficient understanding of the Group's business.

3.2 Authority

The Committee is authorised by the Board, in accordance with the procedures to be determined by the Board (if any) and at the cost of the Company, to:

- a) Investigate any activity within the Committee's Terms of Reference;
- b) Have resources which are reasonably required to enable it to perform its duties;
- c) Have full and unrestricted access to any information pertaining to the Company or the Group;
- d) Have direct communication channels with the EA and person(s) carrying out the internal audit function or activity (if any);
- e) Obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers necessary; and
- f) Convene meetings with External Auditors, Internal Auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary, but at least twice a year.

Audit Committee Report (Cont'd)

3. TERMS OF REFERENCE (CONT'D)

3.3 Duties

The duties of the AC is to assist the Board in fulfilling its primary responsibilities with respect of its oversight of the financial reporting process, engagement with the auditor and related party transactions (“RPT”) including conflict of interest and to review, oversee and consider the following and report the same to the Board:

- a) Any matters concerning the appointment, any questions of resignation or dismissal of the EA and the audit fee;
- b) The nature and scope of the audit by the EA before commencement;
- c) The EA's audit report, areas of concern arising from the audit and any other matters the EA may wish to discuss (in the absence of management if necessary) and to report to the Board on significant matters related to the Company's audit and financial statements;
- d) Any financial information for publication, including quarterly financial results and annual Audited Financial Statements, before submission to the Board, focusing particularly on:
 - Changes in implementation of major accounting policy changes
 - Significant and unusual events;
 - Oversees reporting to the Board; and
 - Compliance with accounting standards and legal requirements and any other applicable laws, regulations and requirements, arising from time to time.
- e) The external auditor's management letter and management's response;
- f) The adequacy of the competency and relevance of the scope, functions and resources of internal audit and the necessary authority to carry out its work;
- g) The proposals by management and review the suitability and independence regarding the appointment, transfer or dismissal of the internal auditors and recommend to the Board for approval;
- h) The audit plan and work program of internal audit;
- i) The internal auditors' report, their findings of internal audit work and management's response and maintaining active ongoing dialogue with management and both internal and external auditors and encourage open discussion during meetings;
- j) The process and any evaluations on risk management and internal controls and processes by the internal auditor and authorize the commission investigation to be conducted by the internal auditors as it deems fit;
- k) The audit plan and work programme of internal audit; and where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit;
- l) Findings of internal audit work and management's response;
- m) Recommendation on the Risk Management and sustainability matters for approval by the Board;
- n) Recommendation to the Board on proposed changes in risk management policies and strategies, as and when necessary;

Audit Committee Report

(Cont'd)

3. TERMS OF REFERENCE (CONT'D)

3.3 Duties (Cont'd)

The duties of the AC is to assist the Board in fulfilling its primary responsibilities with respect of its oversight of the financial reporting process, engagement with the auditor and related party transactions ("RPT") including conflict of interest and to review, oversee and consider the following and report the same to the Board: (Cont'd)

- o) Liaison with IA and EA in respect of their conduct of the audit/ review of the Company's risk management process;
- p) Review of reports to ensure compliance with risk management policies and provide recommendation where necessary;
- q) Extent of cooperation and assistance given by the employee;
- r) The propriety of any related party transactions and conflict of interest situations that may arise within the Company or the Group;
- s) Observe a cooling-off period of at least 2 years for a former key audit partner prior to the appointment as a member of Audit Committee; and
- t) Any other matter as defined by the Board from time to time.

3.4 Overseeing The Internal Audit Function

- a) The AC shall oversee all internal audit functions and is authorised to commission investigations to be conducted by internal audit as it deems fit;
- b) The internal auditor shall report directly to the Committee and shall have direct access to the Chairman of the Committee; and
- c) All proposals by management regarding the appointment, transfer or dismissal of the internal auditor shall require the prior approval of the Committee.

3.5 Quorum For Meetings

The quorum for AC meeting shall be two (2) members and both of them must be Independent Directors. If the number of members present for the meeting is more than two (2), the majority of members present must be Independent Directors.

3.6 Attendance At Meetings

- a) Employees and Non-member Directors shall not attend any particular audit committee meeting unless specifically invited by the audit committee;
- b) A representative of the external auditors shall attend the meeting to consider the final audited financial statement and such other meetings determined by the Committee; and
- c) Non-member directors shall not attend unless specifically invited to by the Committee.

Audit Committee Report (Cont'd)

3. TERMS OF REFERENCE (CONT'D)

3.7 Minutes

All minutes of each meeting shall be kept and distributed to each member. All minutes of meeting shall be circulated to every member of the Board. The Chairman of the Committee shall report on each meeting to the Board. The Secretary to the Committee shall be the Company Secretary.

A resolution in writing signed or approved by all the members of the Committee shall be as valid and effectual as if it had been passed at a Meeting of the Committee duly called and constituted.

3.8 Frequency Of Meetings

The Chairman shall call for Meetings to be held not less than four (4) times a year and as and when required during each financial year. The external auditors may request a meeting if they deem necessary.

In the absence of the Chairman of the Committee, members present shall elect a Chairman for the meeting from amongst the Independent Directors.

3.9 Reporting Procedures

- a) The Company Secretary shall be the Secretary of the Committee. He/ She shall record attendance of all members and invitees and take minutes to record the proceedings of every meeting of the Committee. All minutes of meetings shall be circulated to every member of the Board.

The Committee shall prepare an annual report to the Board that provides a summary of the activities of the Committee for inclusion in the Company's annual report and Statement on Internal Audit function to disclose whether the Internal Audit function is performed in-house or outsourced and the cost incurred for the Internal Audit function in respect of the financial year.

The Committee shall assist the Board in preparing the following for publication in the Company's annual report.

- Statement on the Company's application of the principles set out in Part 1 of the Malaysian Code on Corporate Governance;
- Statement on the extent of compliance with the Best Practices in Corporate Governance set out in Part 2 of the Malaysian Code on Corporate Governance, specifying reasons for any areas of non-compliance (if any) and the alternatives adopted in such areas;
- Statement on the Board's responsibility for preparing the Annual Audited Financial Statements; and
- The Committee may report any breaches of the Listing Requirements, which have not been satisfactorily resolved, to the Stock Exchange.

Audit Committee Report

(Cont'd)

4. SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR

During the financial year, the principal activities undertaken by the AC were summarised as follows: -

- a) Overseeing the Company's financial reporting, the AC had reviewed the quarterly financial statements for the 4th quarter of 2019, 1st, 2nd, 3rd, 4th quarters of 2020 at its meeting held on 24 February 2020, 27 May 2020, 16 June 2020, 26 August 2020, 24 November 2020 and 19 March 2021 respectively before recommending them for the Board's consideration and approval for release to the public;
- b) On 24 February 2020, 24 November 2020 and 19 March 2021, the AC had conducted private session meetings with the EA without the presence of the CEO, Management and employees of the Company to discuss the issues faced by EA (if any) in commencement and during the course of their audit;
- c) On 27 May 2020, the AC had reviewed and discussed with the EA on the audited financial statements of the Group for the financial year ended 31 December 2020. The review was to ensure that the audited financial statements were drawn up in accordance with the provision of the Companies Act, 2016 and the Malaysia Financial Reporting Standards ("MFRS");
- d) On 24 November 2020, the AC had review with the EA their scope of work and audit plan prior to the commencement of audit. AC also had reviewed the external auditors' remuneration and had made recommendation to the Board for acceptance;
- e) On 19 March 2021, the AC had deliberated and reviewed the results of the external audit, the audit report and the management letter, including management's response in relation to the audited financial statements of the Group for the year ended 31 December 2020;
- f) Crowe Malaysia PLT ("Crowe") had confirmed that they had continuously complied with the relevant ethical requirement regarding independence through the conduct of the audit engagement in accordance with the International Federation of Accountant's Code of Ethics for Professional Accountants and the By-Laws (On professional Ethics, Conduct and Practice). On 24 November 2020, the AC had reviewed the EA's performance, effectiveness, independence, remuneration, and level of non-audit services. The AC together with the Board are satisfied with the services and performance of Crowe and thereby recommended Crowe for re-appointment as External Auditors at the forthcoming AGM in June 2021.

The Board at its meeting on 20 April 2021 had approved on the AC's recommendation, to re-appoint Crowe as EA of the Company for the Financial Year Ending 31 December 2020, subject to the shareholder's approval to be sought at the forthcoming 20th Annual General Meeting;

- g) The AC had reviewed and approved the internal audit reports which IA had presented to the AC on 24 February 2020, 16 June 2020 and 24 November 2020. The reports contained the findings, status and progress of the Internal Audits, Audit recommendations provided by the IA and corrective actions taken by management in addressing and resolving issues. The areas covered by the IA in 2020 consist of:
 - Production
 - Warehouse and inventories
 - Purchasing
 - Risk Management Framework - Annual review of the implementation;
- h) On 24 November 2020, the AC had reviewed the internal audit review plan for year 2021 and had recommended to the Board for consideration and approval;
- i) Reviewed any related party transaction that may arise within the Company or the Group;
- j) Reviewed and assessed the adequacy of the competency and effectiveness of the systems of Risk Management and Internal Control and the efficiency of the Group's operations in particular those relating to areas of significant risks;

Audit Committee Report (Cont'd)

4. SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR (CONT'D)

During the financial year, the principal activities undertaken by the AC were summarised as follows: - (Cont'd)

- k) Reviewed and assessed the adequacy of the competency and effectiveness of the Internal Audit and External Audit functions in delivering the professional services to the Company; and
- l) Reviewed the Group's Anti-Bribery and Corruption Policy, Whistle-Blowing Policy and Code of Conduct & Ethics.

5. INTERNAL AUDIT AND RISK MANAGEMENT FUNCTIONS

The Company has outsourced its internal audit and risk management functions to Messrs Forreststone Corporate Advisory Sdn. Bhd., a professional services firm as IA, which is tasked with the aim of providing assurance and assisting the AC and the Board in reviewing the adequacy and effectiveness of the internal control systems and risk management in the Group.

The internal audit function is a source to assist the AC and the Board to strengthen and improve current management and operating style in pursuit of best practices. The costs incurred for the internal audit function outsourced in respect of the financial year ended 31 December 2020 was RM 84,800.00.

The main responsibilities of the IA are to:

- Assist in reviewing the adequacy, integrity and effectiveness of the Company's internal control systems and processes;
- Review the scope and results of internal audit addressing internal controls over operations, financial, compliance and information technology processes relating to the Group based on the approved Internal Audit Plan;
- Perform a risk assessment of the Company to identify the business processes within the Company that internal audit should focus on; and
- Perform any ad hoc appraisals, inspections, investigations, examinations and review requests of the AC or senior management as appropriate.

Activities of Internal Audit Function

- Prepare Internal Audit reports, incorporating audit recommendations and management responses with regards to audit findings relating to the weaknesses in the systems and controls of the respective operations audited, were issued to the AC and the management of the respective operations;
- Follow up with Management on the implementation of the agreed audit recommendations. The extent of compliance is reported to the AC on a regular basis. The AC in turn reviews the effectiveness of the system of internal controls in operations and reports the results thereon to the Board;
- Evaluate the relevance, reliability and integrity of financial and management information; and
- Assess the means of safeguarding assets and verify their existence. Ascertain the extent of compliance with established policies, procedures, plans, laws and regulations.

The Board, will continue to improve and to put in place appropriate action plans, when necessary, to further enhance the Company's systems of internal control.

This report is made with the approval of the Board dated 5 May 2021.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors of Johore Tin Berhad (“Board”) recognises the importance of good corporate governance as a fundamental part of discharging its duties and responsibilities, to safeguard and enhance the long term interests of its shareholders and other stakeholders.

This Statement is prepared in the manner in which the Group has applied the three (3) main principles as set out in the Malaysian Code on Corporate Governance (“MCCG”) and the extent of compliance recommendation advocated therein pursuant to Paragraphs 15.25 of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), and should be read in conjunction with the Corporate Governance Report 2020 (“CG Report 2020”) pursuant to Paragraph 15.25(2) of the Listing Requirements of Bursa Securities.

As at 31 December 2020, the Board has adopted 29 recommended practices including 1 Step-up practice. Details information on each practice applications in the MCCG are disclosed in the CG Report 2020, which can be downloaded from our official website at www.johoretin.com.my/investor/annual-report.

A. BOARD LEADERSHIP AND EFFECTIVENESS

I. Board Responsibilities

The Board is responsible for oversight of Management comprising the Chief Executive Officer (“CEO”), Executive Directors and the Department Heads within the Group, which includes directing, overseeing and monitoring the Management, ethical conducts and regulatory compliances, as well as to raise questions to the Management on certain key areas based on information provided.

The following are the key responsibilities of the Board, in discharging its stewardship role:

a. Overseeing the conduct of the Group’s business

The Board delegates certain responsibilities to the Board Committees, in which the members of the Board Committees comprise of a wide spectrum of skills, knowledge and expertise from varied business and educational backgrounds which is vital to the continual success of the Group’s business.

The CEO is responsible for the day-to-day operations, overall management’s effectiveness, implementation of the policies and strategies adopted by the Board and seeking for long-term growth to achieve the Group’s objectives as well as enhancing the shareholders’ and other stakeholders’ value.

b. Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks

Management Committee (“MC”) comprises mainly of the Top Management Team and the Department Heads, to identify, evaluate, monitor and manage significant risks faced by the Group, through the formation of Risk Management Framework (“RMF”). The Internal Auditors and Audit Committee (“AC”) reviews the risk management profile and policies formulated by the MC and makes relevant recommendations to the Board for approval.

The Board also established Risk Management Committee (“RMC”) to define and review the risk management strategies, policies and risk tolerance of the Group.

The systems of internal control have been implemented to reduce the risks of failure and to achieve the Group’s objective.

Details of the RMF and RMC are set out on pages 38 to 40 of this Annual Report.

Corporate Governance Overview Statement (Cont'd)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

I. Board Responsibilities (Cont'd)

The following are the key responsibilities of the Board, in discharging its stewardship role: (Cont'd)

c. Succession planning, including appointing, training, fixing the compensation of and, where appropriate, replacing senior management

The Board has established the Nominating Committee (“NC”) and Remuneration Committee (“RC”). NC is responsible for selecting and recommending the candidates for new appointment and re-election of Directors, whereas RC is to determine the remuneration packages for Executive Directors of the Group.

Details of the NC and RC are set out on pages 33 to 36 of this Annual Report respectively.

d. Overseeing the development and implementation of a communication policy for the Group

In order to ensure shareholders, investors and other stakeholders are well-informed for the latest information and financial performance and results of the Group, all updates will be available, as soon as practicable, after the announcement was made to Bursa Securities, at our official website at <http://www.johoretin.com.my>.

e. Reviewing the adequacy and integrity of Risk Management and Internal Control System and Management Information System of the Group

The Board has delegated to the AC to examine the effectiveness of the Group’s internal control systems and management information systems.

The details pertaining to the Group’s Risk Management and Internal Control System and the review of its effectiveness are set out on pages 38 to 40 of this Annual Report.

II. Code of Ethics and Conduct for employees (including Director)

The Board acknowledges the importance of establishing a corporate culture which governs the high standard of ethic and good conduct of the employees. As a result, the Board has formalised the ethical standards through the Code of Ethics and Conduct (“CEC”) which provides rules and guidelines which governs the high standard of ethic and good conduct of the employees.

In term of personality and behaviour, the CEC promotes honesty and integrity when dealing with people within or outside the organisation, and to avoid conflict of interest when dealing with customers or suppliers. Whereas in term of documentation and information, the CEC provides guidelines on record-keeping and highlight the importance of confidential information or insider trading, as well as compliance with various relevant law & regulations, for which it may have major impact on the Group as a whole. The CEC also strengthen the awareness of protection and proper use of Group’s assets or properties.

The CEC shall be reviewed and updated periodically should there be regulations changes or practical issues which are not covered by the present Code.

Besides the employees of the Group who are required to adhere to the high ethical standards within the Group, the External Auditors and Internal Auditors are also required to declare themselves to comply with the relevant ethical requirements in term of independence and integrity of the engagement team on yearly basis.

Corporate Governance Overview Statement (Cont'd)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

II. Code of Ethics and Conduct for employees (including Director) (Cont'd)

The Group has provided briefings and handbook, in relation to the Whistle-blowing Policy to all its employees. Any violation, improper conduct or wrongdoing by any employee, the Group will not be tolerated with any such behaviour and disciplinary action will be taken against the wrongdoers, if subsequent investigations conclude that they are guilty.

During the financial year under review, the Board has established the Anti-Bribery and Corruption Policy which compliance with the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 ("MACC Act"), to leverage the core principles set out in the Group's CEC and stance against bribery and corruption within the Group.

The details of CEC, Whistle-blowing Policy and Anti-Bribery and Corruption Policy can be view at our official website at www.johoretin.com.my/investor/cg/cec, www.johoretin.com.my/investor/cg/wbp and www.johoretin.com.my/investor/cg/abc respectively.

III. The Role of Chairman and CEO

There is a clear division of responsibilities between the Chairman and the CEO, to ensure a balance of power and authority.

The Chairman, who is an Independent Non-Executive Director, is responsible for leading the Board and monitors the functions of the Management as well as the Board Committees. Whilst the CEO is responsible for overseeing the day-to-day operations, overall management effectiveness, implementation of the policies and strategies adopted by the Board seeking for long-term growth to achieve the Group's objectives.

IV. Role of Company Secretary

The Board is assisted by two (2) qualified and competent Company Secretaries who possess valid Practising Certificates issued by the Companies Commission of Malaysia ("CCM") and are also members of professional bodies, the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA").

The Company Secretaries acts as an advisory role to the Board in relation to the compliance with the relevant regulatory requirements, codes or guidance and legislations. The Company Secretaries are keeping abreast the regulatory changes, latest development in corporate governance and other relevant matters, to ensure the Directors are well-informed on the changes at each Board meeting. The Company Secretaries also attended the continuous professional development programmes as required by the CCM.

All Agendas for each Board meeting were circulated to the Board members at least seven (7) days in advance to enable sufficient time to peruse through the meeting documents.

The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board members in discharging their duties.

Corporate Governance Overview Statement (Cont'd)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

V. Professional Development and Continuous Education for Directors

All the Directors have completed the Mandatory Accreditation Programme (“MAP”). In order for the Directors to discharge their duties with reasonable skills and knowledge, attending relevant training programmes are necessary to keep them abreast with the latest developments in the industry, on a continuous basis, in compliance with Paragraph 15.08(3) of the Listing Requirements of Bursa Securities.

During the financial year under review, all Directors have attended the seminars or trainings as stated below:

Name of Directors	Workshops / Courses Attended	Date
Datuk Kamaludin Bin Yusoff	- Malaysia Tax Budget 2021	16 Nov 2020
Edward Goh Swee Wang	- Supply Chain Security Awareness & Auditing Based on Walmart SFSS	10 Jan 2020 & 11 Feb 2020
Yeow Ah Seng @ Yow Ah Seng	- Malaysia Tax Budget 2021	16 Nov 2020
Siah Chin Leong	- Malaysia Tax Budget 2021	16 Nov 2020
Ng Lee Thin (f)	- 2021 Budget Seminar	18 Nov 2020
Ng Keng Hoe	- Supply Chain Security Awareness & Auditing Based on Walmart SFSS	10 Jan 2020 & 11 Feb 2020

Other than attending the seminars and workshops, the Directors are also well-informed on the updated financial and operational performance of the Group as well as changes in the regulatory and legislations which will affect the Group as a whole.

VI. Board Charter

The Board Charter of the Company, sets out clearly, amongst others, the roles and responsibilities of the Board and Board Committees, the composition and process of the Board.

The following are the key matters highlighted in the Group's Board Charter:

- a) Objective;
- b) Structure and membership;
- c) Formal schedule of matters;
- d) Position description of the role of Chairman, CEO, and Executive Directors, as well as Non-Executive Directors;
- e) Appointment of Board Committees;
- f) Directors' Orientation and Education Programme; and
- g) An independent professional advice.

The Board Charter shall be reviewed periodically and updated in accordance with any changes in regulations or listing requirements that may have an impact on the discharge of the Board's responsibilities.

The details of the Board Charter are published in our Company's official website at <http://www.johoretin.com.my/investor/cg/bc>.

Corporate Governance Overview Statement (Cont'd)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

VII. Size and Composition of the Board

The Board consists of six (6) Directors, comprising three (3) Executive Directors, and three (3) Independent Non-Executive Directors, having fulfills the prescribed requirement for at least two (2) or one-third (1/3) of the Board (whichever is higher) are Independent Directors as stated in Paragraph 15.02(2) of the Listing Requirements of Bursa Securities.

The Company has complied with the Practice 4.1 of MCCG, as the Independent Non-Executive Directors accounted for 50.00% of the Board as required under the best practice whereby at least half of the Board need to be Independent Directors. However, for gender diversity, the Board consist of one (1) Female Director representing 16.67% of the Board. Should any new recruitment be needed, the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge should remain a priority. Female Gender should also be looked into if there is availability of suitable candidate for Director is available.

The current Board composition is classified in the following categories:

Composition	Male	Female	Total
Executive	3	–	3
Non-Executive Independent	2	1	3
Total	5	1	6

Age Group	Male	Female	Total
40 - 49 years	1	–	1
50 - 59 years	2	1	3
60 - 69 years	1	–	1
70 - 79 years	1	–	1
Total	5	1	6

Race / Ethnicity	Male	Female	Total
Malay	1	–	1
Chinese	4	1	5
Total	5	1	6

Nationality	Male	Female	Total
Malaysian	4	1	5
Foreigner	1	–	1
Total	5	1	6

Corporate Governance Overview Statement (Cont'd)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

VIII. Independent Directors

During the financial year under review, the NC has assessed the contribution and performance of the Independent Directors. The criteria set out in Paragraph 1.01 of the Listing Requirements of Bursa Securities were also used to assess the independence of Independent Director.

The Board is satisfied with the level of independence demonstrated by all the Independent Directors, and their ability to act in the best interests of the Group during deliberations at Board meetings.

Under the Practice 4.2 of MCCG, the tenure of an Independent Director should not exceed a cumulative term of more than nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to either the re-designation of the director as a Non-Independent Director or seek for shareholders' approval to retain the director for continuity in office as an Independent Non-Executive Director.

In 2020, Datuk Kamaludin Bin Yusoff, the Chairman of the Board has served the Board for a period of more than nine (9) years. The Board is in the opinion that it will seek for shareholders' approval at the forthcoming Annual General Meeting ("AGM") for Datuk Kamaludin Bin Yusoff to continue serving as the Chairman of the Board and as the Senior Independent Non-Executive Director of the Company, due to his active participating and supporting the Board's activities and continuous providing valuable suggestions and opinions through his experiences to the Board for decision making.

The tenures of services of all Directors are set out in their respective Profile of Board of Directors on pages 11 to 15 of this Annual Report.

IX. Nominating Committee

The Nominating Committee ("NC") comprises of three (3) members, all of whom are Independent Non-Executive Directors. The NC is chaired by the Senior Independent Non-Executive Director.

The Terms of Reference of NC comprise of the following:

- a) Recommend to the Board new candidates for directorship and members for the Board's Committees. Consider in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder;
- b) Assist the Board to review annually the required mix of skills, independent and experience, diversity other qualities of the Directors; and
- c) Assist the Board to assess annually the effectiveness of the Board as a whole and the Board's Committees, as well as contribution of each individual Director.

Summary of activities of NC in discharge of its duties for the financial year are as follows:

- a) Appointed new candidate as a Director to the Board according to the nomination process, if any;
- b) Reviewed the required mix of skills, experience, independence and diversity (including gender diversity) of the Board;
- c) Assessed the quantitative and qualitative performance criteria for evaluation of the performance of each member of the Board annually; and
- d) To evaluate the performance and effectiveness of the Audit Committee ("AC") including contribution by each individual member and to ascertain that the AC members financially literate with clear understanding of financial reporting.

The nomination process for the appointment of new Directors does not limit to the recommendations from existing Board members, management or major shareholders, but will also consider utilising independent sources to identify suitable qualified candidates via recruitment agencies.

Corporate Governance Overview Statement (Cont'd)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

IX. Nominating Committee (Cont'd)

The Board does take into consideration the fundamental criteria pertaining to the recruitment/appointment (including re-election/re-appointment) of Directors, the relevant skills and experiences, industrial knowledge, education background, character and integrity as well as expertise and professionalism.

The NC is responsible for assessing and evaluating the performance of the Board and Board Committees on an annual basis in relation to their performance and contribution toward the needs of the Company. The evaluation took into consideration the competency, experience, character, integrity and time availability, including the mix of skills.

A peer assessment will be conducted via evaluation form which are circulated to each Director. The area of assessment for individual Director, Chairman of the Board and Chairman of Board Committees includes the contribution to interaction, quality of input and understanding of role.

The Company Secretary will compile and present the result of the analysis to the NC. The NC will then report the results to the Board for notation. The NC also will assess the performance of the Board as a whole and Board Committees. The areas of assessment for the Board include the Board structure, Board operations and Board Chairman's roles and responsibilities.

In 2020, the NC concluded that the overall performance of each individual director was rated as "Strong", while the overall performance of the Board and the Board Committees Chairman were rated as "Consistently Good".

X. Diversity Policy

The Board has yet to set-up have a gender diversity policy, however, the Board has appointed one (1) woman Director since 2014 representing 16.67% of the Board, as an Independent Non-Executive Director to participate on the Board and Board Committees' activities.

XI. Remuneration Committee

The primary objective of the Remuneration Committee ("RC") is to assist the Board in assessing and reviewing the remuneration packages of the Executive Directors to reflect the responsibility and commitment towards stewardship of the Directors and to enable the Company to recruit and retain the Directors needed to achieve the Group's objectives.

The RC also recommends and assists the Board in determining the policy for the scope of service agreements for the Executive Directors, termination payments and compensation commitments, as well as the appointment of the services of such advisers or consultants as it deems necessary to fulfill its responsibilities.

The directors' fees for both Executive Directors and Non-Executive Directors are recommended by the Board as a whole, subject to the shareholders' approval at the forthcoming AGM. The member's allowance and meetings allowance for Board and Board Committees, which form part of the director's benefits, are based on each position held by the members in the Board and Board Committees, together with the attendance of the meeting conducted throughout the year.

The Board has adopted the Guidance to Practice 6.2 of MCCG that RC should comprise only Non-Executive Directors and a majority of them must be Independent Directors. Thus, all RC members are Independent Non-Executive Directors with effect from 1 March 2018.

Corporate Governance Overview Statement (Cont'd)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

XI. Remuneration Committee (Cont'd)

Details disclosure on a named basis, for the Directors' remuneration of the Group and the Company for the financial year ended 31 December 2020 are as below:

The Group	Salaries (RM)	Bonus (RM)	Fees (RM)	Other Emoluments (RM)	Benefit-in-kinds (RM)	Total (RM)
Executive Directors						
Edward Goh Swee Wang	828,000	645,000	152,000	203,520	31,150	1,859,670
Ng Keng Hoe	588,000	300,000	129,000	131,666	21,250	1,169,916
Yeow Ah Seng @ Yow Ah Seng	336,000	140,000	79,000	19,633	17,400	592,033
Non-Executive Directors						
Datuk Kamaludin Bin Yusoff	-	-	98,000	-	-	98,000
Siah Chin Leong	-	-	100,000	-	-	100,000
Ng Lee Thin	-	-	97,000	-	-	97,000
	1,752,000	1,085,000	655,000	354,819	69,800	3,916,619

The Company	Salaries (RM)	Bonus (RM)	Fees (RM)	Other Emoluments (RM)	Benefit-in-kinds (RM)	Total (RM)
Executive Directors						
Edward Goh Swee Wang	-	-	32,000	-	-	32,000
Yeow Ah Seng @ Yow Ah Seng	-	-	29,000	-	-	29,000
Ng Keng Hoe	-	-	29,000	-	-	29,000
Non-Executive Directors						
Datuk Kamaludin Bin Yusoff	-	-	98,000	-	-	98,000
Siah Chin Leong	-	-	100,000	-	-	100,000
Ng Lee Thin	-	-	97,000	-	-	97,000
	-	-	385,000	-	-	385,000

Corporate Governance Overview Statement (Cont'd)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

XI. Remuneration Committee (Cont'd)

The following is the top 5 senior management of the Group whose remuneration falls within the successive band of RM50,000 for the financial year ended 31 December 2020:

Senior Management	Range of Remuneration (RM)
Edward Goh Swee Wang	RM1,850,001 – RM1,900,000
Ng Keng Hoe	RM1,150,001 – RM1,200,000
Goh Mia Kwong	RM750,001 – RM800,000
Yeow Ah Seng @ Yow Ah Seng	RM550,001 – RM600,000
Oh Tat Hooi	RM500,001 – RM550,000

B. EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit Committee

The Audit Committee (“AC”) comprises three (3) members, all of whom are Independent Non-Executive Directors and included one (1) Director who is a member of the Malaysian Institute of Accountants (“MIA”). No alternate director is appointed as a member of the AC. This meets the requirements of Paragraph 15.09(1)(a), (b), (c)(i) and 15.09(2) of the Listing Requirements of Bursa Securities.

Details of the Audit Committee are set out in the Audit Committee Report on pages 21 to 27 of this Annual Report.

II. Risk Management and Internal Control Framework

The Board has ultimate responsibility to ensure the Risk Management Committee (“RMC”) reviews and monitors closely on those potential risks that are faced by the Group in order to achieve the business objective. The RMC is chaired by an Independent Non-Executive Director, and the members are the CEO, Executive Director, Operations Manager and Group Finance Manager.

Overall, the Board is of the view that the system of risk management and internal control are operating, in all material aspects, adequately and effectively within the Group’s business and operations. The details of the Risk Management and Internal Control Framework are set out in the Statement on Risk Management and Internal Control of this Annual Report.

Corporate Governance Overview Statement (Cont'd)

C. INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

I. Communication with Stakeholders

The Board recognises the importance of timely dissemination of information to shareholders and other stakeholders in order to enhance investor relations of the Group. By doing so, the Group maintains a website to disseminate latest and up-to-date information and to keep shareholders and other stakeholders well-informed on the Group's financial performance, financial analysis, quarter/annual reports, corporate governance and any other corporate proposals, as soon as practicable, once the announcement is made to Bursa Securities.

The Board monitors all prices or market sensitive information and made the necessary announcement to public should the information be material. Price sensitive information is defined as any information which relates to the Group's future prospects or is of concern to the Group and is not generally known or published by the Group for general information but which if published or known is likely to materially affect the share price of the Company in the market or the decision of a holder of securities of the Company or an investor in determining his choice of action to deal with his securities.

II. Conduct of Annual General Meetings ("AGM")

The Company's AGM remains the principal forum for dialogue and communication with the shareholders. The shareholders are encouraged to attend the Company's AGM and participate in the proceedings and take the opportunity to raise questions in relation to the results and operations of the Group. The Board of Directors and Management are available to respond to shareholders' queries. The Board encourages those shareholders who are unable to attend the AGM shall appoint a proxy but not more than two (2) proxies to attend, participate, speak and vote on their behalf at the AGM in accordance with the Listing Requirements of Bursa Securities.

The notice of AGM and Annual Report will be dispatched to the shareholders at least 28 days before the date of meeting.

Since the 15th AGM, the Board has passed resolutions by way of poll voting. Messrs. Tricor Investor and Issuing House Services Sdn. Bhd. was appointed as poll administrator and Messrs. Asia Securities Sdn. Bhd. was appointed as scrutineers. Where the duty of the poll administrator is to conduct the polling process and the scrutineers is to verify the poll results of the resolutions. Upon verification of the poll results, the scrutineers will read out the poll results and the Chairman will declare whether the resolutions were carried.

Pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities, the Company is required to ensure that any resolution set out in the notice of general meetings is voted by poll. All resolutions put forth for shareholders' approval at the 20th Annual General Meeting to be held on 25th June 2021 are to be voted by way of poll voting.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Board of Directors of Johore Tin Berhad (“Board”) is pleased to present the Statement on Risk Management and Internal Control which has been prepared in pursuant to paragraph 15.26(b) of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and is guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers.

BOARD’S RESPONSIBILITY

The Board affirms its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing the overall adequacy and integrity of the system so as to safeguard its stakeholders’ interests.

The Board recognises that the system of risk management and internal control is designed to manage, rather than eliminate the risk of failure, and to provide reasonable but not absolute assurance against the significant losses in the business, so as to achieve business goals and objectives within the tolerable levels in the long term for the Company and its subsidiaries (“the Group”).

The possibility risk of failure in terms of human error, poor judgment in decision-making, control processes being deliberately circumvented by employees and others, and the occurrence of unforeseeable circumstances can only be prevented or reduced in order to achieve the business objectives of the Group. As a result, it can only provide reasonable, but not absolute assurance against material misstatement, loss or fraud.

RISK MANAGEMENT FRAMEWORK

The Board is responsible to ensure the adequacy and effectiveness of the risk management framework, while the Audit Committee (“AC”) reviews the internal audits conducted on quarterly basis and upon its satisfactory reviews, the AC will then recommend the internal audits to the Board for deliberation and approval.

Risk Management Committee (“RMC”) was established by the Board with the responsibility to oversee the overall risk management processes throughout the Group. RMC comprises of Independent Non-Executive Director, CEO, Operations Manager and Group Finance Manager. The RMC is chaired by an Independent Non-Executive Director and meets at least two (2) times in a year. The meeting minutes will be reviewed by the AC and upon its satisfactory review, will be reported by the AC to the Board for deliberation and approval.

The salient Terms of Reference of the RMC are as follows:

- a) To define, review and recommend risk management strategies, policies and risk tolerance to the Board;
- b) To review and assess the adequacy of risk management policies and framework for identifying, measuring, monitoring and controlling risks as well as the extent to which these are operating effectively;
- c) To ensure adequate infrastructure and resources are in place for effective risk management (i.e. ensuring the staff responsible for implementing risk management systems perform those duties independently of the Group’s risk-taking activities); and
- d) To perform any other functions in relation to the risk management as and when identified by the RMC and the Board.

In 2020, the RMC continued to focus on operational risks (human resources integration and manpower issues), foreign exchange risk, compliance risk (updating the transfer pricing development) and establishing the anti-bribery and corruption policy within the Group.

For the integration of human resources, management and policies which are crucial, and our human resource department requires more time and research to in order to standardise the policies and regulations, where possible, among the subsidiaries of the Group. Detailed study is needed before any implementation to ensure existing rights and benefits of the employees are not compromised by the new policies. To-date, some standard operating procedures have been integrated and implemented by the Group. The Board is monitoring and reviewing the possibility of further integration of human resources from time to time, to ensure compliance with the employment law and regulation, as well as no negation of employee benefits.

Statement on Risk Management and Internal Control (Cont'd)

RISK MANAGEMENT FRAMEWORK (CONT'D)

As for the manpower issue, the Group has adopted the “HIRE MALAYSIAN” campaign by prioritising the hiring of local employees to fill our human resource requirement. Another new policy is the hostel accommodation for foreign workers, which requires the employer to house all foreign workers into dormitory governed by the local authority for health and social monitoring purposes. To-date, the Group has relocated all the foreign workers to an approved hostel accommodation.

Also, the risk of transfer pricing was discussed at the RMC meeting to ensure all transactions are fair and justifiable when dealing with related companies. The relevant staff are required to keep all the documentation properly and keep abreast of the latest updates and information relating to transfer pricing through media, authority's website and attending seminar as and when necessary.

The anti-bribery and corruption policy has been established and the details of the policy has been uploaded to our company's official website. Briefings and trainings were provided to all employees as to create awareness to all employees about the Group's intention to fight against bribery and corruption within the Group and entities that we dealt with.

The RMC also reviewed, evaluated and discussed, through the Risk Register and the Risk Matrix, the matters pertaining to the key corporate risks that may affect the Group's decision making.

For the financial year under review, the RMC is satisfied with the risks findings and had recommended to the Board for its deliberation and approval at Board meetings.

KEY INTERNAL CONTROL PROCESSES

The key elements of the Group's internal control system are described below:

- a) A well-defined organisational structure with clear lines of responsibility and segregation of duties as well as clearly defined levels of authority within the Group;
- b) An established financial policies and internal control procedures to all relevant departments within the Group, with the levels of authority and approval limits relating to day-to-day operations.
- c) Sufficient insurance coverage to the Group's major assets against theft or disaster that may result in material losses, and to safeguard the best interests of its shareholders, investors and other stakeholders;
- d) Proper rules and procedures in terms of hiring and termination of employees, performance appraisal, staff complaints and deficiencies, to ensure high level of efficiency in the workplace;
- e) A Code of Ethics and Conduct for all employees, which defines the ethical standards and work conduct required within the Group;
- f) A Board Charter which clearly identified the roles and responsibilities of the Board and the Board Committees; and
- g) A Whistle-blowing policy to provide an avenue for employees or external parties to report any breach or suspected breach of the Group's policies or against any statutory laws and regulation requirements.

Statement on Risk Management and Internal Control

(Cont'd)

INTERNAL AUDIT

The internal audit function provides assessments as to whether risks, which may hinder the Group from achieving its objectives, are being adequately evaluated, managed and controlled.

The internal audit functions have been outsourced to an independent professional service firm, which carried out the required internal audit of the Group in accordance with the Internal Auditing Standards, the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) control framework and ISO 31000 Risk Management which codified by the International Organization for Standardization. The annual internal audit plan is reviewed by Audit Committee (“AC”) and then deliberated and approved by the Board before its implementation. The internal audit review contained the findings, status and progress, recommendations and management responses which were reviewed directly by the AC and reported to the Board for approval on a quarterly basis.

During the financial year under review, the internal auditors reviewed the enterprise risk management, inventory quality management for Tin Cans segment and Food and Beverage segment, as well as safety and health management for the Group, and updating on overall risk assessment for previous year’s unresolved matters of all the operating subsidiaries of the Group. The risk profile and risk register were updated to the AC for review and then AC recommended to the Board for deliberation and approval.

Overall, there were no significant weaknesses which resulted in material losses, contingencies or uncertainties that require disclosure in the Annual Report.

During the 4th quarter of 2020, the independent internal auditor has submitted their proposed internal audit review plan for 2021 to AC, which will focus on an update on risk management framework for Tin Cans segment, review the compliance of new standards of Housing, Accommodation and Amenities Rules for foreign workers, review on control of information technology and production management for Tin Cans segment, for deliberation and subsequently was approved by the Board.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to paragraph 15.23 of the Listing Requirements of Bursa Securities, the External Auditors have reviewed this Statement for inclusion in the Annual Report for the financial year ended 31 December 2020, and have reported to the Board that nothing has come to their attention that cause them to believe that the Statement is not prepared, in all material aspects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers to be set out, nor is factually inaccurate.

CONCLUSION

The Board is of the view that the Group’s risk management and system of internal control are in place for the financial year under review and up to the date of approval of this Statement, is satisfactory and sufficient to safeguard the Group’s assets, as well as the best interests of its shareholders, investors and other stakeholders.

The Board has also received reasonable assurance from the CEO and Group Finance Manager that the Group’s risk management and internal control system are operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group as a whole. The assurance has been given based on the risk management and internal control system maintained by the Group, internal audit reports provided by the independent Internal Auditors.

This statement is made in accordance with a Board resolution dated 5 May 2021.

ADDITIONAL COMPLIANCE INFORMATION

The information disclosed below is in compliance with the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

1. UTILISATION OF PROCEEDS RAISED FROM PUBLIC ISSUE

During the financial year ended 31 December 2020, there were no proceeds raised from corporate proposals.

(Disclosed in accordance with Appendix 9C, Part A, item 13 of the Listing Requirements of Bursa Securities.)

2. AUDIT AND NON-AUDIT SERVICES

The amount of audit fees payable to external auditors of the Company amounted to RM42,000 (2019: RM42,000). As for the Group, the total amount of audit fees payable to external auditors amounted to RM216,000 (2019: RM220,500).

The total amount of non-audit fees payable to external auditors of the Company for the financial year ended 31 December 2020 is the review of the Statement on Risk Management and Internal Control, amounted to RM5,000 (2019: RM5,000).

(Disclosed in accordance with Appendix 9C, Part A, item 18 of the Listing Requirements of Bursa Securities.)

3. MATERIAL CONTRACTS

A related party of a Director had entered into a tenancy agreement with the respective subsidiary of the Group and both parties had mutually agreed to renew the tenancy agreement in every two (2) years. The last renewal on 1 January 2020 and shall expire on 31 December 2022, at a renewed monthly rental of RM56,760.

Other than the above, there were no other material contracts entered into by the Group involving Directors’ and major shareholders’ interests either still subsisting at the end of the financial year ended 31 December 2020 or entered into since the end of the previous financial year.

(Disclosed in accordance with Appendix 9C, Part A, item 21 of the Listing Requirements of Bursa Securities.)

4. EMPLOYEE SHARE OPTIONS SCHEME (“ESOS”)

The Group did not offer any share scheme for employees during the financial year under review.

(Disclosed in accordance with Appendix 9C, Part A, item 27 of the Listing Requirements of Bursa Securities.)

5. CONTINUING EDUCATION PROGRAMME

All Directors have attended numerous seminars or courses during the financial year ended 31 December 2020.

Details of the seminars or courses attended are disclosed in the Corporate Governance Overview Statement, as set out on page 31 of this Annual Report.

(Disclosed in accordance with Appendix 9C, Part A, item 28 of the Listing Requirements of Bursa Securities.)

Additional Compliance Information

(Cont'd)

6. INTERNAL AUDIT FUNCTION

The internal audit function was outsourced and the cost incurred for the internal audit function in respect of the financial year ended 31 December 2020 was RM84,800 (2019: RM84,800).

The Statement of Risk Management and Internal Control is set out on pages 38 to 40 of this Annual Report.

(Disclosed in accordance with Appendix 9C, Part A, item 30 of the Listing Requirements of Bursa Securities.)

7. RECURRENT RELATED PARTY TRANSACTIONS

During the financial year ended 31 December 2020, the Group does not have a shareholders' mandate for recurrent related party transactions. As a result, all relevant and necessary announcements related to recurrent related party transactions had been made once they reached the threshold limit.

All recurrent related party transactions entered were in the ordinary course of business and were carried out on the terms and conditions that were not materially different from those transactions with unrelated parties.

Details of the recurrent related party transactions are disclosed and set out in Note 41 (b) on page 116 of this Annual Report.

(Disclosed in accordance with paragraph 10.09(1)(b) of the Listing Requirements of Bursa Securities.)

8. SHARE BUY-BACKS

During the financial year under review, The Company had purchased a total of 2,908,200 Shares and all the Shares purchased were retained as Treasury Shares.

(Disclosed in accordance with paragraph 12.23, Appendix 12D of the Listing Requirements of Bursa Securities.)

DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and the provision of management services. The principal activities of the subsidiaries are set out in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	The Group RM	The Company RM
Profit after tax for the financial year	39,838,042	18,765,922
Attributable to:-		
Owners of the Company	39,489,984	18,765,922
Non-controlling interests	348,058	-
	39,838,042	18,765,922

DIVIDENDS

Dividend paid and declared by the Company since 31 December 2019 are as follows:-

- (a) A fourth interim dividend of 1.4 sen per ordinary share amounting to RM4,346,591 in respect of the financial year ended 31 December 2019 was declared on 24 February 2020 and subsequently paid on 31 March 2020. The payment made to shareholders whose name appeared in the Company's Record Depositors on 13 March 2020.
- (b) A first interim dividend of 0.7 sen per ordinary share amounting to RM2,173,296 in respect of the financial year ended 31 December 2020 was declared on 16 June 2020 and subsequently paid on 29 July 2020. The payment made to shareholders whose name appeared in the Company's Record Depositors on 6 July 2020.
- (c) A second interim dividend of 1.7 sen per ordinary share amounting to RM5,250,936 in respect of the financial year ended 31 December 2020 was declared on 26 August 2020 and subsequently paid on 28 September 2020. The payment made to shareholders whose name appeared in the Company's Record Depositors on 14 September 2020.
- (d) A third interim dividend of 2 sen per ordinary share amounting to RM6,151,256 in respect of the financial year ended 31 December 2020 was declared on 24 November 2020 and subsequently paid on 4 January 2021. The payment made to shareholders whose name appeared in the Company's Record Depositors on 11 December 2020.

Directors' Report

(Cont'd)

DIVIDENDS (CONT'D)

Dividend paid and declared by the Company since 31 December 2019 are as follows:- (Cont'd)

- (e) A fourth interim dividend of 1 sen per ordinary share amounting to RM3,104,710 in respect of the financial year ended 31 December 2020 was declared on 19 March 2021 and subsequently paid on 30 April 2021. The payment made to shareholders whose name appeared in the Company's Record Depositors on 9 April 2021. The financial statements for the current financial year do not reflect this interim dividend. Such dividend will be accounted for in equity as an appropriation of retained profits in the financial year ending 31 December 2021.

The directors do not recommend any payment of final dividends for the financial year ended 31 December 2020.

RESERVES AND PROVISIONS

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

ISSUES OF SHARES AND DEBENTURES

During the financial year:-

- (a) there were no changes in the issued and paid-up share capital of the Company; and
 (b) there were no issues of debentures by the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

During the financial year, no options were granted by the Company to any person to take up any unissued shares in the Company.

TREASURY SHARES

During the financial year, the Company purchased 2,908,200 of its issued ordinary shares from the open market at a price of RM 1.46 per share. The total consideration paid for the purchase was RM 4,248,812 including transaction costs. The shares purchased are being held as treasury shares in accordance with Section 127(6) of the Companies Act 2016 and are presented as a deduction from equity.

As at 31 December 2020, the Company held as treasury shares a total of 2,908,200 of its 310,470,986 issued and fully paid-up ordinary shares. The treasury shares are held at a carrying amount of RM 4,248,812. The details of the treasury shares are disclosed in Note 21 to the financial statements.

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for impairment losses on receivables, and satisfied themselves that there are no known bad debts and that adequate allowance had been made for impairment losses on receivables.

At the date of this report, the directors are not aware of any circumstances that would require the writing off of bad debts, or the additional allowance for impairment losses on receivables in the financial statements of the Group and of the Company.

Directors' Report

(Cont'd)

CURRENT ASSETS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ensure that any current assets, which were unlikely to be realised in the ordinary course of business, including their value as shown in the accounting records of the Group and of the Company, have been written down to an amount which they might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to the current assets in the financial statements misleading.

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

CONTINGENT AND OTHER LIABILITIES

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

- (a) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person; or
- (b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

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

CHANGE OF CIRCUMSTANCES

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature other than as disclosed in Note 13, Note 34 and Note 35 to the financial statements.

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

Directors' Report

(Cont'd)

DIRECTORS

The name of directors of the Company who served during the financial year and up to the date of this report are as follows:-

Edward Goh Swee Wang
Yeow Ah Seng @ Yow Ah Seng
Datuk Kamaludin Bin Yusoff
Ng Keng Hoe
Ng Lee Thin
Siah Chin Leong

The names of directors of the Company's subsidiaries who served during the financial year and up to the date of this report, not including those directors mentioned above, are as follows:-

Goh Mia Kwong
Oh Tat Hooi
Tan Boon Kait
Yong Swee Choong

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors holding office at the end of the financial year in shares of the Company during the financial year are as follows:-

	< ----- Number of Ordinary Shares ----- >			
	At 1.1.2020	Bought	Sold	At 31.12.2020
<i>The Company</i>				
<i>Direct Interest</i>				
Datuk Kamaludin Bin Yusoff	769,800	-	-	769,800
Edward Goh Swee Wang	22,656,920	570,600	-	23,227,520
Ng Keng Hoe	33,362,999	-	-	33,362,999
Yeow Ah Seng @ Yow Ah Seng	5,276,442	-	-	5,276,442
Siah Chin Leong	2,666	-	-	2,666
<i>The Company</i>				
<i>Indirect Interest</i>				
Datuk Kamaludin Bin Yusoff	12,474,932	-	-	12,474,932
Edward Goh Swee Wang	36,069,026	363,100	349,900	36,082,226
Ng Keng Hoe	1,991,109	448,800	-	2,439,909

By virtue of Edward Goh Swee Wang and Ng Keng Hoe's shareholding in the Company, they are deemed to have interest in shares in its related corporations during the financial year to the extent of the Company's interests, in accordance with Section 8 of the Companies Act 2016.

The other directors holding office at the end of the financial year had no interest in shares of the Company or its related corporations during the financial year.

Directors' Report

(Cont'd)

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by directors shown in the financial statements, or the fixed salary of a full-time employee of the Company or related corporations) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 41 to the financial statements.

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

DIRECTORS' REMUNERATION

The details of the directors' remuneration paid or payable to the directors of the Group and of the Company during the financial year are disclosed in Note 40 to the financial statements.

INDEMNITY AND INSURANCE COST

During the financial year, there is no indemnity given to or professional indemnity insurance effected for directors, officers, or auditors of the Company.

SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 5 to the financial statements.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The significant events during the financial year are disclosed in Note 46 to the financial statements.

SIGNIFICANT EVENTS OCCURRING AFTER THE REPORTING PERIOD

The significant events occurring after the reporting period are disclosed in Note 47 to the financial statements.

Directors' Report

(Cont'd)

AUDITORS

The auditors, Crowe Malaysia PLT, have expressed their willingness to continue in office.

The details of the auditors' remuneration are disclosed in Note 35 to the financial statements.

Signed in accordance with a resolution of the directors dated 5 May 2021.

Edward Goh Swee Wang

Yeow Ah Seng @ Yow Ah Seng

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF JOHORE TIN BERHAD

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Johore Tin Berhad, which comprise the statements of financial position as at 31 December 2020 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 54 to 140.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2020, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinions

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

Independent Auditors’ Report

(Cont’d)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT’D)

Key Audit Matters (Cont’d)

We have determined the matters described below to be the key audit matters to be communicated in our report.

Goodwill Impairment Refer to Note 11 to the financial statements	
Key audit matter	How our audit addressed the key audit matter
<p>We focused on this area because the Group carries significant goodwill.</p> <p>The Group’s assessment of impairment of goodwill is a judgmental process which requires estimates concerning the forecast future cash flows associated with the goodwill held in determining the value in use.</p>	<p>Our procedures included, amongst others:-</p> <ul style="list-style-type: none"> • Reviewed the reasonableness of assumptions, either individually or as a whole, provide a reasonable basis for the fair value measurements and disclosures. • Determined the method of valuation chosen by management is appropriate and identify if there are any indicators of possible management bias. • Developed stress tests on certain key assumptions used and assess the range estimate for all ‘reasonable outcomes’. • Established that if there is any foreseeable reasonable possible change in key assumptions that will trigger the recoverable amount to be lower than the carrying amount.

Impairment of Trade Receivables Refer to Note 13 to the financial statements	
Key audit matter	How our audit addressed the key audit matter
<p>We focused on this area because the Group carries significant amount of RM 91,939,151 trade receivables as at financial year end. There is judgement in the identification of doubtful debts and assumptions used in making of impairment losses.</p>	<p>Our procedures included, amongst others:-</p> <ul style="list-style-type: none"> • Tested the reliability and accuracy of ageing report. • Assessed the reasonableness of impairment losses provided by management. • Evaluated the sufficiency and reasonableness of impairment provided by the management. • Comparing and challenging management’s view on the recoverability of overdue amounts to historical patterns of collections. • Reviewing the computation of historical observed default rates and adjustment for forward-looking estimates used to develop the provision matrix.

Independent Auditors' Report (Cont'd)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

Information Other than the Financial Statements and Auditors' Report Thereon

The directors of the Company are responsible for the other information. The other information comprises the Directors' Report and Statement on Risk Management and Internal Control (but does not include the financial statements of the Group and of the Company and our auditors' report thereon), which we obtained prior to the date of this auditors' report, and the other sections of the 2020 Annual Report, which is expected to be made available to us after that date.

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

Independent Auditors' Report

(Cont'd)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

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

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

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

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

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

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

Independent Auditors' Report (Cont'd)

OTHER MATTERS

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

Crowe Malaysia PLT
201906000005 (LLP0018817-LCA) & AF 1018
Chartered Accountants

Ng Kim Hian
02506/04/2023 J
Chartered Accountant

Muar, Johor Darul Takzim
Date: 5 May 2021

STATEMENTS OF FINANCIAL POSITION

AT 31 DECEMBER 2020

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
ASSETS					
NON-CURRENT ASSETS					
Investment in subsidiaries	5	–	–	163,617,850	163,617,850
Investment in joint ventures	6	25,188,951	26,492,280	–	–
Property, plant and equipment	7	123,455,067	127,417,031	8,221	3,316
Investment properties	8	1,116,658	1,154,228	–	–
Right-of-use assets	9	2,343,549	2,110,670	–	–
Other investment	10	16,500	16,500	–	–
Goodwill	11	10,650,327	10,650,327	–	–
		162,771,052	167,841,036	163,626,071	163,621,166
CURRENT ASSETS					
Inventories	12	100,412,069	102,874,859	–	–
Trade receivables	13	91,939,151	100,062,651	–	–
Other receivables, deposits and prepayments	14	8,417,296	3,072,840	–	–
Amount owing by subsidiaries	15	–	–	420,000	2,982,820
Amount owing by joint ventures	16	3,055,225	2,507,075	–	–
Current tax assets		1,646,114	837,875	60,245	32,744
Derivative assets	17	743,743	311,736	–	–
Short-term investments	18	7,095,638	7,333,616	7,095,638	7,333,616
Dividend receivable		–	–	–	2,881,229
Deposit with a licensed bank	19	–	23,470	–	–
Cash and bank balances		94,290,040	68,611,265	19,418,035	7,538,337
		307,599,276	285,635,387	26,993,918	20,768,746
TOTAL ASSETS		470,370,328	453,476,423	190,619,989	184,389,912

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

Statements of Financial Position (Cont'd)

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
EQUITY AND LIABILITIES					
EQUITY					
Share capital	20	176,815,544	176,815,544	176,815,544	176,815,544
Treasury shares	21	(4,248,812)	–	(4,248,812)	–
Reserves	22	183,491,030	163,545,088	5,359,255	4,515,412
Equity attributable to owners of the Company		356,057,762	340,360,632	177,925,987	181,330,956
Non-controlling interests	5(b)	1,454,358	1,106,300	–	–
TOTAL EQUITY		357,512,120	341,466,932	177,925,987	181,330,956
NON-CURRENT LIABILITIES					
Lease liabilities	23	913,322	1,116,284	–	–
Long-term borrowings	24	911,796	1,224,876	–	–
Retirement benefits	25	366,000	366,000	–	–
Deferred tax liabilities	26	6,080,400	6,885,725	–	–
		8,271,518	9,592,885	–	–
CURRENT LIABILITIES					
Trade payables	27	33,795,667	35,656,254	–	–
Other payables and accruals	28	19,826,653	17,491,296	542,746	658,956
Amount owing to directors	29	7,671	84,594	–	–
Lease liabilities	23	1,465,395	1,003,681	–	–
Short-term borrowings	30	41,700,158	46,123,372	6,000,000	2,400,000
Retirement benefits	25	300,000	300,000	–	–
Current tax liabilities		1,339,890	1,512,409	–	–
Dividend payable		6,151,256	245,000	6,151,256	–
		104,586,690	102,416,606	12,694,002	3,058,956
TOTAL LIABILITIES		112,858,208	112,009,491	12,694,002	3,058,956
TOTAL EQUITY AND LIABILITIES		470,370,328	453,476,423	190,619,989	184,389,912

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
REVENUE	32	502,259,724	579,785,925	19,859,592	20,221,452
OTHER OPERATING INCOME		6,298,998	6,811,960	259,947	365,180
CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		(242,615)	5,911,048	-	-
RAW MATERIALS AND CONSUMABLE USED		(370,282,541)	(445,251,094)	-	-
EMPLOYEE BENEFITS	33	(39,469,700)	(40,570,790)	(856,937)	(1,267,253)
DEPRECIATION		(11,535,206)	(10,734,170)	(1,475)	(64,685)
FINANCE COSTS		(1,383,536)	(2,287,770)	(306)	(236,428)
NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS	34	(3,944,868)	(3,299,118)	-	-
OTHER OPERATING EXPENSES		(28,796,118)	(29,660,229)	(494,899)	(544,866)
SHARE OF PROFIT/(LOSS) OF EQUITY ACCOUNTED JOINT VENTURES		318,634	(183,651)	-	-
PROFIT BEFORE TAX	35	53,222,772	60,522,111	18,765,922	18,473,400
INCOME TAX EXPENSE	36	(13,384,730)	(12,328,441)	-	-
PROFIT AFTER TAX		39,838,042	48,193,670	18,765,922	18,473,400
OTHER COMPREHENSIVE INCOME					
<u>Items that will be reclassified subsequently to profit or loss</u>					
Share of other comprehensive (expense)/income of equity accounted joint ventures		(1,621,963)	256,511	-	-
		(1,621,963)	256,511	-	-
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR		38,216,079	48,450,181	18,765,922	18,473,400

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

Statements of Profit or Loss and Other Comprehensive Income

(Cont'd)

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
PROFIT AFTER TAX					
ATTRIBUTABLE TO:-					
Owners of the Company		39,489,984	47,482,352	18,765,922	18,473,400
Non-controlling interests		348,058	711,318	-	-
		39,838,042	48,193,670	18,765,922	18,473,400
TOTAL COMPREHENSIVE					
INCOME ATTRIBUTABLE					
TO:-					
Owners of the Company		37,868,021	47,738,863	18,765,922	18,473,400
Non-controlling interests		348,058	711,318	-	-
		38,216,079	48,450,181	18,765,922	18,473,400
EARNINGS PER SHARE					
(SEN)					
- basic	37	12.84	15.29		
- diluted		12.84	15.29		

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Note	Share Capital RM	Treasury Shares RM	Non- Distributable Foreign Exchange Translation Reserve RM	Distributable Retained Profits RM	Attributable to Owners Of the Company RM	Non- controlling Interest ("NCI") RM	Total Equity RM
The Group							
Balance at 1.1.2020	176,815,544	-	256,511	163,288,577	340,360,632	1,106,300	341,466,932
Profit after tax for the financial year	-	-	-	39,489,984	39,489,984	348,058	39,838,042
Other comprehensive income for the financial year:-	-	-	(1,621,963)	-	(1,621,963)	-	(1,621,963)
- Share of other comprehensive (expense) of equity accounted joint ventures							
Total comprehensive income for the financial year	-	-	(1,621,963)	39,489,984	37,868,021	348,058	38,216,079
Contribution by and distribution to owners of the Company:-							
- Purchase of treasury shares	-	(4,248,812)	-	-	(4,248,812)	-	(4,248,812)
- Dividends	-	-	-	(17,922,079)	(17,922,079)	-	(17,922,079)
Total transaction with owners	-	(4,248,812)	-	(17,922,079)	(22,170,891)	-	(22,170,891)
Balance at 31.12.2020	176,815,544	(4,248,812)	(1,365,452)	184,856,482	356,057,762	1,454,358	357,512,120

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

Statements of
Changes In Equity
(Cont'd)

	Note	Share Capital RM	Non- Distributable Foreign Exchange Translation Reserve RM	Distributable Retained Profits RM	Attributable to Owners Of the Company RM	Non- controlling Interest ("NCI") RM	Total Equity RM
The Group							
Balance at 1.1.2019		176,815,544	-	137,539,191	314,354,735	639,982	314,994,717
Profit after tax for the financial year		-	-	47,482,352	47,482,352	711,318	48,193,670
Other comprehensive income for the financial year:-							
- Share of other comprehensive income of equity accounted joint ventures		-	256,511	-	256,511	-	256,511
Total comprehensive income for the financial year		-	256,511	47,482,352	47,738,863	711,318	48,450,181
Contribution by and distribution to owners of the Company:-	38						
- Dividends		-	-	(21,732,966)	(21,732,966)	-	(21,732,966)
- Dividends by subsidiary to NCI		-	-	-	-	(245,000)	(245,000)
Total transaction with owners		-	-	(21,732,966)	(21,732,966)	(245,000)	(21,977,966)
Balance at 31.12.2019		176,815,544	256,511	163,288,577	340,360,632	1,106,300	341,466,932

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

Statements of Changes In Equity

(Cont'd)

	Note	Share Capital RM	Treasury Shares RM	Distributable Retained Profits RM	Total Equity RM
The Company					
Balance at 1.1.2019		176,815,544	–	7,774,978	184,590,522
Profit after tax and total comprehensive income for the financial year		–	–	18,473,400	18,473,400
Contribution by and distribution to owners of the Company:-					
- Dividends	38	–	–	(21,732,966)	(21,732,966)
Balance at 31.12.2019/ 1.1.2020		176,815,544	–	4,515,412	181,330,956
Profit after tax and total comprehensive income for the financial year		–	–	18,765,922	18,765,922
Contribution by and distribution to owners of the Company:-					
- Purchase of treasury shares	21	–	(4,248,812)	–	(4,248,812)
- Dividends	38	–	–	(17,922,079)	(17,922,079)
Total transactions with owners		–	(4,248,812)	(17,922,079)	(22,170,891)
Balance at 31.12.2020		176,815,544	(4,248,812)	5,359,255	177,925,987

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
CASH FLOWS FROM/(FOR) OPERATING ACTIVITIES					
Profit before tax		53,222,772	60,522,111	18,765,922	18,473,400
Adjustments for:-					
Dividends income		-	-	(19,469,592)	(19,831,452)
Depreciation of property, plant and equipment		10,020,020	9,684,424	1,475	64,685
Depreciation of investment properties		37,570	38,253	-	-
Depreciation of right-of-use assets		1,477,616	1,011,493	-	-
Gain on disposal of property, plant and equipment		(805,401)	(789,493)	-	-
Gain on disposal of investment property		-	(286,700)	-	-
Gain on reassessment/ modification of leases		(44,761)	-	-	-
Impairment losses on trade receivables	34	4,260,216	3,690,055	-	-
Reversal of impairment losses on trade receivables	34	(315,348)	(390,937)	-	-
Unrealised loss on foreign exchange		6,449	927,994	-	-
Fair value gain on derivatives		(432,007)	(1,212,881)	-	-
Inventories written down		341,312	177,856	-	-
Interest expense		1,383,535	2,287,770	306	236,428
Interest income		(825,787)	(900,828)	(259,947)	(365,180)
Property, plant and equipment written off		6,811	142,748	-	-
Provision for retirement benefits	25	24,139	59,154	-	-
Share (profit)/loss of joint ventures		(318,634)	183,651	-	-
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES					
Decrease in inventories		2,121,478	15,689,785	-	-
Increase in trade and other receivables		(4,420,667)	(614,912)	-	-
Decrease/(Increase) in amount owing by subsidiaries		-	-	5,444,049	(892,820)
(Decrease)/Increase in trade and other payables		(1,016,146)	(28,993,994)	(116,210)	51,838
Decrease in amount owing to directors		(76,923)	(94,845)	-	-
Increase in amount owing by joint ventures		(595,635)	(2,484,333)	-	-

Statements of Cash Flows

(Cont'd)

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
CASH FROM/(FOR) OPERATIONS		64,050,609	58,646,371	4,368,003	(2,263,101)
Interest received		825,787	900,828	259,947	365,180
Interest paid		(1,383,535)	(2,287,770)	(306)	(236,428)
Income tax paid		(15,170,813)	(16,686,888)	(27,501)	(32,500)
Income tax refund		-	3,343,563	-	258,098
Real property gain tax paid		-	(29,100)	-	-
Retirement benefits paid		(24,139)	(76,154)	-	-
NET CASH FROM/(FOR) OPERATING ACTIVITIES		48,297,909	43,810,850	4,598,143	(1,908,751)
CASH FLOWS (FOR)/FROM INVESTING ACTIVITIES					
Dividends received		-	-	19,469,592	16,950,223
Proceeds from disposal of property, plant and equipment		835,782	855,929	-	-
Proceeds from disposal of investment property		-	360,000	-	-
Purchase of property, plant and equipment	39(a)	(1,645,398)	(13,453,239)	(6,380)	-
Additional investment in existing joint ventures		-	(17,071,404)	-	-
NET CASH (FOR)/FROM INVESTING ACTIVITIES		(809,616)	(29,308,714)	19,463,212	16,950,223
CASH FLOWS FOR FINANCING ACTIVITIES					
Dividends paid		(12,015,823)	(21,732,966)	(11,770,823)	(21,732,966)
(Repayment)/Drawdown of bills payables	39(b)	(4,958,500)	4,958,500	-	-
(Repayment)/Drawdown of bankers' acceptances	39(b)	(1,095,000)	2,859,000	-	-
Drawdown of foreign currency trust receipts	39(b)	97,055,174	108,509,894	-	-
Drawdown of revolving credit	39(b)	35,920,733	26,421,390	6,000,000	2,400,000
Purchase of treasury shares	21	(4,248,812)	-	(4,248,812)	-
Repayment of foreign currency trust receipts	39(b)	(89,239,423)	(108,868,985)	-	-
Repayment of revolving credit	39(b)	(40,831,864)	(18,709,785)	(2,400,000)	(6,200,000)
Repayment of hire purchase payables	39(b)	-	(36,484)	-	-
Repayment of lease liabilities	39(b)	(1,406,982)	(947,347)	-	-
Repayment of term loans	39(b)	(286,277)	(601,587)	-	-
NET CASH FOR FINANCING ACTIVITIES		(21,106,774)	(8,148,370)	(12,419,635)	(25,532,966)

Statements of Cash Flows (Cont'd)

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		26,381,519	6,353,766	11,641,720	(10,491,494)
EFFECTS OF FOREIGN EXCHANGE TRANSLATION		(156,419)	(209,732)	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR		75,151,591	69,007,557	14,871,953	25,363,447
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	39(d)	101,376,691	75,151,591	26,513,673	14,871,953

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

1. GENERAL INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia. The registered office and principal place of business are as follows:-

Registered office : Suite 1301, 13th Floor, City Plaza
Jalan Tebrau
80300 Johor Bahru
Johor

Principal place of business : PTD 124298, Jalan Kempas Lama
Kampung Seelong Jaya
81300 Skudai
Johor

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 5 May 2021.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and the provision of management services. The principal activities of the subsidiaries are set out in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group are prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under significant accounting policies, and in compliance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

3.1 During the current financial year, the Group has adopted the following new accounting standards and/or interpretations (including the consequential amendments, if any):-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)

Amendments to MFRS 3: Definition of a Business

Amendments to MFRS 4: Extension of the Temporary Exemption from Applying MFRS 9

Amendments to MFRS 9, MFRS 139 and MFRS 7: Interest Rate Benchmark Reform

Amendments to MFRS 101 and MFRS 108: Definition of Material

Amendments to References to the Conceptual Framework in MFRS Standards

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) did not have any material impact on the Group's financial statements.

3. BASIS OF PREPARATION (CONT'D)

3.2 The Group has not applied in advance the following accounting standards and/or interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board (MASB) but are not yet effective for the current financial year:-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
MFRS 17 Insurance Contracts	1 January 2023
Amendments to MFRS 3: Reference to the Conceptual Framework	1 January 2022
Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4 and MFRS 16: Interest Rate Benchmark Reform – Phase 2	1 January 2021
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
Amendment to MFRS 16: Covid-19-Related Rent Concessions	1 June 2020
Amendments to MFRS 17: Insurance Contracts	1 January 2023
Amendment to MFRS 101: Classification of Liabilities as Current or Non-current	1 January 2023
Amendments to MFRS 101: Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108: Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 116: Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Amendments to MFRS 137: Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to MFRS Standards 2018 – 2020	1 January 2022

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) is expected to have no material impact on the financial statements of the Group upon their initial application.

Notes to the Financial Statements

(Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Critical Accounting Estimates and Judgements

The outbreak of the Covid-19 has brought unprecedented challenges and added economic uncertainties in Malaysia and markets in which the Group operates. While the Group has considered the potential financial impact of the Covid-19 pandemic in the preparation of these financial statements, the full financial impact to the Group remains uncertain. Accordingly, there is a possibility that factors not currently anticipated by management could occur in the future and therefore affect the recognition and measurement of the Group's assets and liabilities at the reporting date.

Key Sources of Estimation Uncertainty

Management believes that there are no key assumptions made concerning the future, and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year other than as disclosed below:-

(a) Impairment of Goodwill

The assessment of whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating a value in use amount requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at the reporting date is disclosed in Note 11 to the financial statements.

(b) Write-down of Inventories

Reviews are made periodically by management on damaged, obsolete and slow-moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories. The carrying amount of inventories as at the reporting date is disclosed in Note 12 to the financial statements.

(c) Impairment of Trade Receivables

The Group uses the simplified approach to estimate a lifetime expected credit loss allowance for all trade receivables (other than related parties and joint ventures). The Group develops the expected loss rates based on the payment profiles of past sales (including changes in the customer payment profile in response to the Covid-19 pandemic) and the corresponding historical credit losses, and adjusts for qualitative and quantitative reasonable and supportable forward-looking information. If the expectation is different from the estimation, such difference will impact the carrying value of trade receivables (other than related parties and joint ventures). The carrying amounts of trade receivables as at the reporting date is disclosed in Note 13 to the financial statements.

Critical Judgements made in Applying Accounting Policies

Management believes that there are no instances of application of critical judgement in applying the Group's accounting policies which will have a significant effect on the amounts recognised in the financial statements other than as disclosed below:-

Notes to the Financial Statements (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.1 Critical Accounting Estimates and Judgements (Cont'd)

Lease Terms

Some leases contain extension options exercisable by the Group before the end of the non-cancellable contract period. In determining the lease term, management considers all facts and circumstances including the past practice and any cost that will be incurred to change the asset if an option to extend is not taken. An extension option is only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

In determining the incremental borrowing rate of the respective leases. The Group first determines the closest available borrowing rates before using significant judgement to determine the adjustments required to reflect the term, security, value or economic environment of the respective leases.

4.2 Basis of Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to the end of the reporting period.

Subsidiaries are entities (including structured entities, if any) controlled by the Group. 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 over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup transactions, balances, income and expenses are eliminated on consolidation. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

(a) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. Under the acquisition method, the consideration transferred for acquisition of a subsidiary is the fair value of the assets transferred, liabilities incurred and the equity interests issued by the Group at the acquisition date. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss when incurred.

In a business combination achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

Non-controlling interests in the acquiree may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition. The choice of measurement basis is made on a transaction-by-transaction basis.

Notes to the Financial Statements

(Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.2 Basis of Consolidation (Cont'd)

(b) Non-controlling Interests

Non-controlling interests are presented within equity in the consolidated statements of financial position, separately from the equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

(c) Changes in Ownership Interests in Subsidiaries Without Change of Control

All changes in the parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in the equity of the Group.

(d) Loss of Control

Upon the loss of control of a subsidiary, the Group recognises any gain or loss on disposal in profit or loss which is calculated as the difference between:-

- (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest in the former subsidiary; and
- (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the former subsidiary and any non-controlling interests.

Amounts previously recognised in other comprehensive income in relation to the former subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of (i.e. reclassified to profit or loss or transferred directly to retained profits). The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under MFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

4.3 Goodwill

Goodwill is measured at cost less accumulated impairment losses, if any. The carrying value of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. The impairment value of goodwill is recognised immediately in profit or loss. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Under the acquisition method, any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interests recognised and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities at the date of acquisition is recorded as goodwill.

Where the latter amount exceeds the former, after reassessment, the excess represents a bargain purchase gain and is recognised in profit or loss immediately.

In respect of equity-accounted joint-ventures, the carrying amount of goodwill is included in the carrying amount of the investment and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted joint-ventures.

Notes to the Financial Statements (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 Functional and Foreign Currencies

(a) Functional and Presentation Currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates, which is the functional currency.

The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional and presentation currency.

(b) Foreign Currency Transactions and Balances

Transactions in foreign currencies are converted into the respective functional currencies on initial recognition, using the exchange rates at the transaction dates. Monetary assets and liabilities at the end of the reporting period are translated at the exchange rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.

(c) Foreign Operations

Assets and liabilities of foreign operations (including any goodwill and fair value adjustments arising on acquisition) are translated to the Group's presentation currency at the exchange rates at the end of the reporting period. Income, expenses and other comprehensive income of foreign operations are translated at exchange rates at the dates of the transactions. All exchange differences arising from translation are taken directly to other comprehensive income and accumulated in equity; attributed to the owners of the Company and non-controlling interests, as appropriate.

Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the end of the reporting period except for those business combinations that occurred before the date of transition (1 January 2011) which are treated as assets and liabilities of the Company and are not retranslated.

In the consolidated financial statements, when the settlement of an intragroup loan is neither planned nor likely to occur in the foreseeable future, the exchange differences arising from translating such monetary item are considered to form part of a net investment in the foreign operation and are recognised in other comprehensive income.

4.5 Financial Instruments

Financial assets and financial liabilities are recognised in the statements of financial position when the Group has become a party to the contractual provisions of the instruments.

Financial instruments are classified as financial assets, financial liabilities or equity instruments in accordance with the substance of the contractual arrangement and their definitions in MFRS 132. Interest, dividends, gains and losses relating to a financial instrument classified as a liability are reported as an expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

Notes to the Financial Statements

(Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 Financial Instruments (Cont'd)

A financial instrument is recognised initially at its fair value (other than trade receivables without significant financing component which are measured at transaction price as defined in MFRS 15 – Revenue from Contracts with Customers at inception). Transaction costs that are directly attributable to the acquisition or issue of the financial instrument (other than a financial instrument at fair value through profit or loss) are added to/deducted from the fair value on initial recognition, as appropriate. Transaction costs on the financial instrument at fair value through profit or loss are recognised immediately in profit or loss.

Financial instruments recognised in the statements of financial position are disclosed in the individual policy statement associated with each item.

(a) Financial Assets

All recognised financial assets are measured subsequently in their entirety at either amortised or fair value (through profit or loss, or other comprehensive income), depending on the classification of the financial assets.

Debt Instruments

(i) Amortised Cost

The financial asset is held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. When the asset has subsequently become credit-impaired, the interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), excluding expected credit losses, through the expected life of the financial asset or a shorter period (where appropriate).

(ii) Fair Value through Other Comprehensive Income

The financial asset is held for both collecting contractual cash flows and selling the financial asset, where the asset's cash flows represent solely payments of principal and interest. Movements in the carrying amount are taken through other comprehensive income and accumulated in the fair value reserve, except for the recognition of impairment, interest income and foreign exchange difference which are recognised directly in profit or loss. Interest income is calculated using the effective interest rate method.

(iii) Fair Value through Profit or Loss

All other financial assets that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss.

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

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

Notes to the Financial Statements (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 Financial Instruments (Cont'd)

(a) Financial Assets (Cont'd)

Equity Instruments

All equity investments are subsequently measured at fair value with gains and losses recognised in profit or loss except where the Group has elected to present the subsequent changes in fair value in other comprehensive income and accumulated in the fair value reserve at initial recognition.

The designation at fair value through other comprehensive income is not permitted if the equity investment is either held for trading or is designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise.

Dividend income from this category of financial assets is recognised in profit or loss when the Group's right to receive payment is established unless the dividends clearly represent a recovery of part of the cost of the equity investments.

(b) Financial Liabilities

(i) Financial Liabilities at Fair Value through Profit or Loss

Fair value through profit or loss category comprises financial liabilities that are either held for trading or are designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. The changes in fair value of these financial liabilities are recognised in profit or loss.

(ii) Other Financial Liabilities

Other financial liabilities are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), through the expected life of the financial liability or a shorter period (where appropriate).

(c) Equity Instruments

Equity instruments classified as equity are measured initially at cost and are not remeasured subsequently.

(i) Ordinary Shares

Ordinary shares are classified as equity and recorded at the proceeds received, net of directly attributable transaction costs.

Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

Notes to the Financial Statements

(Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 Financial Instruments (Cont'd)

(c) Equity Instruments (Cont'd)

(ii) Treasury Shares

When the Company's own shares recognised as equity are bought back, the amount of the consideration paid, including all costs directly attributable, are recognised as a deduction from equity. Own shares purchased that are not subsequently cancelled are classified as treasury shares and are presented as a deduction from total equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of treasury shares.

Where treasury shares are reissued by resale, the difference between the sales consideration received and the carrying amount of the treasury shares is recognised in equity.

Where treasury shares are cancelled, their costs are transferred to retained profits.

(d) Derivative Financial Instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in fair value on derivatives during the reporting period, other than those accounted for under hedge accounting, are recognised directly in profit or loss.

Any derivative embedded in a financial asset is not accounted for separately. Instead, the entire hybrid contract is classified and subsequently measured as either amortised cost or fair value as appropriate.

An embedded derivative is recognised separately from the host contract which is a financial liability as a derivative if, and only if, its risks and characteristics are not closely related to those of the host contract and the host contract is not measured at fair value through profit or loss.

(e) Derecognition

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset measured at amortised cost, the difference between the carrying amount of the asset and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of a debt instrument classified as fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified from equity to profit or loss. In contrast, there is no subsequent reclassification of the fair value reserve to profit or loss following the derecognition of an equity investment.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Notes to the Financial Statements (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 Financial Instruments (Cont'd)

(f) Financial Guarantee Contracts

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

Financial guarantee contracts are recognised initially as liabilities at fair value, net of transaction costs. Subsequent to initial recognition, financial guarantee contracts are recognised as income in profit or loss over the period of the guarantee or, when there is no specific contractual period, recognised in profit or loss upon discharge of the guarantee. If the debtor fails to make payment relating to a financial guarantee contract when it is due and the Group, as the issuer, is required to reimburse the holder for the associated loss, the liability is measured at the higher of the amount of the credit loss determined in accordance with the expected credit loss model and the amount initially recognised less cumulative amortisation.

4.6 Investments

(a) Investments in Subsidiaries

Investments in subsidiaries are stated at cost in the statement of financial position of the Company, and are reviewed for impairment at the end of the reporting period if events or changes in circumstances indicate that the carrying values may not be recoverable. The cost of the investments includes transaction costs.

On the disposal of the investments in subsidiaries, the difference between the net disposal proceeds and the carrying amount of the investments is recognised in profit or loss.

(b) Joint Arrangement

Joint arrangements are arrangements of which the Group has joint control, established by contracts requiring unanimous consent for decisions about the activities that significantly affect the arrangements returns.

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

Joint Ventures

A joint venture is a joint arrangement whereby the Group has rights only to the net assets of the arrangement.

The investment in a joint venture is accounted for in the consolidated financial statements using the equity method, based on the financial statements of the joint venture made up to 31 December 2020. The Group's share of the post-acquisition profits and other comprehensive income of the joint venture is included in the consolidated statement of profit or loss and other comprehensive income, after adjustment if any, to align the accounting policies with those of the Group, from the date that joint control commences up to the effective date when the investment ceases to be a joint venture or when the investment is classified as held for sale. The Group's investment in the joint venture is carried in the consolidated statement of financial position at cost plus the Group's share of the post-acquisition retained profits and reserves. The cost of investment includes transaction costs.

Notes to the Financial Statements

(Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.6 Investments (Cont'd)

(b) Joint Arrangement (Cont'd)

Joint Ventures (Cont'd)

When the Group's share of losses exceeds its interest in a joint venture, the carrying amount of that interest is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation. The interest in the joint venture is the carrying amount of the investment in the joint venture determined using the equity method together with any long-term interests that, in substance, form part of the Group's net investment in the joint venture.

Unrealised gains on transactions between the Group and the joint venture are eliminated to the extent of the Group's interest in the joint venture. Unrealised losses are eliminated unless cost cannot be recovered.

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture or when the investment is classified as held for sale. When the Group retains an interest in the former joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as the initial carrying amount of the financial asset in accordance with MFRS 9. Furthermore, the Group also reclassifies its share of the gain or loss previously recognised in other comprehensive income of that joint venture to profit or loss when the equity method is discontinued. However, the Group will continue to use the equity method when an investment in a joint venture becomes an investment in an associate. Under such change in ownership interest, the retained investment is not remeasured to fair value but a proportionate share of the amounts previously recognised in other comprehensive income of the joint venture will be reclassified to profit or loss where appropriate. All dilution gains or losses arising in investments in joint ventures are recognised in profit or loss.

(c) Transferable Golf Club Membership

Transferable golf club membership is stated at fair value with fair value changes recognised in profit or loss.

4.7 Property, Plant and Equipment

All items of property, plant and equipment are initially measured at cost. Cost includes expenditure that are directly attributable to the acquisition of the asset and other costs directly attributable to bringing the asset to working condition for its intended use.

Subsequent to initial recognition, all property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Notes to the Financial Statements (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.7 Property, Plant and Equipment (Cont'd)

Freehold land is not depreciated. Depreciation on other property, plant and equipment is charged to profit or loss (unless it is included in the carrying amount of another asset) on a straight-line method to write off the depreciable amount of the assets over their estimated useful lives. Depreciation of an asset does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. The principal annual rates used for this purpose are:-

Factory buildings	2%
Plant and machinery	10 - 12.5%
Moulds, tools and factory equipment	10%
Electrical installations and substation	10%
Motor vehicles	20%
Office equipment, furniture and fittings	10 - 25%
Renovation	10%

Capital work-in-progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The depreciation method, useful life and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of the property, plant and equipment. Any changes are accounted for as a change in estimate.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising from derecognition of the asset, being the difference between the net disposal proceeds and the carrying amount, is recognised in profit or loss.

4.8 Investment Properties

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

Investment properties which are owned are initially measured at cost. Cost includes expenditure that is directly attributable to the acquisition of the investment property. The right-of-use asset held under a lease contract that meets the definition of investment property is measured initially similarly as other right-of-use assets.

Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses, if any.

Depreciation is charged to profit or loss on a straight-line method over the estimated useful lives of the investment properties. The estimated useful lives of the investment properties are 60 years.

Investment properties are derecognised when they have either been disposed of or when the investment property is permanently withdrawn from use and no future benefit is expected from its disposal.

Notes to the Financial Statements

(Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.8 Investment Properties (Cont'd)

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

Transfers are made to or from investment property only when there is a change in use. All transfers do not change the carrying amount of the property reclassified.

4.9 Impairment

(a) Impairment of Financial Assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost, trade receivables and financial guarantee contracts.

The expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The Group always recognises lifetime expected credit losses for trade receivables (other than related parties and joint ventures) and contract assets using the simplified approach. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience and are adjusted for forward-looking information (including time value of money where appropriate).

For all other financial instruments, the Group recognises lifetime expected credit losses when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at fair value through other comprehensive income, for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

(b) Impairment of Non-financial Assets

The carrying values of assets, other than those to which MFRS 136 - Impairment of Assets does not apply, are reviewed at the end of each reporting period for impairment when an annual impairment assessment is compulsory or there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. When the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount and an impairment loss shall be recognised. The recoverable amount of an asset is the higher of the asset's fair value less costs to sell and its value-in-use, which is measured by reference to discounted future cash flows using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where it is not possible to estimate the recoverable amount of an individual asset, the Group determines the recoverable amount of the cash-generating unit to which the asset belongs.

Notes to the Financial Statements (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.9 Impairment (Cont'd)

(b) Impairment of Non-financial Assets (Cont'd)

An impairment loss is recognised in profit or loss. Any impairment loss recognised in respect of a cash-generating unit is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit and then to reduce the carrying amounts of the other assets in the cash-generating unit on a pro rata basis.

In respect of assets other than goodwill, and when there is a change in the estimates used to determine the recoverable amount, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in profit or loss immediately.

4.10 Leases

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for low-value assets and short-term leases with 12 months or less. For these leases, the Group recognises the lease payments as an operating expense on a straight-line method over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use assets and the associated lease liabilities are presented as a separate line item in the statements of financial position.

The right-of-use asset is initially measured at cost. Cost includes the initial amount of the corresponding lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred, less any incentives received.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses, and adjustment for any remeasurement of the lease liability. The depreciation starts from the commencement date of the lease. If the lease transfers ownership of the underlying asset to the Group or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Otherwise, the Group depreciates the right-of-use asset to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

The lease liability is subsequently measured at amortised cost using the effective interest method. It is remeasured when there is a change in the future lease payments (other than lease modification that is not accounted for as a separate lease) with the corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recognised in profit or loss if the carrying amount has been reduced to zero.

Notes to the Financial Statements

(Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in-first-out method (tin manufacturing segment) and weighted average cost (food and beverage segment) method and comprises the purchase price, production or conversion costs and incidentals incurred in bringing the inventories to their present location and condition. Cost of finished goods includes the cost of materials, labour and an appropriate proportion of production overheads. The cost of conversion includes cost directly related to the units of production, and a proportion of fixed production overheads based on normal capacity of the production facilities.

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

4.12 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand, bank balances, demand deposits, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value with original maturity periods of three months or less. For the purpose of the statements of cash flows, cash and cash equivalents are presented net of bank overdrafts.

4.13 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation. The unwinding of the discount is recognised as interest expense in profit or loss.

4.14 Employee Benefits

(a) Short-term Benefits

Wages, salaries, paid annual leave and bonuses are measured on an undiscounted basis and are recognised in profit or loss in the period in which the associated services are rendered by employees of the Group.

(b) Defined Contribution Plans

The Group's contributions to defined contribution plans are recognised in profit or loss in the period to which they relate. Once the contributions have been paid, the Group has no further liability in respect of the defined contribution plans.

(c) Defined Benefit Plans

The Group has a non-contributory unfunded retirement benefits scheme for the unionised workers and a director. The retirement benefit provided is based on the terms, which are stated in the agreement signed between the Group and the unionised workers and a director respectively, discounted at the appropriate rate without the application of any actuarial valuation method.

Notes to the Financial Statements (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.15 Income Taxes

(a) Current Tax

Current tax assets and liabilities are expected amount of income tax recoverable or payable to the taxation authorities.

Current taxes are measured using tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period and are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss (either in other comprehensive income or directly in equity).

(b) Deferred Tax

Deferred tax is recognised using the liability method for all temporary differences other than those that arise from goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that the related tax benefits will be realised.

Current and deferred tax items are recognised in correlation to the underlying transactions either in profit or loss, other comprehensive income or directly in equity. Deferred tax arising from a business combination is adjusted against goodwill or negative goodwill.

Current tax assets and liabilities or deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxable entity (or on different tax entities but they intend to settle current tax assets and liabilities on a net basis) and the same taxation authority.

4.16 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements, unless the probability of outflow of economic benefits is remote. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

Notes to the Financial Statements

(Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.17 Operating Segments

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

4.18 Earnings Per Ordinary Share

Basic earnings per ordinary share is calculated by dividing the consolidated profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the reporting period, adjusted for own shares held.

4.19 Borrowing Costs

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

4.20 Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using a valuation technique. The measurement assumes that the transaction takes place either in the principal market or in the absence of a principal market, in the most advantageous market. For non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, the fair value measurements are analysed into level 1 to level 3 as follows:-

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liability that the entity can access at the measurement date;

Level 2: Inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: Inputs are unobservable inputs for the asset or liability.

The transfer of fair value between levels is determined as of the date of the event or change in circumstances that caused the transfer.

4.21 Revenue from Contracts with Customers

Revenue is recognised by reference to each distinct performance obligation in the contract with customer and is measured at the consideration specified in the contract of which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, net of sales and service tax, returns, rebates and discounts.

The Group recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of that asset.

Notes to the Financial Statements (Cont'd)

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.21 Revenue from Contracts with Customers (Cont'd)

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

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

Sale of Tins, Cans and Dairies Products

Revenue from sale of tins, cans and dairies products are recognised when the Group has transferred control of the goods to the customer, being when the goods have been delivered to the customer and upon its acceptance. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, and bears the risks of obsolescence and loss in relation to the goods.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

4.22 Revenue from Other Sources and Other Operating Income

(a) Interest Income

Interest income is recognised on an accrual basis using the effective interest method.

(b) Dividend Income

Dividend income from investment is recognised when the right to receive dividend payment is established.

(c) Management Fee Income

Management fee income is recognised on an accrual basis.

Notes to the Financial Statements

(Cont'd)

5. INVESTMENT IN SUBSIDIARIES

	The Company	
	2020 RM	2019 RM
Unquoted shares, at cost		
At 1 January	163,617,850	163,617,850
Addition during the financial year	-	-
At 31 December	163,617,850	163,617,850

(a) The details of the subsidiaries are as follows:-

Name of Subsidiaries	Principal Place of Business/ Country of Incorporation	Percentage of Issued Share Capital Held by Parent (%)		Principal Activities
		2020	2019	
Subsidiaries of the Company				
Johore Tin Factory Sendirian Berhad ("JTFSB")	Malaysia	100	100	Manufacturing of various tins, cans and other containers and printing of tin plates
Unican Industries Sdn. Bhd ("UISB")	Malaysia	100	100	Manufacturing of various tins, cans and other containers
Kluang Tin And Can Factory Sdn Bhd. ("KTCSB")	Malaysia	100	100	Manufacturing of various tins, cans and other containers
Able Diaries Sdn. Bhd ("ADSB")	Malaysia	100	100	Manufacturing and selling of milk and other related dairy products
Able Food Sdn. Bhd ("AFSB")	Malaysia	96	96	Trading of milk and other related dairy products
Subsidiary of ADSB				
Able Diaries Marketing Sdn Bhd. ("ADM")	Malaysia	51	51	Wholesale of dairy products

Notes to the Financial Statements (Cont'd)

5. INVESTMENT IN SUBSIDIARIES (CONT'D)

(b) The non-controlling interests at the end of the reporting period comprise the following:-

	Effective Equity Interest		The Group	
	2020 %	2019 %	2020 RM	2019 RM
AFSB	4	4	(154,594)	(151,930)
ADM	49	49	1,608,952	1,258,230
			1,454,358	1,106,300

(c) The summarised financial information (before intra-group elimination) for the subsidiary that has non-controlling interests that are material to the Group is as follows:-

	ADM	
	2020 RM	2019 RM
<u>At 31 December</u>		
Non-current asset	408,699	264,050
Current assets	17,506,824	17,129,323
Non-current liabilities	(252,539)	(139,262)
Current liabilities	(14,379,411)	(14,686,295)
Net assets	3,283,573	2,567,816
<u>Financial year ended 31 December</u>		
Revenue	42,374,932	49,381,875
Profit after tax and total comprehensive income for the financial year	715,757	1,188,765
Total comprehensive income attributable to non-controlling interest	350,721	582,495
Dividend paid to non-controlling interests	-	245,000
Net cash flows (for)/from operating activities	(220,400)	999,357
Net cash flows for investing activity	(3,965)	(8,120)
Net cash flows for financing activities	(605,625)	(40,595)

Notes to the Financial Statements

(Cont'd)

6. INVESTMENT IN JOINT VENTURES

	The Group	
	2020 RM	2019 RM
Unquoted shares, at cost	26,492,280	26,419,420
Share of post acquisition profit/(loss)	318,634	(183,651)
Share of post acquisition reserve	(1,621,963)	256,511
	25,188,951	26,492,280

(a) The details of the joint ventures are as follows:-

Name of Joint Ventures	Principal Place of Business/ Country of Incorporation	Effective Equity Interest (%)		Principal Activities
		2020	2019	
Able Dairies Mexico S.A.P.I. DE C.V. ("ADMX")	Mexico	43	43	Manufacture, processing, packaging, distribution, importation and exportation of dairy products
Able Packaging S.A.P.I. DE C.V. ("APMX")	Mexico	54	54	Manufacturing and sales of containers

- (b) Although the Group holds more than 50% of the voting power in APMX, the Group has determined that it does not have sole control over the investee considering that strategic and financial decisions of the relevant activities of the investee require unanimous consent by other shareholder.
- (c) The Companies are in a preoperative period preparing the installations to begin these activities in the financial year ending 2021.

Notes to the Financial Statements (Cont'd)

6. INVESTMENT IN JOINT VENTURES (CONT'D)

(d) The summarised financial information for joint ventures that are material to the Group are as follows:-

	2020 RM	ADMX 2019 RM
<u>At 31 December</u>		
Non-current asset	71,183,906	52,401,125
Current assets	11,683,692	8,792,903
Current liabilities	(31,514,379)	(7,572,637)
Net assets	51,353,219	53,621,391
<u>Financial year ended 31 December</u>		
(Loss)/Profit after tax and total comprehensive (expense)/income for the financial year	(2,268,172)	147,364
Group's share of profit/(loss) for the financial year	432,321	(178,837)
Group's share of other comprehensive (expense)/income	(1,410,584)	242,395
<u>Reconciliation of net assets to carrying amount</u>		
Group's share of net assets	22,148,643	23,126,906
<u>At 31 December</u>		
Non-current asset	6,154,762	5,342,519
Current assets	3,015,216	3,340,971
Current liabilities	(3,541,863)	(2,453,624)
Net assets	5,628,115	6,229,866
<u>Financial year ended 31 December</u>		
(Loss) after tax and total comprehensive expense for the financial year	(601,751)	(8,911)
Group's share of loss for the financial year	(113,687)	(4,814)
Group's share of other comprehensive (expense)/income	(211,379)	14,116
<u>Reconciliation of net assets to carrying amount</u>		
Group's share of net assets	3,040,308	3,365,374

Notes to the Financial Statements

(Cont'd)

7. PROPERTY, PLANT AND EQUIPMENT

The Group	At 1.1.2020 RM	Additions RM	Reclassification RM	Disposal RM	Write off RM	Depreciation Charges RM	At 31.12.2020 RM
2020							
<i>Carrying Amount</i>							
Freehold land	21,357,736	-	-	-	-	-	21,357,736
Factory buildings	37,825,388	14,100	-	-	-	(893,886)	36,945,602
Plant and machinery	43,841,400	629,516	917,450	(30,381)	(6,707)	(7,707,841)	37,643,437
Moulds, tools, and factory equipment	632,493	97,419	-	-	-	(107,106)	622,806
Electrical installations and substation	717,107	-	-	-	-	(194,270)	522,837
Motor vehicles	988,742	-	-	-	-	(384,987)	603,755
Office equipment, furniture and fittings	1,127,461	86,950	-	-	(104)	(221,682)	992,625
Renovation	3,656,972	10,294	-	-	-	(510,248)	3,157,018
Capital work-in-progress	17,269,732	5,256,969	(917,450)	-	-	-	21,609,251
	127,417,031	6,095,248	-	(30,381)	(6,811)	(10,020,020)	123,455,067

Notes to the
Financial Statements
(Cont'd)

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

The Group	<----- 1.1.2019 ----->									
	As Previously Reported RM	Initial Application of MFRS 16 RM	At Restated RM	Additions RM	Transfer to Investment Property RM	Reclassification RM	Disposal RM	Write off RM	Depreciation Charges RM	At 31.12.2019 RM
2019										
<i>Carrying Amount</i>										
Freehold land	21,828,156	-	21,828,156	-	(470,420)	-	-	-	-	21,357,736
Leasehold land	43,076	-	43,076	-	(43,076)	-	-	-	-	-
Factory buildings	39,144,684	-	39,144,684	67,800	(624,036)	127,679	-	(890,739)	(890,739)	37,825,388
Plant and machinery	39,844,390	-	39,844,390	2,715,669	-	8,442,762	(14,711)	-	(7,146,710)	43,841,400
Moulds, tools, and factory equipment	952,770	-	952,770	137,342	-	-	-	(138,582)	(319,037)	632,493
Electrical installations and substation	897,204	-	897,204	14,800	-	-	-	-	(194,897)	717,107
Motor vehicles	1,083,957	(226,398)	857,559	559,059	-	-	(51,725)	-	(376,151)	988,742
Office equipment, furniture and fittings	1,188,838	-	1,188,838	186,057	-	36,681	-	(4,166)	(279,949)	1,127,461
Renovation	2,919,448	-	2,919,448	573,267	(128,249)	769,447	-	-	(476,941)	3,656,972
Capital work-in-progress	17,236,969	-	17,236,969	9,409,332	-	(9,376,569)	-	-	-	17,269,732
	125,139,492	(226,398)	124,913,094	13,663,326	(1,265,781)	-	(66,436)	(142,748)	(9,684,424)	127,417,031

Notes to the Financial Statements

(Cont'd)

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

The Group	At Cost RM	Accumulated Depreciation RM	Accumulated Impairment RM	Carrying Amount RM
2020				
Freehold land	21,357,736	–	–	21,357,736
Factory buildings	44,715,026	(7,769,424)	–	36,945,602
Plant and machinery	121,157,996	(82,096,804)	(1,417,755)	37,643,437
Moulds, tools, and factory equipment	4,463,737	(3,840,931)	–	622,806
Electrical installations and substation	3,505,222	(2,982,385)	–	522,837
Motor vehicles	3,698,397	(3,094,642)	–	603,755
Office equipment, furniture and fittings	3,931,814	(2,939,189)	–	992,625
Renovation	6,804,347	(3,647,329)	–	3,157,018
Capital work-in-progress	21,609,251	–	–	21,609,251
	231,243,526	(106,370,704)	(1,417,755)	123,455,067

The Group	At Cost RM	Accumulated Depreciation RM	Accumulated Impairment RM	Carrying Amount RM
2019				
Freehold land	21,357,736	–	–	21,357,736
Leasehold land	–	–	–	–
Factory buildings	44,700,926	(6,875,538)	–	37,825,388
Plant and machinery	120,234,728	(74,975,573)	(1,417,755)	43,841,400
Moulds, tools, and factory equipment	4,366,317	(3,733,824)	–	632,493
Electrical installations and substation	3,505,222	(2,788,115)	–	717,107
Motor vehicles	3,698,397	(2,709,655)	–	988,742
Office equipment, furniture and fittings	3,847,004	(2,719,543)	–	1,127,461
Renovation	6,794,053	(3,137,081)	–	3,656,972
Capital work-in-progress	17,269,732	–	–	17,269,732
	225,774,115	(96,939,329)	(1,417,755)	127,417,031

Notes to the
Financial Statements
(Cont'd)

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

The Company	At 1.1.2020 RM	Additions RM	Depreciation Charges RM	At 31.12.2020 RM
2020				
<i>Carrying Amount</i>				
Office equipment, furniture and fittings	3,316	6,380	(1,475)	8,221

The Company	At 1.1.2019 RM	Additions RM	Depreciation Charges RM	At 31.12.2019 RM
2019				
<i>Carrying Amount</i>				
Office equipment, furniture and fittings	68,001	–	(64,685)	3,316

	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
The Company			
2020			
Office equipment, furniture and fittings	361,079	(352,858)	8,221
2019			
Office equipment, furniture and fittings	354,699	(351,383)	3,316

(a) The carrying amount of property, plant and equipment pledged as securities for banking facilities are as follows:-

	The Group	
	2020 RM	2019 RM
Factory building	5,122,480	5,260,700

Notes to the Financial Statements

(Cont'd)

8. INVESTMENT PROPERTIES

	2020 RM	2019 RM
Cost:-		
At 1 January	1,574,026	–
Transfer from property, plant and equipment (Note 7)	–	1,647,326
Disposal	–	(73,300)
At 31 December	1,574,026	1,574,026
Accumulated depreciation:-		
At 1 January	419,798	–
Transfer from property, plant and equipment (Note 7)	–	381,545
Depreciation during the financial year	37,570	38,253
At 31 December	457,368	419,798
Carrying amount	1,116,658	1,154,228
Represented by:-		
Freehold land	397,120	397,120
Freehold buildings	396,600	414,767
Leasehold land	40,004	41,542
Leasehold building	282,934	300,799
	1,116,658	1,154,228
Fair value		
At 31 December	2,200,123	2,200,123

- (a) The fair values of the investment properties are within level 3 of the fair value hierarchy and arrived at by reference to market evidence of transaction prices for similar properties and are performed by registered valuers having appropriate recognised professional qualification and recent experience in the locations and category of properties being valued. The most significant input into this valuation approach is the price per square foot of comparable properties. Adjustments are then made for differences in location, size, facilities available, market conditions and other factors in order to arrive at a common basis.

Notes to the Financial Statements (Cont'd)

8. INVESTMENT PROPERTIES (CONT'D)

- (b) The carrying amount of investment properties held by the Group as at the end of the reporting period are as follows:-

Name of Properties	Description	Tenure of Land	2020 RM	2019 RM
41, Jalan Lau Kim Teck, Kluang	Industrial land	Freehold	211,760	211,760
41, Jalan Lau Kim Teck, Kluang	1 1/2 storey semi detached factory	Freehold	94,660	55,109
39, Jalan Lau Kim Teck, Kluang	Industrial land	Freehold	185,360	185,360
39, Jalan Lau Kim Teck, Kluang	2 storey semi detached factory	Freehold	301,940	359,658
5, Jalan Masyuri, Kluang	Industrial land	60 years lease expiring on 13 April 2046 (remaining 27 years)	40,004	41,542
5, Jalan Masyuri, Kluang	1 1/2 storey detached factory	60 years lease expiring on 13 April 2046 (remaining 27 years)	282,934	300,799
			1,116,658	1,154,228

9. RIGHT-OF-USE ASSETS

The Group	At 1.1.2020 RM	Additions RM	Reassessment/ Depreciation charges RM	Modification of Leases RM	Derecognition due to Lease Modification RM	At 31.12.2020 RM		
2020								
<i>Carrying Amount</i>								
Factories	1,694,979	2,418,097	(888,676)	-	(1,634,180)	1,590,220		
Warehouse	66,470	72,031	(55,551)	41,274	(19,407)	104,817		
Hostel	94,719	22,765	(63,748)	-	-	53,736		
Motor vehicles	254,502	814,224	(469,641)	-	(4,309)	594,776		
			2,110,670	3,327,117	(1,477,616)	41,274	(1,657,896)	2,343,549

Notes to the Financial Statements

(Cont'd)

9. RIGHT-OF-USE ASSETS (CONT'D)

The Group	< ----- 1.1.2019 ----- >		As Restated RM	Additions RM	Depreciation charges RM	At 31.12.2019 RM
	As previously Reported RM	Initial Application of MFRS 16 RM				
2019						
<i>Carrying Amount</i>						
Factories	–	2,512,069	2,512,069	–	(817,090)	1,694,979
Warehouse	–	64,773	64,773	34,932	(33,235)	66,470
Hostel	–	35,848	35,848	100,293	(41,422)	94,719
Motor vehicles	–	300,986	300,986	73,262	(119,746)	254,502
	–	2,913,676	2,913,676	208,487	(1,011,493)	2,110,670

The Group leases certain factories, warehouse, hostel and motor vehicles of which the leasing activities are summarised below:-

- (a) **Factories** The Group has leased a number of factories that run for 1 to 4 years, with an option to renew the lease after that date. Lease payments are increased every 2 years to reflect the current market rentals.
- (b) **Warehouses** The Group has leased a number of warehouses that run for 2 to 3 years, with some has an option to renew the lease after that date.
- (c) **Hostel** The Group has leased a number of hostel that run between 1 to 2 years, with some has an option to renew the lease after that date.
- (d) **Motor vehicles** (i) The Group has leased a number of forklifts for 1 to 4 years.
- (ii) The Group has leased its motor vehicle under hire purchase arrangements with lease terms of 5 years. The leases are secured by the leased assets. The Group has an option to purchase the asset at an insignificant amount.

10. OTHER INVESTMENT

	The Group	
	2020 RM	2019 RM
Transferable golf club membership, at fair value	16,500	16,500

The Group designated its investments in transferable golf club membership at fair value through other comprehensive income because the Group intends to hold for long-term strategic purposes.

Notes to the Financial Statements (Cont'd)

11. GOODWILL

	The Group 2020 RM	2019 RM
At cost:-		
At 1 January/31 December	10,650,327	10,650,327

- (a) The carrying amount of goodwill allocated to cash-generating unit is as follows:-

	The Group 2020 RM	2019 RM
Food and beverage	10,650,327	10,650,327

- (b) The Group has assessed the recoverable amounts of goodwill allocated and determined that no impairment is required. The recoverable amounts of the cash-generating unit are determined using the value in use approach, and this is derived from the present value of the future cash flows from cash-generating unit computed based on the projections of financial budgets approved by management covering a period of 5 years. The key assumptions used in the determination of the recoverable amounts are as follows:-

	Gross Margin		Growth Rate		Discount Rate	
	2020 %	2019 %	2020 %	2019 %	2020 %	2019 %
Food and beverage	19	20	4	4	15	11

- (i) Budget gross margin – Gross margin achieved in financial year immediately before the budgeted period
- (ii) Growth rate – Based on the expected projections of the food and beverages
- (iii) Discount rate (pre-tax) – Reflect specific risks relating to the relevant cash-generating unit

The values assigned to the key assumptions represent management's assessment of future trends in the cash-generating units and are based on both external sources and internal historical data.

- (c) The directors believe that there is no reasonable possible change in the above key assumptions applied that is likely to materially cause the respective cash-generating unit carrying amount to exceed its recoverable amount.

Notes to the Financial Statements

(Cont'd)

12. INVENTORIES

	The Group	
	2020 RM	2019 RM
Raw materials	59,078,667	59,792,152
Work-in-progress	14,515,667	15,166,159
Finished goods	13,179,540	12,771,665
Goods-in-transit	13,422,738	14,870,483
Spare parts	215,457	274,400
	100,412,069	102,874,859
Recognised in profit or loss:-		
Inventories recognised as cost of sales	404,108,090	472,795,340
Amount written down to net realisable value	341,312	177,856

13. TRADE RECEIVABLES

	The Group	
	2020 RM	2019 RM
Trade receivables:-		
Third parties	97,926,202	102,672,384
Related party	2,846,176	2,278,626
	100,772,378	104,951,010
Impairment losses on receivables	(8,833,227)	(4,888,359)
	91,939,151	100,062,651
Impairment losses on receivables:-		
At 1 January	4,888,359	10,294,214
Addition during the financial year	4,260,216	3,690,055
Written off during the financial year	-	(8,704,973)
Reversal during the financial year	(315,348)	(390,937)
At 31 December	8,833,227	4,888,359

- (a) The Group's normal trade terms are cash term - 120 days credit (2019: cash term - 120 days credit). Other credit terms are assessed and approved on a case-by-case basis.
- (b) Amount owing by a related party is subject to normal credit terms of 30 - 120 days (2019: 30 - 120 days).

Notes to the Financial Statements (Cont'd)

14. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	The Group	
	2020 RM	2019 RM
Other receivables:-		
Third parties	372,188	271,447
Advances to suppliers	253,277	164,311
Goods and services tax recoverable	967,914	1,186,631
	1,593,379	1,622,389
Deposits	5,440,280	1,390,319
Prepayments	1,383,637	60,132
	8,417,296	3,072,840

- (a) The advances to suppliers are unsecured and interest-free. The amount owing will be offset against future purchases from the suppliers.
- (b) Included in deposits of the Group is an amount of RM 4,426,066 paid for the refundable earnest deposit for the acquisition of a piece of freehold vacant land (Note 46(a)).

15. AMOUNT OWING BY SUBSIDIARIES

	The Company	
	2020 RM	2019 RM
<i>Current</i>		
Trade balance	420,000	896,284
Non-trade balance	-	2,086,536
	420,000	2,982,820

Trade balance arises from trade transactions, while non-trade balance represents advances, both of which are unsecured, interest-free and repayable on demand and are to be settled in cash.

Notes to the Financial Statements

(Cont'd)

16. AMOUNT OWING BY JOINT VENTURES

	The Group	
	2020 RM	2019 RM
<i>Current</i>		
Trade balances	583,166	–
Non-trade balances	2,472,059	2,507,075
	3,055,225	2,507,075

- (a) The trade balances are subject to normal credit terms of 90 days.
- (b) The non-trade balances represent advances, which are unsecured, interest-free and repayable on demand and is to be settled in cash.

17. DERIVATIVE ASSETS

	The Group	
	Contract/ Notional Amount RM	Derivative Assets RM
2020		
Forward foreign exchange contracts	18,661,692	743,743
2019		
Forward foreign exchange contracts	17,919,822	311,736

The Group does not apply hedge accounting.

The Group uses forward foreign exchange contracts to manage some of its transaction exposure. These contracts are not designated as cash flow or fair value hedges and are entered into for periods consistent with currency translation exposure and fair value changes exposure. Such derivatives do not qualify for hedge accounting. The settlement dates on forward foreign exchange contracts range between 1 to 12 (2019: 1 to 12) months after the end of the reporting period.

Notes to the Financial Statements (Cont'd)

18. SHORT-TERM INVESTMENTS

	The Group and The Company			
	2020	2020	2019	2019
	Carrying Amount RM	Market Value RM	Carrying Amount RM	Market Value RM
Money market fund, at fair value	7,095,638	7,095,114	7,333,616	7,333,013

19. DEPOSIT WITH A LICENSED BANK

As at 31 December 2019, the deposit with a licensed bank of the Group bear effective interest rate of 2.41% per annum. The deposit has maturity period of 1 month.

20. SHARE CAPITAL

	The Group and The Company			
	2020	2019	2020	2019
	Number of Shares	Number of Shares	RM	RM
Issued and Fully Paid-Up				
Ordinary Shares				
At 1 January/ 31 December	310,470,986	310,470,986	176,815,544	176,815,544

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company, and are entitled to one vote per ordinary share at meetings of the Company. The ordinary shares have no par value.

Notes to the Financial Statements

(Cont'd)

21. TREASURY SHARES

	The Group and The Company 2020	
	Number of Shares	RM
At Cost		
At 1 January	–	–
Buy back	2,908,200	4,248,812
At 31 December	2,908,200	4,248,812

During the financial year, the Company has purchased its issued ordinary shares from the open market as follow:-

	No. of shares	Cost RM	Highest RM	Lowest RM	Average purchase price per share RM
July	338,100	455,153	1.36	1.33	1.34
August	654,200	851,693	1.32	1.28	1.30
September	1,373,500	2,119,854	1.60	1.49	1.53
October	542,400	822,112	1.53	1.51	1.52
	2,908,200	4,248,812			

The transactions of share buy back were financed by internally generated funds. The ordinary shares purchased are held as treasury shares in accordance with Section 127(6) of the Companies Act 2016. None of the treasury shares were cancelled during the financial year.

Of the total 310,470,986 issued and fully paid ordinary shares at the end of the reporting period, 2,908,200 ordinary shares are held as treasury shares by the Company. Therefore, the number of outstanding shares in issued and fully paid is 307,562,786.

Notes to the Financial Statements (Cont'd)

22. RESERVES

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Non-distributable				
Foreign exchange translation reserve	(1,365,452)	256,511	-	-
Distributable				
Retained profits	184,856,482	163,288,577	5,359,255	4,515,412
At 31 December	183,491,030	163,545,088	5,359,255	4,515,412

Foreign Exchange Translation Reserve

The foreign exchange translation reserve arose from the Group's share of joint ventures' foreign currency translation differences whose functional currencies are different from the Group's presentation currency.

23. LEASE LIABILITIES

	The Group	
	2020 RM	2019 RM
At 1 January		
- As previously reported	2,119,965	-
- Initial application of MFRS 16	-	2,858,825
- As restated	2,119,965	2,858,825
Acquisition of new leases	3,327,117	208,487
Interest expense recognised in profit or loss	152,538	126,163
Changes due to lease modification/reassessment	41,274	-
Derecognition due to lease modification	(1,702,657)	-
Repayment of principal	(1,406,982)	(947,347)
Repayment of interest expense	(152,538)	(126,163)
At 31 December	2,378,717	2,119,965
Analysed by:-		
Current liabilities	1,465,395	1,003,681
Non-current liabilities	913,322	1,116,284
	2,378,717	2,119,965

Certain lease liabilities of the Group are secured by the Group's motor vehicles under the hire purchase arrangements as disclosed in Note 9(d)(ii) to the financial statements, with lease terms of 5 years and bear effective interest rates of 2.33% (2019: 2.33%) per annum.

Notes to the Financial Statements

(Cont'd)

24. LONG-TERM BORROWINGS

	The Group	
	2020 RM	2019 RM
Term loans (secured) (Note 31)	911,796	1,224,876

25. RETIREMENT BENEFITS

	The Group	
	2020 RM	2019 RM
At 1 January	666,000	683,000
Addition during the financial year (Note 33)	24,139	59,154
Paid during the financial year	(24,139)	(76,154)
At 31 December	666,000	666,000
Current	300,000	300,000
Non-current	366,000	366,000
	666,000	666,000

Retirement benefits represent the Group's obligation in respect of a non-contributor unfunded retirements benefit plan to unionised workers and a Director. The amount as at the end of the reporting period approximates the present value of the unfunded obligation.

Key assumptions used for computing the addition for the year:-

	The Group	
	2020 RM	2019 RM
Discount rate	3.72%	4.79%
Annual salary increment per worker	RM104	RM104

Notes to the Financial Statements (Cont'd)

26. DEFERRED TAX LIABILITIES/(ASSETS)

	At 1.1.2020 RM	Recognised in Profit or Loss (Note 36) RM	At 31.12.2020 RM
The Group			
2020			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	7,528,866	(778,438)	6,750,428
Right-of-use assets	467,095	(634,977)	(167,882)
Exchange differences	(198,569)	125	(198,444)
Fair value changes on financial instruments	74,817	103,681	178,498
	7,872,209	(1,309,609)	6,562,600
<i>Deferred Tax Assets</i>			
Lease liabilities	(504,913)	667,795	162,882
Impairment losses on trade receivables	139,625	(190,605)	(50,980)
Provisions	(621,196)	27,094	(594,102)
	(986,484)	504,284	(482,200)
	6,885,725	(805,325)	6,080,400

	< ----- 1.1.2019 ----- >		Recognised in Profit or Loss (Note 36) RM	At 31.12.2019 RM
	As previously Reported RM	Initial Application of MFRS 16 RM	As Restated RM	
The Group				
2019				
<i>Deferred Tax Liabilities</i>				
Property, plant and equipment	6,826,710	-	6,826,710	7,528,866
Right-of-use assets	-	668,046	668,046	467,095
Exchange differences	1,483,665	-	1,483,665	(198,569)
Fair value changes on financial instruments	(150,360)	-	(150,360)	74,817
	8,160,015	668,046	8,828,061	7,872,209

Notes to the Financial Statements

(Cont'd)

26. DEFERRED TAX LIABILITIES/(ASSETS) (CONT'D)

	< ----- 1.1.2019 ----- >				
	As previously Reported RM	Initial Application of MFRS 16 RM	As Restated RM	Recognised in Profit or Loss (Note 36) RM	At 31.12.2019 RM
<i>Deferred Tax Assets</i>					
Lease liabilities	-	(668,046)	(668,046)	163,133	(504,913)
Impairment losses on trade receivables	(214,100)	-	(214,100)	353,725	139,625
Provisions	(599,247)	-	(599,247)	(21,949)	(621,196)
	(813,347)	(668,046)	(1,481,393)	494,909	(986,484)
	7,346,668	-	7,346,668	(460,943)	6,885,725

Presented after appropriate offsetting as follows:-

	The Group	
	2020 RM	2019 RM
Deferred tax liabilities before offsetting	6,562,600	7,872,209
Offsetting	(482,200)	(986,484)
Deferred tax liabilities after offsetting	6,080,400	6,885,725
Deferred tax assets before offsetting	(482,200)	(986,484)
Offsetting	482,200	986,484
Deferred tax assets after offsetting	-	-

At the end of the reporting period, the Group has unused tax losses, unabsorbed capital allowances and other temporary difference (stated at gross) as follows:-

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Unabsorbed tax losses	3,810,000	3,833,000	3,810,000	3,833,000
Unabsorbed capital allowances	374,000	366,000	374,000	366,000
Other temporary differences	5,435,000	3,436,000	-	-
	9,619,000	7,635,000	4,184,000	4,199,000

Notes to the Financial Statements (Cont'd)

26. DEFERRED TAX LIABILITIES/(ASSETS) (CONT'D)

The unused tax losses, unabsorbed capital allowances and other temporary difference are available for offset against future taxable profits of the subsidiaries in which the losses arose. No deferred tax assets are recognised as it is not probable that taxable profits of the Company and subsidiary will be available against which the deductible temporary differences can be utilised.

For Malaysia entities, the unused tax losses are allowed to be utilised for 7 consecutive years of assessment while unabsorbed capital allowances are allowed to be carried forward indefinitely.

27. TRADE PAYABLES

	The Group	
	2020 RM	2019 RM
Trade payables:-		
Third parties	33,186,299	35,481,438
Related party	609,368	174,816
	33,795,667	35,656,254

- (a) The Group's normal trade terms granted to the company are cash term - 90 days credit (2019: cash term - 90 days credit).
- (b) The trade term for amount owing to a related party is cash term (2019: cash term).

28. OTHER PAYABLES AND ACCRUALS

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Other payables:-				
Third parties	6,869,873	6,629,105	28,565	31,483
Related party	32,450	20,090	-	-
Sales and services tax payable	2,821	12,296	-	-
	6,905,144	6,661,491	28,565	31,483
Deposits received	2,131,801	1,984,198	-	-
Accrued expenses	4,670,152	2,084,955	439,000	534,640
Payroll liabilities	6,119,556	6,760,652	75,181	92,833
	19,826,653	17,491,296	542,746	658,956

- (a) The amount owing to related party is unsecured, interest-free and repayable on demand.
- (b) Included in other payables of the Group is an amount of RM1,792,032 (2019: RM529,051) payable for the purchase of property, plant and equipment (Note 39 (a)).

Notes to the Financial Statements

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29. AMOUNT OWING TO DIRECTORS

The amount owing to directors are unsecured, interest-free advances and payment made on behalf. The amount owing is repayable on demand and is to be settled in cash.

30. SHORT-TERM BORROWINGS

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Bankers' acceptances	1,764,000	2,859,000	-	-
Bank overdraft	-	807,773	-	-
Bills payable	-	4,857,040	-	-
Foreign currency trust receipts	26,842,438	19,489,107	-	-
Revolving credit	12,437,140	17,480,675	6,000,000	2,400,000
Term loans (Note 31)	656,580	629,777	-	-
	41,700,158	46,123,372	6,000,000	2,400,000

Bankers' acceptances, bank overdraft, bills payable, foreign currency trust receipts and revolving credit are drawn for period ranging from 30 days to 180 days (2019: 30 days to 180 days) and bore interest rates ranging from 0.65% to 4.65% (2019: 1.94% to 7.47%) per annum.

Bankers' acceptances, bank overdraft, bills payable, foreign currency trust receipts, revolving credit and term loans are secured by way of:-

- First party legal charges over factory building of the Group as disclosed in Note 7(a) to the financial statements; and
- Corporate guarantees from the Company.

31. TERM LOANS (SECURED)

	The Group	
	2020 RM	2019 RM
Current liabilities	656,580	629,777
Non-current liabilities	911,796	1,224,876
	1,568,376	1,854,653

- The term loans are secured by a first party legal charge over the Group's factory building disclosed in Note 7(a) to the financial statements.

Notes to the Financial Statements (Cont'd)

31. TERM LOANS (SECURED) (CONT'D)

(b) The interest rate profile of the term loans are summarised below:-

	The Group	
	2020 %	2019 %
Floating rate term loans	3.72	4.72

32. REVENUE

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Sales of tins and cans	115,384,486	131,113,447	-	-
Sales of dairies products	386,875,238	448,672,478	-	-
Dividends income	-	-	19,469,592	19,831,452
Management fee income	-	-	390,000	390,000
	502,259,724	579,785,925	19,859,592	20,221,452

The information on the disaggregation of revenue is disclosed in Note 42 to the financial statements.

33. EMPLOYEE BENEFITS

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Short-term employee benefits	35,997,532	36,899,207	421,588	810,658
Contribution to a defined contribution plan	2,549,029	2,535,429	50,349	69,595
Directors' fee	899,000	1,077,000	385,000	387,000
Addition to a non-contributory unfunded retirement benefit plan (Note 25)	24,139	59,154	-	-
	39,469,700	40,570,790	856,937	1,267,253

Included in employee benefits is key management personnel compensation as disclosed in Note 40 to the financial statements.

Notes to the Financial Statements

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34. NET IMPAIRMENT LOSS ON FINANCIAL ASSETS

	The Group	
	2020 RM	2019 RM
Impairment losses:-		
- trade receivables (Note 13)	4,260,216	3,690,055
Reversal of impairment losses:-		
- trade receivables (Note 13)	(315,348)	(390,937)
	3,944,868	3,299,118

35. PROFIT BEFORE TAX

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Profit before tax is arrived at after charging:-				
Auditors' remuneration:-				
- Audit fees:-				
- current financial year	216,000	220,500	42,000	42,000
- overprovision in previous financial year	(5,000)	(3,500)	-	-
- Non audit fees:-				
- current financial year	5,000	5,000	5,000	5,000
Compensation for damage and loss	165	1,180	-	-
Depreciation:-				
- property, plant and equipment	10,020,020	9,684,424	1,475	64,685
- investment properties	37,570	38,253	-	-
- right-of-use assets	1,477,616	1,011,493	-	-
Inventories written down	341,312	177,856	-	-
Interest expense	1,383,535	2,287,770	306	236,428
Loss on foreign exchange:-				
- realised	2,103,909	162,825	-	-
- unrealised	6,449	927,994	-	-
Property, plant and equipment written off	6,811	142,748	-	-
Short-term leases	38,739	407,530	-	-
Share of loss of joint ventures	-	183,651	-	-
Rental expenses on:-				
- premises	209,248	370,259	-	-
- office equipment	9,710	10,860	-	-
- factory equipment	1,686,385	1,495,413	-	-
- transport	840	1,290	-	-

Notes to the Financial Statements (Cont'd)

35. PROFIT BEFORE TAX (CONT'D)

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
And (crediting):-				
Gain on disposal of property, plant and equipment	(805,401)	(789,493)	-	-
Gain on disposal of investment property	-	(286,700)	-	-
Gain on reassessment/ modification of leases	(44,761)	-	-	-
Interest income	(825,787)	(900,828)	(259,947)	(365,180)
Insurance claim	(30,457)	(58,083)	-	-
Fair value gain on financial assets measured at fair value through profit or loss mandatorily				
- Derivatives	(432,007)	(1,212,881)	-	-
Share of profit of joint venture	(318,634)	-	-	-

36. INCOME TAX EXPENSE

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Income tax:-				
- current financial year	14,654,372	13,873,000	-	-
- overprovision in the previous financial year	(464,317)	(1,112,716)	-	-
- real property gain tax	-	29,100	-	-
	14,190,055	12,789,384	-	-
Deferred tax (Note 26):-				
- (reversal)/origination of temporary differences	(266,311)	135,290	-	-
- overprovision in the previous financial year	(539,014)	(596,233)	-	-
	(805,325)	(460,943)	-	-
Total income tax expense	13,384,730	12,328,441	-	-

Notes to the Financial Statements

(Cont'd)

36. INCOME TAX EXPENSE (CONT'D)

A reconciliation of income tax expense applicable to the profit before tax at the statutory tax rate to income tax expense at the effective tax rate of the Group and the Company are as follows:-

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Profit before tax	53,222,772	60,522,111	18,765,922	18,473,400
Tax at the statutory tax rate of 24%	12,772,686	14,525,007	4,503,821	4,433,616
Tax effect of:-				
Non-taxable income	(45,000)	(21,400)	(4,672,702)	(4,759,548)
Non-deductible expenses	1,472,513	1,210,994	168,881	229,932
Share of results in joint ventures	(76,472)	44,076	-	-
Deferred tax assets not recognised during the financial year	488,000	233,400	-	96,000
Tax incentive utilised	(167,266)	(1,314,687)	-	-
Utilisation of deferred tax assets previously not recognised	(56,400)	(640,000)	-	-
Overprovision in the previous financial year:-				
- Income tax	(464,317)	(1,112,716)	-	-
- Deferred tax	(539,014)	(596,233)	-	-
	13,384,730	12,328,441	-	-

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2019: 24%) of the estimated assessable profit for the financial year. The taxation of other jurisdictions is calculated at the rates prevailing in the respective jurisdiction.

Notes to the Financial Statements (Cont'd)

37. EARNINGS PER ORDINARY SHARE

Basic earnings per ordinary share is calculated by dividing the profit after tax attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year, excluding treasury shares held by the Company.

	The Group	
	2020 RM	2019 RM
Profit attributable to owners of the Company	39,489,984	47,482,352
Weighted average number of ordinary shares in issue	307,562,786	310,470,986
Basic earnings per ordinary share (sen)	12.84	15.29

The Company has not issued any dilutive potential ordinary shares and hence, the diluted earnings per share is equal to the basic earnings per share.

38. DIVIDENDS

	The Group and The Company	
	2020 RM	2019 RM
<u>In respect of the financial year ended 31 December 2018</u>		
- Fourth interim dividend of 2 sen per ordinary share	-	6,209,420
<u>In respect of the financial year ended 31 December 2019</u>		
- First interim dividend of 1.5 sen per ordinary share	-	4,657,063
- Second interim dividend of 1.5 sen per ordinary share	-	4,657,063
- Third interim dividend of 2 sen per ordinary share	-	6,209,420
- Fourth interim dividend of 1.4 sen per ordinary share	4,346,591	-
<u>In respect of the financial year ended 31 December 2020</u>		
- First interim dividend of 0.7 sen per ordinary share	2,173,296	-
- Second interim dividend of 1.7 sen per ordinary share	5,250,936	-
- Third interim dividend of 2 sen per ordinary share	6,151,256	-
	17,922,079	21,732,966

A fourth interim dividend of 1 sen per ordinary share amounting to RM3,104,710 in respect of the financial year ended 31 December 2020 was declared on 19 March 2021 and subsequently paid 30 April 2021. The payment made to shareholders whose name appeared in the Company's Record Depositors on 9 April 2021. The financial statements for the current financial year do not reflect this interim dividend. Such dividend will be accounted for in equity as an appropriation of retained profits in the financial year ending 31 December 2021.

Notes to the Financial Statements

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39. CASH FLOW INFORMATION

- (a) The cash disbursed for the purchase of property, plant and equipment and the addition of right-of-use assets is as follows:-

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Property, plant and equipment				
Cost of property, plant and equipment purchased	6,095,248	13,663,326	6,380	-
Less: Prepayments made in previous financial year	(3,088,630)	(416,771)	-	-
Less: Unpaid balance included in sundry payables (Note 28)	(1,792,032)	(529,051)	-	-
Add: Cash paid in respect of acquisition in previous financial year	430,812	735,735	-	-
	1,645,398	13,453,239	6,380	-

	The Group	
	2020 RM	2019 RM
Right-of-use assets		
Cost of right-of-use assets acquired	3,327,117	208,487
Less: Addition of new lease liabilities	(3,327,117)	(208,487)
	-	-

Notes to the
Financial Statements
(Cont'd)

39. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows:-

The Group	Foreign Currency Receipt RM	Bankers' Acceptances RM	Bills Payable RM	Revolving Credit RM	Lease Liabilities RM	Term Loans RM	Total RM
2020							
At 1 January	19,489,107	2,859,000	4,857,040	17,480,675	2,119,965	1,854,653	48,660,440
<u>Changes in Financing Cash Flows</u>							
Proceeds from drawdown	97,055,174	6,945,000	7,061,973	35,920,733	-	-	146,982,880
Repayment of principal	(89,239,423)	(8,040,000)	(12,020,473)	(40,831,864)	(1,406,982)	(286,277)	(151,825,019)
Repayment of interest	(704,832)	(110,450)	-	(330,840)	(152,538)	(68,629)	(1,367,289)
	7,110,919	(1,205,450)	(4,958,500)	(5,241,971)	(1,559,520)	(354,906)	(6,209,428)
<u>Non-cash Changes</u>							
Foreign exchange adjustment	(462,420)	-	101,460	(132,404)	-	-	(493,364)
Acquisition of new lease Changes due to lease modification	-	-	-	-	3,327,117	-	3,327,117
Derecognition due to lease modification	-	-	-	-	41,274	-	41,274
Interest expense recognised in profit or loss	-	-	-	-	(1,702,657)	-	(1,702,657)
	704,832	110,450	-	330,840	152,538	68,629	1,367,289
	242,412	110,450	101,460	198,436	1,818,272	68,629	2,539,659
At 31 December	26,842,438	1,764,000	-	12,437,140	2,378,717	1,568,376	44,990,671

Notes to the Financial Statements

(Cont'd)

39. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows (Cont'd):-

The Group	Foreign Currency Trust Receipt RM	Bankers' Acceptances RM	Bills Payable RM	Revolving Credit RM	Hire Purchase Payables RM	Lease Liabilities RM	Term Loans RM	Total RM
2019								
At 1 January, as previously reported	19,947,586	-	-	9,800,000	208,031	-	2,456,240	32,411,857
Effects on adoption of MFRS 16	-	-	-	-	(171,547)	2,858,825	-	2,687,278
At 1 January, as restated	19,947,586	-	-	9,800,000	36,484	2,858,825	2,456,240	35,099,135
<u>Changes in Financing Cash Flows</u>								
Proceeds from drawdown	108,509,894	2,859,000	4,958,500	26,421,390	-	-	-	142,748,784
Repayment of principal	(108,868,985)	-	-	(18,709,785)	(36,484)	(947,347)	(601,587)	(129,164,188)
Repayment of interest	(1,041,300)	(53,368)	-	(942,133)	(555)	(126,163)	(108,225)	(2,271,744)
	(1,400,391)	2,805,632	4,958,500	6,769,472	(37,039)	(1,073,510)	(709,812)	11,312,852
<u>Non-cash Changes</u>								
Foreign exchange adjustment	(99,388)	-	(101,460)	(30,930)	-	-	-	(231,778)
Acquisition of new lease	-	-	-	-	-	208,487	-	208,487
Interest expense recognised in profit or loss	1,041,300	53,368	-	942,133	555	126,163	108,225	2,271,744
	941,912	53,368	(101,460)	911,203	555	334,650	108,225	2,248,453
At 31 December	19,489,107	2,859,000	4,857,040	17,480,675	-	2,119,965	1,854,653	48,660,440

Notes to the
Financial Statements
(Cont'd)

39. CASH FLOW INFORMATION (CONT'D)

(b) The reconciliations of liabilities arising from financing activities are as follows (Cont'd):-

The Company	Revolving Credit RM	Total RM
2020		
At 1 January	2,400,000	2,400,000
<u>Changes in Financing Cash Flows</u>		
Proceeds from drawdown	6,000,000	6,000,000
Repayment of principal	(2,400,000)	(2,400,000)
Repayment of interest	(306)	(306)
	3,599,694	3,599,694
<u>Non-cash Changes</u>		
Interest expense recognised in profit or loss	306	306
At 31 December	6,000,000	6,000,000
2019		
At 1 January	6,200,000	6,200,000
<u>Changes in Financing Cash Flows</u>		
Proceeds from drawdown	2,400,000	2,400,000
Repayment of principal	(6,200,000)	(6,200,000)
Repayment of interest	(236,428)	(236,428)
	(4,036,428)	(4,036,428)
<u>Non-cash Changes</u>		
Interest expense recognised in profit or loss	236,428	236,428
At 31 December	2,400,000	2,400,000

(c) The total cash outflows for leases as a lessee are as follows:-

	The Group	
	2020 RM	2019 RM
Payment of short-term leases	38,739	407,530
Interest paid on lease liabilities	152,538	126,163
Payment of lease liabilities	1,406,982	947,347
	1,598,259	1,481,040

Notes to the Financial Statements

(Cont'd)

39. CASH FLOW INFORMATION (CONT'D)

(d) The cash and cash equivalents comprise the followings:-

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Cash and bank balances	94,290,040	68,611,265	19,418,035	7,538,337
Deposit with a licensed bank	-	23,470	-	-
Bank overdraft	-	(807,773)	-	-
Money market funds	7,095,638	7,333,616	7,095,638	7,333,616
	101,385,678	75,160,578	26,513,673	14,871,953
Less: Earmarked bank balance	(8,987)	(8,987)	-	-
	101,376,691	75,151,591	26,513,673	14,871,953

The bank balance of RM8,987 (2019: RM8,987) is earmarked by bank for settlement of borrowings.

40. KEY MANAGEMENT PERSONNEL COMPENSATION

The key management personnel of the Group and of the Company are executive directors and non-executive directors of the Group and of the Company.

The key management personnel compensation during the financial year are as follows:-

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
<u>Directors of the Company</u>				
<i>Executive directors:-</i>				
Short-term employee benefits:-				
- fees	584,000	762,000	90,000	92,000
- salaries, bonuses and other benefits	2,941,019	3,242,281	-	370,000
	3,525,019	4,004,281	90,000	462,000
Defined contribution plan	353,920	361,680	-	19,200
	3,878,939	4,365,961	90,000	481,200
Benefits-in-kind	69,800	69,800	-	-
<i>Non-executive directors:-</i>				
Short-term employee benefits:-				
- fees	295,000	295,000	295,000	295,000
	4,243,739	4,730,761	385,000	776,200

Notes to the Financial Statements (Cont'd)

40. KEY MANAGEMENT PERSONNEL COMPENSATION (CONT'D)

The key management personnel compensation during the financial year are as follows:- (Cont'd)

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
<u>Directors of the Subsidiaries</u>				
<i>Executive directors:-</i>				
Short-term employee benefits:-				
- salaries, bonuses and other benefits	1,574,739	1,725,189	-	-
Defined contribution plan	92,280	81,340	-	-
Defined benefit retirement plan	-	150,000	-	-
	1,667,019	1,956,529	-	-
Benefits-in-kind	41,350	41,350	-	-
<i>Non-executive directors:-</i>				
Short-term employee benefits:-				
- fees	20,000	20,000	-	-
	1,728,369	2,017,879	-	-
Total directors' remuneration	5,972,108	6,748,640	385,000	776,200

Notes to the Financial Statements

(Cont'd)

41. RELATED PARTY DISCLOSURES

(a) Identities of Related Parties

Parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the party are subject to common control.

In addition to the information detailed elsewhere in the financial statements, the Group has related party relationships with its directors, key management personnel and entities within the same group of companies.

(b) Significant Related Party Transaction and Balances

Other than those disclosed elsewhere in the financial statements, the Group and the Company also carried out the following significant transactions with the related parties during the financial year:-

	The Company	
	2020	2019
	RM	RM
Subsidiaries		
Dividends received/receivable from subsidiaries	19,469,592	19,831,452
Management fee receivable	390,000	390,000
	19,859,592	20,221,452
	The Group	
	2020	2019
	RM	RM
Company in which a director has substantial financial interest		
Sales of goods	(7,451,868)	(6,874,263)
Purchase of goods	1,138,644	714,369
Rental expense	5,700	6,450
	(5,207,524)	(6,153,444)
Director		
Payment of short term lease	-	8,400
	(5,207,524)	(6,145,044)
Person Connected to Director		
Interest paid on lease liabilities	81,064	73,695
Payment of lease liabilities	600,056	545,505
	681,120	619,200

The significant outstanding balances of the related parties together with their terms and conditions are disclosed in the respective notes to the financial statements.

Notes to the Financial Statements (Cont'd)

42. OPERATING SEGMENTS

Operating segments are prepared in a manner consistent with the internal reporting provided to the Group Chief Executive Officer as its chief operating decision maker in order to allocate resources to segments and to assess their performance on a quarterly basis. For management purposes, the Group is organised into business units based on their products and services provided.

The Group is organised into the 3 main reportable segments as follows:-

- Investment Holding – involved in the business of investment holding and provision of management services
 - Tin Manufacturing – involved in the manufacturing of various tins, cans and other containers
 - Food and Beverage – involved in manufacturing and selling of milk and other related dairy products
- (a) The Group Chief Executive Officer assesses the performance of the reportable segments based on their profit before interest expense and taxation. The accounting policies of the reportable segments are the same as the Group's accounting policies.
- (b) Each reportable segment assets is measured based on all assets (including goodwill) of the segment other than tax-related assets.
- (c) Each reportable segment liabilities is measured based on all liabilities of the segment other than borrowings and tax-related liabilities.
- (d) Assets, liabilities and expenses which are common and cannot be meaningfully allocated to the reportable segments are presented under unallocated items. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters) and head office expenses.

Transfer prices between operating segments are at arm's length basis in a manner similar to transactions with third parties. The effects of such inter-segment transactions are eliminated on consolidation.

Notes to the Financial Statements

(Cont'd)

42. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS (CONT'D)

	Tin Manufacturing RM	Food & Beverage RM	Group RM
2020			
Revenue			
External revenue	119,128,440	429,342,827	548,471,267
Inter-segment revenue	21,259,568	-	21,259,568
Total revenue	140,388,008	429,342,827	569,730,835
Consolidation adjustments			(67,471,111)
Consolidated revenue			<u>502,259,724</u>
Represented by:-			
<u>Revenue recognised at a point in time</u>			
- Sales of tins and cans	140,388,008	-	140,388,008
- Sales of dairies products	-	429,342,827	429,342,827
	140,388,008	429,342,827	569,730,835
Consolidation adjustments			(67,471,111)
Consolidated revenue			<u>502,259,724</u>

Notes to the Financial Statements (Cont'd)

42. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS (CONT'D)

	Investment Holding RM	Tin Manufacturing RM	Food & Beverage RM	Group RM
2020				
Results				
Segment profit	20,119,539	14,690,852	41,476,700	76,287,091
Finance costs				(1,689,435)
Unallocated expenses				(1,353,311)
Consolidation adjustments				(20,021,573)
				<u>53,222,772</u>
Consolidated profit before tax				
Segment profit includes the following:-				
Depreciation on:-				
- property, plant and equipment	1,475	4,759,588	5,258,957	10,020,020
- investment properties	-	37,570	-	37,570
- right-of-use assets	-	1,332,478	145,138	1,477,616
Fair value gain on financial instruments	-	-	(432,007)	(432,007)
Interest income	(259,947)	(162,786)	(403,054)	(825,787)
Impairment losses on trade receivables	-	825,863	3,119,005	3,944,868
(Gain)/Loss on disposal of property, plant and equipment	-	(820,395)	14,994	(805,401)
Inventories written down	-	341,312	-	341,312
Share of gain of joint ventures	-	-	(318,634)	(318,634)
Unrealised (gain)/loss on foreign exchange	-	287,800	(281,351)	6,449

Notes to the Financial Statements

(Cont'd)

42. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS (CONT'D)

	Investment Holding RM	Tin Manufacturing RM	Food & Beverage RM	Group RM
2020				
Assets				
Segment assets	190,551,523	169,742,432	318,957,202	679,251,157
Unallocated assets:-				
- investment in joint ventures				25,188,951
- property, plant and equipment				8,221
- current tax assets				60,245
Consolidation adjustments				(234,138,246)
Consolidated total assets				<u>470,370,328</u>
Additions to non-current assets other than financial instruments:-				
- property, plant and equipment	6,380	3,165,806	2,923,062	6,095,248
- right-of-use assets	-	3,197,619	129,498	3,327,117
Liabilities				
Segment liabilities	6,694,002	27,054,906	152,962,490	186,711,398
Unallocated liabilities:-				
- revolving credit				6,000,000
Consolidation adjustments				(79,853,190)
Consolidated total liabilities				<u>112,858,208</u>

Notes to the Financial Statements (Cont'd)

42. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS (CONT'D)

	Tin Manufacturing RM	Food & Beverage RM	Group RM
2019			
Revenue			
External revenue	133,998,487	496,346,995	630,345,482
Inter-segment revenue	19,836,124	-	19,836,124
Total revenue	153,834,611	496,346,995	650,181,606
Consolidation adjustments			(70,395,681)
Consolidated revenue			<u>579,785,925</u>
Represented by:-			
<u>Revenue recognised at a point in time</u>			
- Sales of tins and cans	153,834,611	-	153,834,611
- Sales of dairies products	-	496,346,995	496,346,995
	153,834,611	496,346,995	650,181,606
Consolidation adjustments			(70,395,681)
Consolidated revenue			<u>579,785,925</u>

Notes to the Financial Statements

(Cont'd)

42. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS (CONT'D)

	Investment Holding RM	Tin Manufacturing RM	Food & Beverage RM	Group RM
2019				
Results				
Segment profit	20,586,632	18,675,016	45,976,778	85,238,426
Finance costs				(2,742,187)
Unallocated expenses				(1,876,804)
Consolidation adjustments				(20,097,324)
Consolidated profit before tax				<u>60,522,111</u>
Segment profit includes the following:-				
Depreciation on:-				
- property, plant and equipment	64,685	4,755,925	4,863,814	9,684,424
- investment properties	-	38,253	-	38,253
- right-of-use assets	-	910,973	100,520	1,011,493
Fair value gain on financial instruments	-	-	(1,212,881)	(1,212,881)
Interest income	(365,180)	(136,667)	(398,981)	(900,828)
Impairment losses on trade receivables	-	27,585	3,271,533	3,299,118
(Gain) on disposal of investment property	-	(286,700)	-	(286,700)
(Gain)/Loss on disposal of property, plant and equipment	-	(799,169)	9,676	(789,493)
Inventories written down	-	177,856	-	177,856
Share of loss of joint ventures	-	-	183,651	183,651
Unrealised (gain)/loss on foreign exchange	-	(79,328)	1,007,322	927,994

Notes to the Financial Statements (Cont'd)

42. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS (CONT'D)

	Investment Holding RM	Tin Manufacturing RM	Food & Beverage RM	Group RM
2019				
Assets				
Segment assets	184,353,852	171,053,827	318,753,608	674,161,287
Unallocated assets:-				
- investment in joint ventures				26,492,280
- property, plant and equipment				3,316
- current tax assets				32,744
Consolidation adjustments				(247,213,204)
Consolidated total assets				<u>453,476,423</u>
Additions to non-current assets other than financial instruments:-				
- property, plant and equipment	-	2,410,540	11,252,786	13,663,326
- right-of-use assets	-	100,293	-	100,293
Liabilities				
Segment liabilities	658,956	35,747,359	169,136,929	205,543,244
Unallocated liabilities:-				
- revolving credit				2,400,000
Consolidation adjustments				(95,933,753)
Consolidated total liabilities				<u>112,009,491</u>

GEOGRAPHICAL INFORMATION

Revenue is based on the country in which the customers are located.

Non-current assets are determined according to the country where these assets are located. The amounts of non-current assets do not include financial instruments and deferred tax assets (but including investment in joint ventures).

	Revenue		Non-current Assets	
	2020 RM	2019 RM	2020 RM	2019 RM
Africa	77,472,123	130,717,193	-	-
Asia	190,431,251	196,258,637	-	-
Central America	80,057,780	54,983,991	-	-
Europe	5,151,148	600,534	-	-
Mexico	-	-	25,188,951	26,492,280
Malaysia	148,564,256	193,355,919	137,582,101	141,348,756
Others	583,166	3,869,651	-	-
	<u>502,259,724</u>	<u>579,785,925</u>	<u>162,771,052</u>	<u>167,841,036</u>

Notes to the Financial Statements

(Cont'd)

42. OPERATING SEGMENTS (CONT'D)

BUSINESS SEGMENTS (CONT'D)

GEOGRAPHICAL INFORMATION (CONT'D)

The information on the disaggregation of revenue based on geographical region is summarised below:-

	Group At a Point in Time	
	2020 RM	2019 RM
Africa	77,472,123	130,717,193
Asia	190,431,251	196,258,637
Central America	80,057,780	54,983,991
Europe	5,151,148	600,534
Malaysia	148,564,256	193,355,919
Others	583,166	3,869,651
	502,259,724	579,785,925

MAJOR CUSTOMERS

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

43. CAPITAL COMMITMENTS

	The Group	
	2020 RM	2019 RM
Purchase of property, plant and equipment	45,456,579	4,957,336

Notes to the Financial Statements (Cont'd)

44. CONTINGENT LIABILITIES

No provision is recognised on the following matters as it is not probable that a future sacrifice of economic benefits will be required or the amount is not capable of reliable measurement:-

	The Company	
	2020	2019
	RM	RM
Deed of guarantee given to suppliers for products sold to subsidiaries	1,529,015	3,238,503

45. FINANCIAL INSTRUMENTS

The Group's activities are exposed to a variety of market risk (including foreign currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The Group's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

45.1 FINANCIAL RISK MANAGEMENT POLICIES

The Group's policies in respect of the major areas of treasury activity are as follows:-

(a) Market Risk

(i) Foreign Currency Risk

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than Ringgit Malaysia ("RM"). The currencies giving rise to this risk are primarily United States Dollar ("USD"), Euro ("EUR") and Singapore Dollar ("SGD"). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level. On occasion, the Company enters into forward foreign currency contracts to hedge against its foreign currency risk. The Group also holds cash and cash equivalents denominated in foreign currencies for working capital purposes.

Notes to the Financial Statements (Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D) 45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

The Group's exposure to foreign currency risk (a currency which is other than the functional currency of the entities within the Group) based on the carrying amounts of the financial instruments at the end of the reporting period is summarised below:-

Foreign Currency Exposure

The Group	USD RM	SGD RM	EUR RM	Others RM	RM RM	TOTAL RM
2020						
<u>Financial Assets</u>						
Trade receivables	51,732,845	1,957,568	275,403	-	37,973,335	91,939,151
Amount owing by joint ventures	3,055,225	-	-	-	-	3,055,225
Cash and bank balances	42,029,377	2,821,946	3,033,606	4,739	46,400,372	94,290,040
Derivative assets	743,743	-	-	-	-	743,743
	97,561,190	4,779,514	3,309,009	4,739	84,373,707	190,028,159
<u>Financial Liabilities</u>						
Trade payables	9,592,468	255,625	226,064	-	23,721,510	33,795,667
Other payables and accruals	565,814	40,535	-	22,738	17,062,944	17,692,031
Borrowings	33,279,578	-	-	-	9,332,376	42,611,954
	43,437,860	296,160	226,064	22,738	50,116,830	94,099,652
Net financial assets	54,123,330	4,483,354	3,082,945	(17,999)	34,256,877	95,928,507
Less: Net financial (assets) dominated in the respective entities' functional currency	-	-	-	-	(34,256,877)	(34,256,877)
Less: Forward foreign exchange contracts (contracted notional principal)	(18,661,692)	-	-	-	-	(18,661,692)
Currency exposure	35,461,638	4,483,354	3,082,945	(17,999)	-	43,009,938

Notes to the Financial Statements (Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign Currency Exposure (Cont'd)

The Group	USD RM	SGD RM	EUR RM	Others RM	RM RM	TOTAL RM
2019						
Financial Assets						
Trade receivables	53,260,926	2,960,588	819,160	-	43,021,977	100,062,651
Amount owing by joint ventures	2,507,075	-	-	-	-	2,507,075
Cash and bank balances	31,203,947	679,578	435,894	4,690	36,287,156	68,611,265
Derivative assets	311,736	-	-	-	-	311,736
	87,283,684	3,640,166	1,255,054	4,690	79,309,133	171,492,727
Financial Liabilities						
Trade payables	12,763,369	110,222	-	-	22,782,663	35,656,254
Other payables and accruals	1,461,097	187,931	-	44,380	13,801,394	15,494,802
Borrowings	25,826,822	-	-	-	21,521,426	47,348,248
	40,051,288	298,153	-	44,380	58,105,483	98,499,304
Net financial assets	47,232,396	3,342,013	1,255,054	(39,690)	21,203,650	72,993,423
Less: Net financial (assets) denominated in the respective entities' functional currency	-	-	-	-	(21,203,650)	(21,203,650)
Less: Forward foreign exchange contracts (contracted notional principal)	(17,919,822)	-	-	-	-	(17,919,822)
Currency exposure	29,312,574	3,342,013	1,255,054	(39,690)	-	33,869,951

Notes to the Financial Statements

(Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign Currency Risk Sensitivity Analysis

The following table details the sensitivity analysis to a reasonably possible change in the foreign currencies at the end of the reporting period, with all other variables held constant:-

	The Group	
	2020 RM	2019 RM
Effects On Profit After Tax		
USD/RM		
- strengthened by 5% (2019: 5%)	1,347,542	1,113,878
- weakened by 5% (2019: 5%)	(1,347,542)	(1,113,878)
SGD/RM		
- strengthened by 5% (2019: 5%)	170,367	126,996
- weakened by 5% (2019: 5%)	(170,367)	(126,996)
EUR/RM		
- strengthened by 5% (2019: 5%)	117,152	47,692
- weakened by 5% (2019: 5%)	(117,152)	(47,692)

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises mainly from borrowings with variable rates. The Group's policy is to obtain the most favourable interest rates available and by maintaining a balanced portfolio mix of fixed and floating rate borrowings.

The Group's borrowings are carried at amortised cost. Therefore, they are not subject to interest rate risk as in defined MFRS 7 since neither the carrying amounts nor the future cash flows will fluctuate because of a change in market interest rates.

The Group's exposure to interest rate risk based on the carrying amounts of the financial instruments at the end of the reporting period is disclosed in Notes 30 and 31 to the financial statements.

Interest Rate Risk Sensitivity Analysis

Any reasonably possible change in the interest rates of floating rate term loans at the end of the reporting period does not have material impact on the profit after taxation and other comprehensive income of the Group and of the Company and hence, no sensitivity analysis is presented.

Notes to the Financial Statements (Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(iii) Equity Price Risk

The Group does not have any quoted investments and hence is not exposed to equity price risk.

(b) Credit Risk

The Group's exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables. The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including cash and bank balances and derivatives), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Company's exposure to credit risk arises principally from loans and advances to subsidiaries, and corporate guarantee given to financial institutions for credit facilities granted to certain subsidiaries. The Company monitors the results of these subsidiaries regularly and repayments made by the subsidiaries.

(i) Credit Risk Concentration Profile

The Group's major concentration of credit risk relates to the amounts owing by 1 (2019: 1) customer which constituted approximately 27% (2019: 20%) of its trade receivables (including related parties and joint ventures) at the end of the reporting period.

In addition, the Group also determines concentration of credit risk by monitoring the geographical region of its trade receivables on an ongoing basis. The credit risk concentration profile of trade receivables (including related parties and joint ventures) at the end of the reporting period is as follows:-

	The Group	
	2020 RM	2019 RM
Africa	6,519,552	15,752,396
Asia	17,116,722	17,583,688
America	25,102,775	19,866,238
Europe	306,216	469,074
Singapore	1,844,739	2,499,585
Malaysia	35,374,560	41,256,157
Mexico	583,166	-
Middle East	4,130,537	2,183,033
Philippines	1,544,050	452,480
	92,522,317	100,062,651

Notes to the Financial Statements

(Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(ii) Exposure to Credit Risk

At the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position of the Group and of the Company after deducting any allowance for impairment losses (where applicable).

In addition, the Company's maximum exposure to credit risk also includes corporate guarantees provided to its subsidiaries as disclosed under the 'Maturity Analysis' of item (c) below, representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period. These corporate guarantees have not been recognised in the Company's financial statements since their fair value on initial recognition were not material.

(iii) Assessment of Impairment Losses

At each reporting date, the Group assesses whether any of the financial assets at amortised cost are credit impaired.

The gross carrying amounts of those financial assets are written off when there is no reasonable expectation of recovery (i.e. the debtor does not have assets or sources of income to generate sufficient cash flows to repay the debt) despite the fact that they are still subject to enforcement activities.

Trade Receivables (other than related parties and joint ventures)

The Group applies the simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables (other than related parties and joint ventures).

To measure the expected credit losses, trade receivables (other than related parties and joint ventures) have been grouped based on shared credit risk characteristics and the days past due.

For certain large customers or customers with a high risk of default, the Group assesses the risk of loss of each customer individually based on their financial information, past trends of payments and external credit rating, where applicable.

Also, the Group considers any trade receivables (other than related parties and joint ventures) having financial difficulties or in default with significant balances outstanding for more than 90 to 180 days (2019: 90 to 150 days) are deemed credit impaired and assesses for their risk of loss individually.

During the current financial year, the Group has changed its risk management practices in response to the Covid-19 pandemic. The expected loss rates are based on the payment profiles of sales over a period of 24 months (2019: 12 months) from the measurement date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle their debts.

Notes to the Financial Statements (Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Trade Receivables (other than related parties and joint ventures) (Cont'd)

The information about the exposure to credit risk and the loss allowances calculated under MFRS 9 for trade receivables (other than related parties and joint ventures) is summarised below:-

The Group	Gross Amount RM	Individual Impairment RM	Collective Impairment RM	Carrying Amount RM
2020				
Current (not past due)	66,690,331	-	-	66,690,331
1 to 30 days past due	11,187,238	-	-	11,187,238
31 to 60 days past due	5,228,447	-	-	5,228,447
61 to 90 days past due	2,374,784	-	-	2,374,784
91 to 120 days past due	3,158,340	-	-	3,158,340
121 to 150 days past due	177,360	-	-	177,360
151 to 180 days past due	-	-	-	-
More than 180 days past due	276,475	-	-	276,475
Credit impaired	8,833,227	(8,833,227)	-	-
	97,926,202	(8,833,227)	-	89,092,975
2019				
Current (not past due)	70,258,577	-	-	70,258,577
1 to 30 days past due	12,588,236	-	-	12,588,236
31 to 60 days past due	6,486,917	-	-	6,486,917
61 to 90 days past due	2,394,036	-	-	2,394,036
91 to 120 days past due	5,315,964	-	-	5,315,964
121 to 150 days past due	431,446	-	-	431,446
More than 150 days past due	308,849	-	-	308,849
Credit impaired	4,888,359	(4,888,359)	-	-
	102,672,384	(4,888,359)	-	97,784,025

The movements in the loss allowances in respect of trade receivables is disclosed in Note 13 to the financial statement.

Notes to the Financial Statements

(Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(iii) Assessment of Impairment Losses (Cont'd)

Amount Owing by Related Parties and Joint Ventures (Trade and Non-trade Balances)

The Group applies the 3-stage general approach to measuring expected credit losses for all related parties and joint ventures' balances. Generally, the Group considers amount owing by related parties and joint ventures have low credit risks. The Group assumes that there is a significant increase in credit risk when the related parties and joint ventures' financial position deteriorates significantly. As the Group is able to determine the timing of payments of the related parties and joint ventures' balances when they are payable, the Group considers the balances to be in default when the related parties and joint ventures' balance are not able to pay when demanded. The Group considers related parties and joint ventures' balances to be credit impaired when they are unlikely to repay their balances in full or continuously loss making or having a deficit in its total equity.

The Group determines the probability of default for these balances individually using internal information available.

No expected credit loss is recognised on both trade and non-trade amount from related parties and joint ventures as the amounts have low credit risk.

Other Receivables

Other receivables are also subject to the impairment requirements of MFRS 9, the identified impairment loss was immaterial and hence, it is not provided for.

Deposit with a Licensed Bank, Cash and Bank Balances

The Group considers these banks and financial institutions have low credit risks. Therefore, the Group is of the view that the loss allowance is immaterial and hence, it is not provided for.

Amount Owing By Subsidiaries (Trade and Non-trade Balances)

The Company applies the 3-stage general approach to measuring expected credit losses for amount owing by subsidiaries (trade and non-trade balances). At the end of the reporting period, there was no indication that the amount owing is not recoverable.

Financial Guarantee Contracts

All of the financial guarantee contracts are considered to be performing, have low risks of default and historically there were no instances where these financial guarantee contracts were called upon by the parties of which the financial guarantee contracts were issued to. Accordingly, no loss allowances were identified based on 12-month expected credit losses.

Notes to the Financial Statements (Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk

Liquidity risk arises mainly from general funding and business activities. The Group practises prudent risk management by maintaining sufficient cash balances and the availability of funding through certain committed credit facilities.

Maturity Analysis

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period):-

The Group	Weighted Average Effective Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 – 5 Years RM
2020					
<u>Non-derivative</u>					
<u>Financial Liabilities</u>					
Trade payables	–	33,795,667	33,795,667	33,795,667	–
Other payables and accruals	–	17,692,031	17,692,031	17,692,031	–
Amount owing to directors	–	7,671	7,671	7,671	–
Lease liabilities	2.30 to 7.00	2,378,717	2,536,567	1,613,428	923,139
Term loans	3.72	1,568,376	1,677,368	709,812	967,556
Bankers' acceptances	2.24 to 3.01	1,764,000	1,764,000	1,764,000	–
Foreign currency trust receipts	0.75 to 1.29	26,842,438	26,842,438	26,842,438	–
Revolving credit	0.65 to 2.74	12,437,140	12,437,140	12,437,140	–
Dividend payable	–	6,151,256	6,151,256	6,151,256	–
		102,637,296	102,904,138	101,013,443	1,890,695

Notes to the Financial Statements

(Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk

Maturity Analysis (Cont'd)

The Group	Weighted Average Effective Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 – 5 Years RM
2019					
<u>Non-derivative</u>					
<u>Financial Liabilities</u>					
Trade payables	–	35,656,254	35,656,254	35,656,254	–
Other payables and accruals	–	15,494,802	15,494,802	15,494,802	–
Amount owing to directors	–	84,594	84,594	84,594	–
Lease liabilities	2.33 to 7.00	2,119,965	2,236,135	1,085,208	1,150,927
Term loans	4.72	1,854,653	2,040,224	709,812	1,330,412
Bankers' acceptances	3.70 to 4.22	2,859,000	2,859,000	2,859,000	–
Bank overdraft	7.47	807,773	807,773	807,773	–
Bills payable	1.94	4,857,040	4,857,040	4,857,040	–
Foreign currency trust receipts	2.52 to 2.85	19,489,107	19,489,107	19,489,107	–
Revolving credit	2.90 to 5.51	17,480,675	17,480,675	17,480,675	–
Dividend payable	–	245,000	245,000	245,000	–
		100,948,863	101,250,604	98,769,265	2,481,339

Notes to the Financial Statements (Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk

Maturity Analysis (Cont'd)

The Company	Weighted Average Effective Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM
2020				
Other payables and accruals	–	542,746	542,746	542,746
Revolving credit	2.74	6,000,000	6,000,000	6,000,000
Dividend payable	–	6,151,256	6,151,256	6,151,256
Financial guarantee contracts in relation to corporate guarantee given to certain subsidiaries*	–	–	39,923,600	39,923,600
		12,694,002	52,617,602	52,617,602
2019				
Other payables and accruals	–	658,956	658,956	658,956
Revolving credit	4.65	2,400,000	2,400,000	2,400,000
Financial guarantee contracts in relation to corporate guarantee given to certain subsidiaries*	–	–	46,873,627	46,873,627
		3,058,956	49,932,583	49,932,583

* The contractual undiscounted cash flows represent the outstanding credit facilities of the subsidiaries at the end of reporting period. The financial guarantees have not been recognised in the financial statements since their fair value on initial recognition were not material.

Notes to the Financial Statements

(Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.2 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities within the Group will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholders value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group manages its capital based on debt-to-equity ratio that complies with debt covenants and regulatory, if any. However, the debt-to-equity ratio is not presented as its cash and bank balances exceed the total external borrowings from financial institution, hence, the debt-to-equity ratio may not provide a meaningful indicator of the risk of borrowings.

There was no change in the Group's approach to capital management during the financial year.

45.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Financial Assets				
<u>Designated at Fair Value</u>				
<u>Through Other</u>				
<u>Comprehensive Income</u>				
<u>Upon Initial Recognition</u>				
Other investment	16,500	16,500	-	-
<u>Amortised Cost</u>				
Trade receivables	91,939,151	100,062,651	-	-
Other receivables	372,188	271,447	-	-
Amount owing by subsidiaries	-	-	420,000	2,982,820
Amount owing by joint ventures	3,055,225	2,507,075	-	-
Dividend receivables	-	-	-	2,881,229
Deposit with a licensed bank	-	23,470	-	-
Cash and bank balances	94,290,040	68,611,265	19,418,035	7,538,337
	189,656,604	171,475,908	19,838,035	13,402,386
<u>Mandatorily at Fair Value</u>				
<u>Through Profit or Loss</u>				
Derivative assets	743,743	311,736	-	-
Short-term investments	7,095,638	7,333,616	7,095,638	7,333,616

Notes to the Financial Statements (Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS (CONT'D)

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Financial Liabilities				
<u>Amortised Cost</u>				
Trade payables	33,795,667	35,656,254	-	-
Other payables and accruals	17,692,031	15,494,802	542,746	658,956
Amount owing to directors	7,671	84,594	-	-
Lease liabilities	2,378,717	2,119,965	-	-
Term loans	1,568,376	1,854,653	-	-
Bankers' acceptances	1,764,000	2,859,000	-	-
Bank overdraft	-	807,773	-	-
Bills payable	-	4,857,040	-	-
Foreign currency trust receipts	26,842,438	19,489,107	-	-
Revolving credit	12,437,140	17,480,675	6,000,000	2,400,000
Dividend payable	6,151,256	245,000	6,151,256	-
	102,637,296	100,948,863	12,694,002	3,058,956

45.4 GAINS OR LOSSES ARISING FROM FINANCIAL INSTRUMENTS

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Financial Assets				
<u>Fair Value Through Profit or Loss</u>				
Net gains recognised in profit or loss	432,007	1,212,881	-	-
<u>Amortised Cost</u>				
Net (losses)/gains recognised in profit or loss	(3,489,198)	(3,804,099)	259,947	365,180
Financial Liabilities				
<u>Amortised Cost</u>				
Net losses recognised in profit or loss	(975,106)	(1,809,955)	(306)	(236,428)

Notes to the Financial Statements

(Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.5 FAIR VALUE INFORMATION

The fair values of the financial assets and financial liabilities of the Group and of the Company which are maturing within the next 12 months approximate their carrying amounts due to the relatively short-term maturity of the financial instruments or repayable on demand terms.

The following table sets out the fair value profile of financial instruments that are carried at fair value and those not carried at fair value at the end of the reporting period:-

The Group	Fair Value Of Financial Instruments Carried At Fair Value			Fair Value Of Financial Instruments Not Carried At Fair Value			Total Fair Value RM	Carrying Amount RM
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
2020								
Financial Assets								
Short-term investments	-	7,095,114	-	-	-	-	7,095,114	7,095,638
Other investment	-	16,500	-	-	-	-	16,500	16,500
Derivative assets								
- Forward currency contracts	-	743,743	-	-	-	-	743,743	743,743
Financial Liabilities								
Term loans	-	-	-	-	1,568,376	-	1,568,376	1,568,376
2019								
Financial Assets								
Short-term investments	-	7,333,013	-	-	-	-	7,333,013	7,333,616
Other investment	-	16,500	-	-	-	-	16,500	16,500
Derivative assets								
- Forward currency contracts	-	311,736	-	-	-	-	311,736	311,736
Financial Liabilities								
Term loans	-	-	-	-	1,854,653	-	1,854,653	1,854,653

Notes to the Financial Statements (Cont'd)

45. FINANCIAL INSTRUMENTS (CONT'D)

45.5 FAIR VALUE INFORMATION (CONT'D)

(a) Fair Value of Financial Instruments Carried at Fair Value

The fair values above have been determined using the following basis:-

- (i) The fair value of money market fund is determined by reference to statements provided by the respective financial institutions, with which the investments were entered into.
- (ii) The fair value of other investment is determined by reference to market value provided by the respective golf club.
- (iii) The fair values of forward foreign exchange contracts are determined by discounting the difference between the contractual forward prices and the current forward prices for the residual maturity of the contract using a risk-free interest rate (government bonds).
- (iv) There were no transfer between level 1 and level 2 during the financial year.

(b) Fair Value of Financial Instruments Not Carried at Fair Value

The fair values, which are for disclosure purposes, have been determined using the following basis:-

- (i) The fair value of the Group's and Company's term loans that carry floating interest rates approximates their carrying amounts as they are repriced to market interest rates on or near the reporting date.

46. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- (a) On 15 September 2020, a subsidiary of the Company, Able Dairies Sdn. Bhd., entered into a Sale & Purchase Agreement with Golden Valley Industries Sdn. Bhd. for the acquisition of a piece of freehold vacant land known as Lot No. 7 measuring approximately 29.031 acres (1,264,590.36 sq.ft) situated within the Master Land held under Geran 48068, Lot 91, Mukim Klang, Daerah Klang, Negeri Selangor for a total purchase consideration of RM 44,260,663. The Company has paid for a refundable earnest deposit of 10% amounting to RM 4,426,066. The acquisition is yet to complete as of the reporting date.
- (b) On 27 October 2020, the Board of Directors of the Company approved to dispose two (2) pieces of land which located at Lot no. 37799 and Lot No. 37800, Mukim Kluang, District of Kluang, State of Johor for a cash consideration of RM 500,000 each. The sales and purchase agreement ("SAP") is dated on 27 October 2020. The vacant possession and the risk of the property is passed to the purchaser upon receive the balance of purchase price. The balance of the purchase price is received and the transaction is completed on 17 February 2021.
- (c) On 11 March 2020, the World Health Organisation declared the Coronavirus Disease ("Covid-19") outbreak as a pandemic in recognition of its rapid spread across the globe. On 16 March 2020, the Malaysian Government has imposed the Movement Control Order ("MCO") starting from 18 March 2020 to curb the spread of the Covid-19 outbreak in Malaysia. The Covid-19 outbreak also resulted in travel restriction, lockdown, and other precautionary measures imposed in various countries. The emergence of the Covid-19 outbreak since early 2020 has brought significant economic uncertainties in Malaysia and markets in which the Group operates.

Nonetheless, the Covid-19 global pandemic has not resulted in any material impairment to the Group's assets for the financial year ended 31 December 2020 or affected the Group's ability to continue its business as a going-concern. The Covid-19 global pandemic did not have any material impact on the Group's operations and financial performance for the financial year ended 31 December 2020.

Notes to the Financial Statements

(Cont'd)

47. SIGNIFICANT EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (a) On 18 February 2021, the Company incorporated a wholly-owned subsidiary, known as Able Development Sdn. Bhd. (“ADVSB”) at a paid-up share capital of RM1.
- (b) On 8 March 2021, the subsidiary of the Company, Able Dairies Sdn. Bhd. (“ADSB”), acquired 230,000 ordinary shares in Able Dairies Marketing Sdn. Bhd. (“ADM”), representing 23% equity interest in ADM from a shareholder for a total cash consideration of RM460,000. Following the completion of the acquisition, ADM became a 74% owned subsidiary of ADSB.
- (c) On 29 March 2021, the subsidiary of the Company, Able Development Sdn. Bhd. (“ADVSB”), Able Dairies Sdn. Bhd. (“ADSB”), and Uican Industries Sdn. Bhd. (“UISB”) incorporated a wholly-owned subsidiary, known as Lunderston Sdn. Bhd. (“LSB”) at a paid-up share capital of RM100.
- (d) On 5 May 2021, the subsidiary of the Company, Able Dairies Sdn. Bhd. (“ADSB”), entered into Sale and Purchase agreement (“SPA”) with Seriemas Development Sdn. Berhad to acquire a piece of freehold land measuring a total of 1.59 acres located at Pekan Jenjarom, District of Kuala Langat for a total purchase consideration of RM4,155,624. The company has paid a refundable earnest deposit of 9% amounting to RM371,512.
- (e) Since 18 March 2020 up to the date of this report, the Movement Control Order (“MCO”) went through various phases throughout the country where restrictions were either relaxed and/or tightened for certain states, districts and/or location based on the number of daily and active Covid-19 cases in the respective areas.

The Group will continue to pay close attention to the development of, and the disruption to its business activities caused by the prolonged effect of the Covid-19 pandemic and/or any subsequent MCO or similar measure imposed by Malaysia Government and continually evaluate their impact on the financial position, cash flows and operating results of the Group.

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 251(2) OF THE COMPANIES ACT 2016

We, Edward Goh Swee Wang and Yeow Ah Seng @ Yow Ah Seng, being two of the directors of Johore Tin Berhad, state that, in the opinion of the directors, the financial statements set out on pages 54 to 140 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2020 and of their financial performance and cash flows for the financial year ended on that date.

Signed in accordance with a resolution of the directors dated 5 May 2021.

Edward Goh Swee Wang

Yeow Ah Seng @ Yow Ah Seng

STATUTORY DECLARATION

PURSUANT TO SECTION 251(1)(b) OF THE COMPANIES ACT 2016

I, Leo Aun Foo (MIA Membership Number: 32120), being the officer primarily responsible for the financial management of Johore Tin Berhad, do solemnly and sincerely declare that the financial statements set out on pages 54 to 140 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovementioned
Leo Aun Foo, at Muar in the state of
Johor Darul Takzim on this 5 May 2021

Leo Aun Foo

Before me
LIM PEI LING (NO. J238)
Commissioner for Oaths

LIST OF PROPERTIES HELD

Registered Owner/ Date of Acquisition	Title No./ Address	Description/ Existing Use	Tenure/ Expiry Date of the Lease	Approximate Age of the Building (years)	Land/ Built-up Area (sq. ft.)	Net Book Value as at 31 Dec 2020 (RM)
UISB/ 10.12.2004	HSD 375445, PTD 124298, Mukim Tebrau, Johor Bahru, Johor Darul Takzim/ PTD 124298, Jalan Kempas Lama, Kampung Seelong Jaya, 81300 Skudai, Johor.	Single-storey detached factory/ Industry	Freehold	17	457,466/ 248,533	15,004,979
UISB/ 08.08.2007	GM 2481, Lot 2259, Mukim Teluk Panglima Garang, Kuala Langat, Selangor Darul Ehsan/ Lot 2259, Jalan Helang, Off Jalan Kebun Baru, Batu 9, Jalan Klang-Banting, Teluk Panglima Garang, 42500 Kuala Langat, Selangor Darul Ehsan.	Single-storey detached factory/ Industry	Freehold	14	175,602/ 106,931	8,239,234
KTCFSB/ 27.12.1982	HS(D) 16323, Lot PTD 23759, Mukim Kluang, Kluang, Johor Darul Takzim/ No. 5, Jalan Masyuri Kawasan Perindustrian Kluang 86000 Kluang, Johor.	1 ½-storey detached factory/ Industry	Leasehold - 60 years/ 13 April 2046	35	21,775/ 16,843	295,698
KTCFSB/ 01.08.1996	GRN 244325 Lot 37800, Kluang, Johor Darul Takzim/ No. 41, Jalan Lau Kim Teck, 86000 Kluang, Johor.	1 ½-storey semi- detached factory/ Industry	Freehold	25	5,294/ 3,635	264,757
KTCFSB/ 10.10.2016	GRN 244323 Lot 37799, Kluang, Johor Darul Takzim/ No. 39, Jalan Lau Kim Teck, 86000 Kluang, Johor.	Double-storey semi- detached factory/ Industry	Freehold	5	5,296/ 3,635	464,613
ADSB/ 27.12.2012 (used in year 2016)	GM 2483, Lot 2263, Mukim Teluk Panglima Garang, Kuala Langat, Selangor Darul Ehsan/ Lot 2263, Jalan Helang, Off Jalan Kebun Baru, Batu 9, Jalan Klang-Banting, Teluk Panglima Garang, 42500 Kuala Langat, Selangor Darul Ehsan.	Single-storey detached factory with a double-storey office annexed/ Industry	Freehold	5	176,099/ 88,082	28,206,051
ADSB/ 17.11.2016	PT 13157, Lot 26381, Mukim Teluk Panglima Garang, Kuala Langat, Selangor Darul Ehsan/ Not applicable	Single-storey detached factory with a three-storey office annexed/ Industry	Freehold	4	132,074/ Not applicable	6,853,073

(Disclosed in accordance with Appendix 9C, Part A, item 25 of the Listing Requirements of Bursa Securities.)

ANALYSIS OF SHAREHOLDINGS

AS AT 30 APRIL 2021

SHARE CAPITAL

Issued and Paid-Up Share Capital	:	RM176,815,544 divided into 310,470,986 ordinary shares (including 2,908,200 treasury shares)
Class of Shares	:	Ordinary Shares
Voting Rights	:	One (1) Vote per Ordinary Share
Number of Shareholders	:	4,502

DISTRIBUTION OF SHAREHOLDINGS

Size of Holdings	No. of Holders	(Malaysia and Foreign - Combined)		
		% of Holders	No. of Shares	% of Shares (***)
Less than 100	195	4.331	8,555	0.002
100 to 1,000	740	16.437	490,025	0.159
1,001 to 10,000	2,407	53.465	11,549,551	3.755
10,001 to 100,000	984	21.856	30,635,665	9.960
100,001 to 15,378,138 (*)	173	3.842	183,082,180	59.526
15,378,139 and above (**)	3	0.066	81,796,810	26.595
TOTAL	4,502	100.000	307,562,786	100.000

* Less than 5% of Issued Shares

** 5% and above of Issued Shares

*** % of shares without treasury shares

LIST OF THIRTY (30) LARGEST SHAREHOLDERS

No.	Name of Shareholders	No. of Shares	% of Shares (*)
1	RHB NOMINEES (ASING) SDN BHD PLEDGED SECURITIES ACCOUNT FOR NG KENG HOE (HUANG QINGHE)	25,000,000	8.128
2	GOH MIA KWONG	23,409,264	7.611
3	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT - AMBANK (M) BERHAD FOR EDWARD GOH SWEE WANG (SMART)	21,133,784	6.871
4	HSBC NOMINEES (ASING) SDN BHD SEB AB FOR EVLI EMERGING FRONTIER FUND	14,304,400	4.650
5	AMSEC NOMINEES (TEMPATAN) SDN BHD AMBANK (M) BERHAD (SWAP)	13,659,700	4.441
6	GOH MIA KWONG	10,706,666	3.481
7	AMSEC NOMINEES (ASING) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHUA TAI BOON (CAI DAWEN)	9,176,531	2.983

Analysis of Shareholdings

(Cont'd)

LIST OF THIRTY (30) LARGEST SHAREHOLDERS (CONT'D)

No.	Name of Shareholders	No. of Shares	% of Shares (*)
8	RHB NOMINEES (ASING) SDN BHD PLEGGED SECURITIES ACCOUNT FOR LIM HUN SWEE	7,815,566	2.541
9	CIMSEC NOMINEES (TEMPATAN) SDN BHD CIMB FOR GENTING PERWIRA SDN BHD (PB)	7,193,333	2.338
10	KUA JIN GUANG @ KAU KAM ENG	6,152,888	2.000
11	NG KENG HOE (HUANG QINGHE)	5,911,966	1.922
12	DB (MALAYSIA) NOMINEE (ASING) SDN BHD THE BANK OF NEW YORK MELLON FOR THE MIRI STRATEGIC EMERGING MARKETS FUND LP	5,650,500	1.837
13	GENTING PERWIRA SDN BHD	5,123,466	1.665
14	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEGGED SECURITIES ACCOUNT FOR NG YIK TOON & NG YIK KOON (CEB)	4,749,633	1.544
15	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEGGED SECURITIES ACCOUNT – AMBANK (M) BERHAD FOR YEOW AH SENG & YOW AH SENG (SMART)	4,727,109	1.536
16	LOCK TOH PENG	4,050,000	1.316
17	CITIGROUP NOMINEES (ASING) SDN BHD EXEMPT AN FOR OCBC SECURITIES PRIVATE LIMITED (CLIENT A/C-NR)	3,905,354	1.269
18	VERSALITE SDN BHD	3,313,333	1.077
19	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR EASTSPRING INVESTMENTSSMALL-CAP FUND	3,243,600	1.054
20	HSBC NOMINEES (TEMPATAN) SDN BHD HSBC (M) TRUSTEE BHD FOR PERTUBUHAN KESELAMATAN SOSIAL (UOB AMM6939-406)	3,118,800	1.014
21	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEGGED SECURITIES ACCOUNT FOR FONG SILING (CEB)	3,000,000	0.975
22	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR HONG LEONG BALANCED FUND	2,650,000	0.861
23	SIA YOCK HUA	2,640,866	0.858

Analysis of Shareholdings (Cont'd)

LIST OF THIRTY (30) LARGEST SHAREHOLDERS (CONT'D)

No.	Name of Shareholders	No. of Shares	% of Shares (*)
24	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOKE SEE OOI (CEB)	2,460,500	0.799
25	AMSEC NOMINEES (ASING) SDN BHD PLEDGED SECURITIES ACCOUNT FOR NG KENG HOE (HUANG QINGHE)	2,451,033	0.796
26	UOBM NOMINEES (TEMPATAN) SDN BHD UOB ASSET MANAGEMENT (MALAYSIA) BERHAD FOR GIBRALTAR BSN AGGRESSIVE FUND	2,056,400	0.668
27	CIMB GROUP NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR FORTRESS CAPITAL ASSET MANAGEMENT (M) SDN BHD	2,015,600	0.655
28	NEOH CHOO EE & COMPANY, SDN. BERHAD	2,000,000	0.650
29	CITIGROUP NOMINEES (TEMPATAN) SDN BHD EMPLOYEES PROVIDENT FUND BOARD (PHEIM)	1,886,890	0.613
30	GOH MIA KWONG	1,547,096	0.503
	TOTAL	205,054,278	66.670

* % of shares without treasury shares

LIST OF SUBSTANTIAL SHAREHOLDERS

No.	Name of Shareholders	Direct Interest		Indirect Interest	
		No. of Shares	% of Shares	No. of Shares	% of Shares
1	GOH MIA KWONG	35,663,026	11.595	^[1] 23,646,720	7.689
2	RHB NOMINEES (ASING) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR NG KENG HOE (HUANG QINGHE)	33,362,999	10.848	^[2] 2,439,909	0.793
3	AMSEC NOMINEES TEMPATAN SDN. BHD. PLEDGED SECURITIES ACCOUNT – AMBANK (M) BERHAD FOR EDWARD GOH SWEE WANG	23,227,520	7.552	^[3] 36,082,226	11.732

Analysis of Shareholdings (Cont'd)

LIST OF SUBSTANTIAL SHAREHOLDERS

Notes:-

Indirect Interest:

^[1] By virtue of his son, Mr Edward Goh Swee Wang's interest: 23,227,520 shares
By virtue of his daughter, Ms Lisa Goh Li Ling's interest: 419,200 shares

^[2] By virtue of his wife, Ms Lai Shin Lin's interest: 2,439,909 shares

^[3] By virtue of his father, Mr Goh Mia Kwong's interest: 35,663,026 shares
By virtue of his sister, Ms Goh Li Ling's interest: 419,200 shares

LIST OF DIRECTORS' SHAREHOLDINGS

No.	Name of Directors	Direct Interest		Indirect Interest	
		No. of Shares	% of Shares (*)	No. of Shares	% of Shares (*)
1	DATUK KAMALUDIN BIN YUSOFF	769,800	0.250	^[1] 12,474,932	4.056
2	EDWARD GOH SWEE WANG	23,227,520	7.552	^[2] 36,082,226	11.732
3	YEOW AH SENG @ YOW AH SENG	5,276,442	1.716	–	–
4	SIAH CHIN LEONG	2,666	0.000	–	–
5	NG LEE THIN	–	–	–	–
6	NG KENG HOE (HUANG QINGHE)	33,362,999	10.848	^[3] 2,439,909	0.793

(Disclosed in accordance with Appendix 9C, Part A, item 23 of the Listing Requirements of Bursa Securities.)

Notes:-

Indirect Interest:

^[1] By virtue of his wife, Datin Fawziah Binti Hussein Sazally's interest in Genting Perwira Sdn Bhd pursuant to Section 8 of the Companies Act 2016: 12,316,799 shares
By virtue of his wife, Datin Fawziah Binti Hussein Sazally's interest: 158,133 shares

^[2] By virtue of his father, Mr Goh Mia Kwong's interest: 35,663,026 shares
By virtue of his sister, Ms Lisa Goh Li Ling's interest: 419,200 shares

^[3] By virtue of his wife, Ms Lai Shin Lin's interest: 2,439,909 shares

* % of Shares without treasury shares

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING (20TH AGM)

NOTICE IS HEREBY GIVEN THAT the 20th Annual General Meeting of Johore Tin Berhad will be conducted entirely through live streaming from the Broadcast Venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, **Level 29, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan** (“Broadcast Venue”) on Friday, 25 June 2021 at 10.00 a.m. for the following purposes:

AGENDA

Resolution on
Proxy Form

ORDINARY BUSINESS:

- | | | |
|----|---|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon. | (Please refer Explanatory Note 1) |
| 2. | To approve the payment of Directors’ fees of RM324,000.00 for the financial year ended 31 December 2020. | (Ordinary Resolution 1) |
| 3. | To approve the payment of Directors’ benefits for an amount not exceeding RM75,000.00 from the 20 th AGM 2021 to the 21 st AGM 2022 of the Company. | (Ordinary Resolution 2) |
| 4. | To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company’s Constitution. | |
| | (a) Mr Edward Goh Swee Wang | (Ordinary Resolution 3) |
| | (b) Datuk Kamaludin Bin Yusoff | (Ordinary Resolution 4) |
| 5. | To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 5) |

SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolution, with or without modifications:

- | | | |
|----|--|--------------------------------|
| 6. | ORDINARY RESOLUTION 1
AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 | (Ordinary Resolution 6) |
| | <p>“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed 20% General Mandate”).”</p> | |

Notice of Twentieth Annual General Meeting

(Cont'd)

THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2021.

THAT with effect from 1 January 2022, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate").

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as "Proposed General Mandate".)

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

7. **ORDINARY RESOLUTION 2
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR
– DATUK KAMALUDIN BIN YUSOFF**

(Ordinary Resolution 7)

"THAT authority be and is hereby given to Datuk Kamaludin Bin Yusoff who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance to the Malaysian Code on Governance 2017."

Notice of Twentieth Annual General Meeting (Cont'd)

8. ORDINARY RESOLUTION 3

(Ordinary Resolution 8)

PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements (“Listing Requirements”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- (i) the aggregate number of issued shares in the Company (“Shares”) purchased (“Purchased Shares”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

(“Proposed Share Buyback”).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase (s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

To cancel all or part of the Purchased Shares;

- i. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;

Notice of Twentieth Annual General Meeting

(Cont'd)

- ii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iii. To resell all or part of the treasury shares;
- iv. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- v. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- vi. To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buyback with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

9. **SPECIAL RESOLUTION**
PROPOSED CHANGE OF COMPANY'S NAME FROM "JOHORE TIN BERHAD" TO "ABLE GLOBAL BERHAD"

(Special Resolution)

“THAT the name of the Company be changed from “Johore Tin Berhad” to “Able Global Berhad” with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears AND THAT the Directors and the Secretary of the Company be and are hereby authorised to take all such necessary steps to give effect to the Proposed Change of Company's Name and to carry out all the necessary formalities in effecting the Proposed Change of Company's Name.”

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

By Order of the Board
JOHORE TIN BERHAD

YONG MAY LI (f) (LS0000295)
[SSM Practising Certificate No. 202008000285]
WONG CHEE YIN (f) (MAICSA7023530)
(SSM Practising Certificate No. 202008001953)
Company Secretaries
Johor Bahru
27 May 2021

Notice of Twentieth Annual General Meeting (Cont'd)

NOTES

1. The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting. Members **will not be allowed** to attend the 20th AGM in person at the Broadcast Venue on the day of the meeting.

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 20th AGM via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Guide for the 20th AGM and take note of procedure below in order to participate remotely via RPV.**

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 18 June 2021**. Only a member whose name appears in this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint a proxy to attend, speak and vote on his/her/its behalf.
4. A member of the Company who is entitled to participate at the 20th AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the Annual General Meeting.
5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. A member who has appointed a proxy or attorney or authorised representative to participate at the 20th AGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV** via TIIH Online website at <https://tiih.online>. Please refer to the procedures for RPV in the Administrative Guide for the 20th AGM.
9. The appointment of a proxy may be made in a hard copy form or by electronic means shall be deposited in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
By hand or post to the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan
 - By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

Notice of Twentieth Annual General Meeting

(Cont'd)

10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is **Wednesday, 23 June 2021 at 10.00 a.m.**
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES

ORDINARY BUSINESS:

**1. Agenda item 1:
Audited Financial Statements for Financial Year Ended 31 December 2020**

This Agenda item is meant for discussion only as the provisions Sections 248(2) and 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

**2. Agenda items 2 & 3 respectively
Ordinary Resolution 1 – Directors' Fees
Ordinary Resolution 2 – Directors' Benefits**

Section 230(1) of the Companies Act, 2016 provides amongst others, that “the fees” of the directors and “any benefits” payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval on the following two (2) separate resolutions shall be sought at the 20th AGM 2021

- **Ordinary Resolution 1** on payment of Directors' Fees in respect of the year 2020; and
- **Ordinary Resolution 2** on payment of Directors' benefits with effect from the 20th AGM 2021 to the 21st AGM 2022 of the Company.

The Directors' benefits payable would comprise wholly for meeting allowances which was calculated based on the number of scheduled Board's and Board Committees' meetings with effect from the 20th AGM 2021 until the 21st AGM 2022.

Notice of Twentieth Annual General Meeting (Cont'd)

**3. Agenda Item 4 (a) & (b)
Ordinary Resolutions 3 to 4 – Re-election of Directors**

Mr Edward Goh Swee Wang and Datuk Kamaludin Bin Yusoff are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 20th AGM 2021.

The Board has through the Nominating Committee, had considered and assessed the retiring Directors and agreed that they meet the qualification of Directors as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities and have the character, experience, integrity, competence and time to effectively discharge their roles as Directors.

**4. Agenda Item 5
Ordinary Resolution 5 – Re-appointment of Auditors**

The Board has through the Audit Committee, considered the re-appointment of Messrs Crowe Malaysia PLT as External Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table the re-appointment of Messrs Crowe Malaysia PLT at the forthcoming Annual General Meeting, included an assessment of the Auditors' independence and objectivity, caliber and quality process/performance.

SPECIAL BUSINESS:

**5. Agenda Item 6
Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The Proposed Resolution 7 under Item 6, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2021. With effect from 1 January 2022, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

This proposed Resolution is a new mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as:

- (a) Amid the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic, this 20% General Mandate provides the Company flexibility to raise funds quickly and efficiently during this challenging time to meet its funding requirements for working capital, operational expenditure or for a new business opportunity.
- (b) To provide additional relief to the Company cashflow to support the business operations in view of the tougher economic environment that arose from the COVID-19 pandemic.

Notice of Twentieth Annual General Meeting

(Cont'd)

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the 19th AGM held on 10 August 2020 and will lapse at the conclusion of the 20th AGM to be held on 25 June 2021. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

6. **Agenda Item 7** **Ordinary Resolution 7 – Continuing in Office as Independent Non-Executive Director**

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.

Datuk Kamaludin Bin Yusoff was appointed to the Board on 11 August 2008 and had therefore served as an Independent Director of the Company for a cumulative term of more than nine (9) years.

The Board via the Nominating Committee had assessed the independence of Datuk Kamaludin Bin Yusoff, had considered him to be independent and had recommended that he continues to act as Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfils the criteria of an Independent Director pursuant to Main Market Listing Requirements of Bursa Securities;
- he has good and thorough understanding of the Company's business operation due to the long tenures with the Company and exposures in various industries;
- he has neither impaired nor compromised his independent judgement and continues to provide invaluable feedback/check and balance including to challenge management on matters which he believes to be not in the best interest of the Group;
- he is able to participate in deliberations and decision making of the Board and Board Committees in objective manner;
- he does not have any interest over the Group's business dealings; and
- he has devoted adequate time, commitment and due care in all undertakings of the Group and has carried out his fiduciary duties in the interest of the Company and shareholders

The proposed Ordinary Resolution 7, if passed, will enable Datuk Kamaludin Bin Yusoff to continue serving as an Independent Non-Executive Director of the Company.

7. **Agenda Item 8** **Ordinary Resolution 8 – Proposed Renewal of Authority for Share Buyback**

The proposed Ordinary Resolution 3, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company.

Please refer to the Statement to Shareholders dated 27 May 2021 in relation to the Proposed Renewal of Authority for Share Buyback for further information.

Notice of Twentieth Annual General Meeting (Cont'd)

8. Agenda Item 9
Special Resolution – Proposed Change of Company's Name From "Johore Tin Berhad" to "Able Global Berhad"

On 21 May 2021, the Company had announced to Bursa Malaysia Securities Berhad that the Board of Directors had proposed to change the Company's name from "Johore Tin Berhad" to "Able Global Berhad". The approval of Companies Commission of Malaysia ("CCM") for the use of proposed name "Able Global Berhad" which was obtained via CCM's email dated 21 May 2021 and the reservation of name is valid for a period of 30 days from 21 May 2021 ("Validity Period"). The Proposed change of Company's name is subject to the approval of shareholders of the Company by way of Special Resolution which requires a majority of not less than three fourth of such members of the Company as being entitled so to do vote in person or by proxy at the forthcoming 20th AGM to be convened on 25 June 2021.

The proposed Special Resolution if passed, would change the Company's name to "Able Global Berhad" upon issuance of Notice of Registration of new name by the CCM. Please refer to the Circular to Shareholders dated 27 May 2021 for further information.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. Further details of individuals who are standing for election as directors (excluding directors standing for re-election): -

There is no person seeking election as director of the Company at this Annual General Meeting.

2. A statement relating to general mandate for issue of securities in accordance with paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad: -

The general mandate for issue of shares is for the renewal of the general mandate obtained from the members at the 19th Annual General Meeting held on 10 August 2020.

No new shares of the Company have been issued pursuant to the general mandate obtained at the 19th Annual General Meeting held on 10 August 2020, and accordingly no proceeds were raised.

The purpose of this general mandate is to provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding current and/or future investment project(s), working capital, repayment of bank borrowings, acquisitions and/or for allotment of shares as settlement of purchase consideration.

ADMINISTRATIVE GUIDE FOR THE TWENTIETH ANNUAL GENERAL MEETING ("20th AGM")

Date and Time	:	Friday, 25 June 2021 at 10.00 a.m.
Broadcast Venue	:	Tricor Business Centre Manuka 2 & 3 Meeting Room Unit 29-1, Level 29, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan
Meeting Platform	:	https://tjih.online

PRECAUTIONARY MEASURES AGAINST THE CORONAVIRUS DISEASE ("COVID-19")

In line with the Government's directive and Securities Commission Malaysia's Guidance Note on the Conduct of General Meetings for Listed Issuers to curb the spread of COVID-19, the 20th AGM of the Company will be conducted on a virtual basis through live streaming and online voting via Remote Participation and Voting ("RPV") facilities from the Broadcast Venue.

The venue of the 20th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue of the meeting. No shareholders/proxy(is) from the public will be physically present at the meeting venue.

We strongly encourage you to attend the 20th AGM via the RPV facilities. You may consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 20th AGM.

Due to constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 20th AGM at short notice. Kindly check the Company's website or announcements for the latest updates on the status of the 20th AGM.

The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.

REMOTE PARTICIPATION AND VOTING

The RPV facilities are available on Tricor's TIH Online website at <https://tjih.online>.

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM using RPV facilities from Tricor. Kindly refer to Procedure for RPV facilities as set out below for the requirements and procedures.

A shareholder who has appointed a proxy(ies) or attorney(s) or authorised representative(s) to attend, participate, speak and vote at this AGM via RPV must request his/her proxy(ies) or attorney or authorised representative to register himself/herself for RPV at TIH Online website at <https://tjih.online>. Please refer to the Procedures for RPV.

Administrative Guide for the Twentieth Annual General Meeting (“20th AGM”)

PROCEDURES FOR REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 20th AGM using RPV facilities:

	Procedure	Action
BEFORE THE AGM DAY		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” by selecting the “Sign Up” button and followed by “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
(b)	Submit your request to attend 20 th AGM remotely	<ul style="list-style-type: none"> Registration is open from Thursday, 27 May 2021 until the day of AGM on Friday, 25 June 2021. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the AGM to ascertain their eligibility to participate at the 20th AGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) JOHORE TIN BERHAD 20TH AGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 18 June 2021, the system will send you an e-mail on 23 June 2021 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV facilities).</i></p>
ON THE AGM DAY		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 20th AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of meeting at 10.00 a.m. on Friday, 25 June 2021.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) JOHORE TIN BERHAD 20TH AGM” to engage in the proceedings of the AGM remotely. If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavor to respond to questions submitted by you during the AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.

Administrative Guide for the Twentieth Annual General Meeting (“20th AGM”)

PROCEDURES FOR REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES (CONT'D)

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate the AGM remotely using the RPEV are to follow the requirements and procedures as summarized below: (Cont'd)

	Procedure	Action
ON THE AGM DAY		
(e)	Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 10.00 a.m. on Friday, 25 June 2021 until a time when the Chairman announces the end of the session. • Select the corporate event: “(REMOTE VOTING) JOHORE TIN BERHAD 20TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • The live streaming will end upon the announcement by the Chairman on the conclusion of the AGM.

Note to users of the RPV facilities:

1. Should your registration for the RPV facilities be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

Only members whose name appear on the Record of Depositors as at 18 June 2021 shall be eligible to attend, speak and vote at the 20th AGM or appoint proxy(ies) and/or the Chairman of the Meeting to attend and vote on his/her behalf.

In view that the 20th AGM will be conducted on a virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Proxy Form.

If you wish to participate in the 20th AGM yourself, please do not submit any Proxy Form for the 20th AGM. You will not be allowed to participate in the 20th AGM together with a proxy appointed by you.

Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the 20th AGM whether in a hard copy form or by electronic means shall be deposited or submitted in the following manner not later than **Wednesday, 23 June 2021 at 10.00 a.m.:**

(i) In hard copy form

By hand or post to the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan

Administrative Guide for the Twentieth Annual General Meeting (“20th AGM”)

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY (CONT'D)

Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/ attorney for the 20th AGM whether in a hard copy form or by electronic means shall be deposited or submitted in the following manner not later than **Wednesday, 23 June 2021 at 10.00 a.m.:** (Cont'd)

(ii) By electronic form

All shareholders can have the option to submit proxy forms electronically via TIIH Online and the steps to submit are summarized below:

PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via Tricor's **TIIH Online** website are summarised below:

Procedure	Action
i. Steps for individual shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services”. Please do refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user ID (i.e. email address) and password. Select the corporate event: “Johore Tin Berhad 20th AGM - Submission of Proxy Form”. Read and agree to the Terms & Conditions and confirm the Declaration Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes. Review and confirm your proxy(s) appointment. Print proxy form for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User With TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under the “e-Services”, the authorized or nominated representative of the corporation or institutional shareholder selects the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor Investor & Issuing House Services Sdn Bhd if you need clarifications on the user registration.)</i></p>

Administrative Guide for the Twentieth Annual General Meeting (“20Th AGM”)

PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM (CONT'D)

The procedures to submit your proxy form electronically via Tricor’s **TIIH Online** website are summarised below:
(Cont’d)

Procedure	Action
ii. Steps for corporation or institutional shareholders (Cont’d)	
Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tjih.online. • Select the corporate exercise name: “Johore Tin Berhad 20th AGM – Submission of Proxy Form” • Read and agree to the Terms & Conditions and confirm the Declaration • Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Login to TIIH Online, select corporate exercise name: “Johore Tin Berhad 20th AGM – Submission of Proxy Form”. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for record.

POLL VOTING

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd to conduct the poll voting electronically.

Shareholders or proxy(es) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from 10.00 a.m. on Friday, 25 June 2021 but before the end of the voting session which will be announced by the Chairman of the meeting. Please refer to the Procedures for Remote Participation and Voting via RPV Facilities provided above for guidance on how to vote remotely via TIIH Online.

Upon completion of the voting session for the AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the AGM via Tricor’s TIIH Online website at <https://tjih.online> by selecting “e-Services” to login, pose questions and submit electronically no later than **Wednesday, 23 June 2021 at 10.00 a.m.** The Board will endeavor to answer the questions received at the AGM.

Administrative Guide for the Twentieth Annual General Meeting (“20Th AGM”)

NO RECORDING OR PHOTOGRAPHY

Unauthorized recording and photography are strictly prohibited at the 20th AGM.

DOOR GIFT/FOOD VOUCHER

There will be no door gifts or food vouchers for attending the AGM.

ENQUIRY

If you have any enquiry prior to the meeting, you may contact the following person during office hours on Monday to Friday from 8.30 am to 5.30pm (except on public holidays).

Tricor Investor & Issuing House Services Sdn Bhd

General /Fax No. : +603-2783 9299 / +603-2783 9222
Email : is.enquiry@my.tricorglobal.com
Nor Faeayzah : 603-2783 9274 / Nor.Faeayzah@my.tricorglobal.com
Ang Wai Meng : 603-2783 9281 / Wai.Meng.Ang@my.tricorglobal.com

FORM OF PROXY

JOHORE TIN BERHAD
Registration No. 200001029963 (532570-V)

I/We _____

(NRIC No./Passport No./Company No. _____) of _____

being a Member/Members of JOHORE TIN BERHAD [Registration No. 200001029963 (532570-V)] hereby appoint:

Full Name	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and

Full Name	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the 20th Annual General Meeting of the Company will be conducted entirely through live streaming from the Broadcast Venue at **Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan** ("Broadcast Venue") on Friday, 25 June 2021 at 10.00 a.m. and any adjournment thereof and my/our proxy is to vote as indicated below:

Item	Agenda	Resolution	*FOR	*AGAINST
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon.			
Ordinary Business:				
2.	To approve the payment of Directors' fees of for the financial year ended 31 December 2020.	Ordinary Resolution 1		
3.	Approval of payment of Directors' benefits with effect from the 20 th Annual General Meeting 2021 to the 21 st Annual General Meeting 2022 of the Company.	Ordinary Resolution 2		
4.	Re-election of the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution.			
	(a) Mr Edward Goh Swee Wang	Ordinary Resolution 3		
	(b) Datuk Kamaludin Bin Yusoff	Ordinary Resolution 4		
5.	Re-appointment of Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 5		
Special Business:				
6.	Authority to Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016.	Ordinary Resolution 6		
7.	Continuing in office as Independent Non-Executive Director – Datuk Kamaludin Bin Yusoff	Ordinary Resolution 7		
8.	Proposed Renewal of Authority for Share Buyback	Ordinary Resolution 8		
9.	Proposed Change of Company's Name from 'Johore Tin Berhad' to "Able Global Berhad"	Special Resolution		

(*Please indicate with an "X" in the appropriate space how you wish your proxy to vote. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.)

Dated this day of 2021

Number of shares held	
CDS Account No.	

.....

**Signature/Common Seal of Shareholder



** Manner of execution:

- (a) If you are an individual member, please sign where indicated.
- (b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- (c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

NOTES:-

1. IMPORTANT NOTICE

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting. Members **will not be allowed** to attend the 20th Annual General Meeting in person at the Broadcast Venue on the day of the meeting.

Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 20th AGM via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Administrative Guide for the 20th AGM and take note of procedure below in order to participate remotely via RPV.**

2. For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 18 June 2021**. Only a member whose name appears in this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint a proxy to attend, speak and vote on his/her/its behalf.
3. A member entitled to participate via RPV at the 20th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her stead. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to participate at the 20th AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the Annual General Meeting.
5. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. A member who has appointed a proxy or attorney or authorised representative to participate at the 20th AGM via RPV **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV** via TIIH Online website at <https://tiih.online>. Please refer to the procedures for RPV in the Administrative Guide for the 20th AGM.
9. The appointment of a proxy may be made in a hard copy form or by electronic means shall be deposited in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
By hand or post to the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan
 - By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of proxy form via TIIH Online.
10. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging this proxy form is **Wednesday, 23 June 2021 at 10.00 a.m.**
12. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/ or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
13. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

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Affix
Stamp

The Share Registrar

JOHORE TIN BERHAD

Tricor Investor & Issuing House Service Sdn. Bhd.
Registration No. 197101000970 (11324-H)
Unit 32-01, Level 32, Tower A,
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59200 Kuala Lumpur, Malaysia
Tel no.: +603 2783 9299
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JOHORE TIN BERHAD

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