



ECONFRAME BERHAD

Registration No. 201901042935 (1352265-T)
(Incorporated in Malaysia under the Companies Act 2016)

ANNUAL REPORT 2022

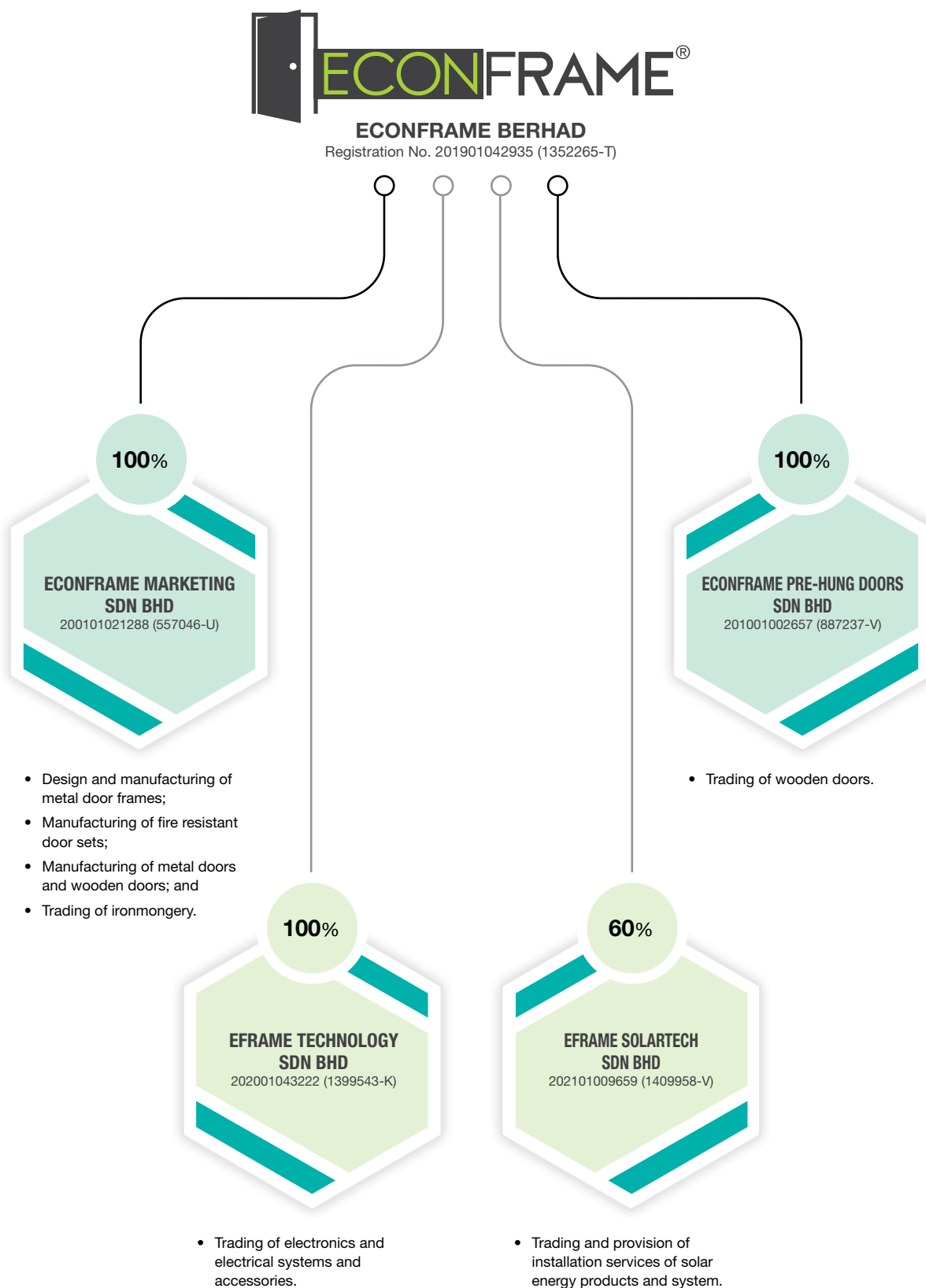
**ECONFRAME BERHAD**

Registration No. 201901042935 (1352265-T)

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CORPORATE STRUCTURE



CORPORATE INFORMATION

BOARD OF DIRECTORS

ROBERT KOONG YIN LEONG

Independent Non-Executive Chairman

LIM CHIN HORNG

Managing Director

KHOO SOON BENG

Executive Director

TEOH KENG CHANG

Executive Director
(Appointed on 23 February 2022)

LIM SAW NEE

Non-Independent Non-Executive Director

LIM FOO SENG

Non-Independent Non-Executive Director

TAN HOCK SOON

Senior Independent Non-Executive Director

ILHAM FADILAH BINTI SUNHAJI

Independent Non-Executive Director

CHAN SOON TAT

Independent Non-Executive Director
(Appointed on 23 February 2022)

AUDIT AND RISK MANAGEMENT COMMITTEE

Chairman

Tan Hock Soon

Member

Robert Koong Yin Leong
Ilham Fadilah Binti Sunhaji

NOMINATION COMMITTEE

Chairperson

Ilham Fadilah Binti Sunhaji

Member

Robert Koong Yin Leong
Tan Hock Soon

REMUNERATION COMMITTEE

Chairman

Robert Koong Yin Leong

Member

Tan Hock Soon
Ilham Fadilah Binti Sunhaji

COMPANY SECRETARIES

Chua Siew Chuan (MAICSA 0777689)
SSM PC No. 201908002648

Cheng Chia Ping (MAICSA 1032514)
SSM PC No. 202008000730

REGISTERED OFFICE

Level 7, Menara Milenium
Jalan Damanlela, Pusat Bandar Damansara
Damansara Heights, 50490 Kuala Lumpur

Telephone number : 03-2084 9000
Fax number : 03-2094 9940 / 03-2095 0292

PRINCIPAL PLACE OF BUSINESS

No. 1, Jalan 27A, Kawasan 16
Sungai Rasau Industrial Area
41300 Klang, Selangor

Telephone number : 03-3348 7268

Website : www.econframe.com

AUDITORS

Baker Tilly Monteiro Heng PLT

LLP number: 201906000600 (LLP0019411-LCA)
(Firm number: AF 0117)

Baker Tilly Tower, Level 10, Tower 1, Avenue 5
Bangsar South City, 59200 Kuala Lumpur

Telephone number : 03-2297 1000

SHARE REGISTRAR

Securities Services (Holdings) Sdn Bhd

Registration No. 197701005827 (36869-T)

Level 7, Menara Milenium, Jalan Damanlela
Pusat Bandar Damansara, Damansara Heights
50490 Kuala Lumpur

Telephone number : 03-2084 9000

Fax number : 03-2094 9940 / 03-2095 0292

SPONSOR

M&A Securities Sdn Bhd

Level 11, 45 & 47, The Boulevard, Mid Valley City
Lingkaran Syed Putra, 59200 Kuala Lumpur

Telephone number : 03-2284 2911

STOCK EXCHANGE LISTING

ACE Market, Bursa Malaysia Securities Berhad

Stock Code : 0227

Stock Name : EFRAME

Sector : Industrial Products and Services

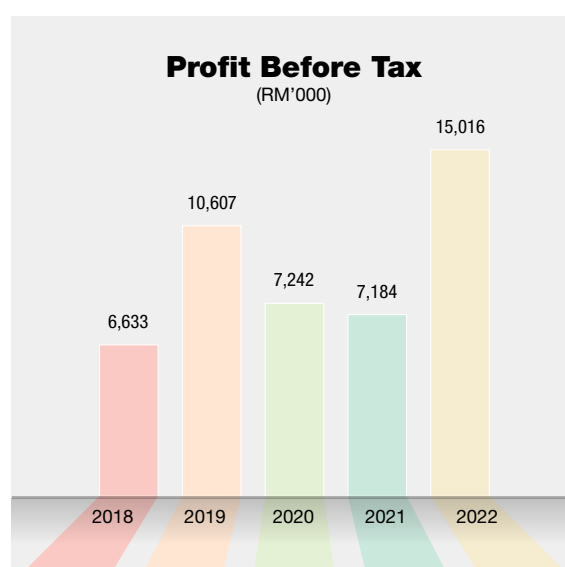
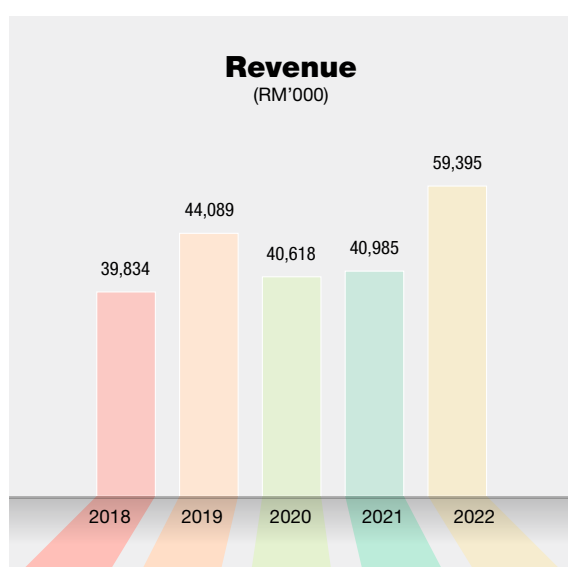
GROUP FINANCIAL HIGHLIGHTS

	Financial year ended 31 August				
	2018* RM'000	2019* RM'000	2020 RM'000	2021 RM'000	2022 RM'000
Revenue	39,834	44,089	40,618	40,985	59,395
Profit before tax	6,633	10,607	7,242	7,184	15,016
Profit attributable to owners of the Company	5,097	8,135	5,339	5,110	11,239
Total assets	29,916	33,208	36,232	59,035	74,543
Equity attributable to owners of the Company	21,485	26,009	31,348	53,924	63,538
EBITDA [^]	7,252	11,214	7,769	7,387	15,183
Net assets per share # (RM)	0.08	0.10	0.12	0.17	0.20
Earnings per share # (Sen)	1.96	3.13	2.05	1.62	3.46

* Shown (for comparison purposes) on the basis of combined group i.e., the Company completed the acquisitions of the subsidiaries, Econframe Marketing Sdn Bhd and Econframe Pre-Hung Doors Sdn Bhd (collectively, the "Acquisitions") on 1 August 2020 and are assumed to be under common control since their incorporation and prior to the Acquisitions.

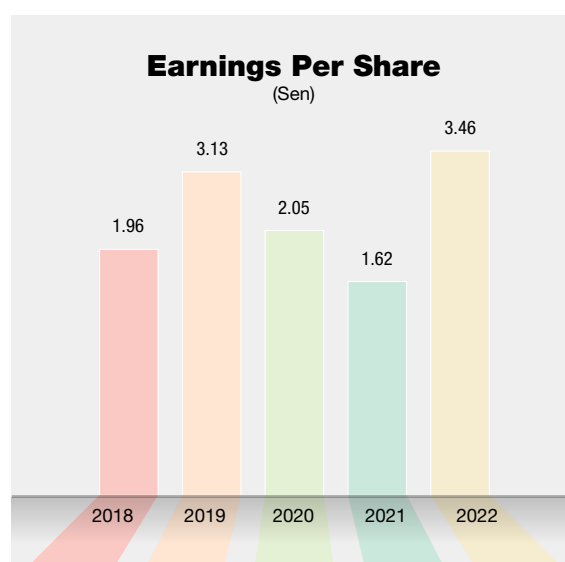
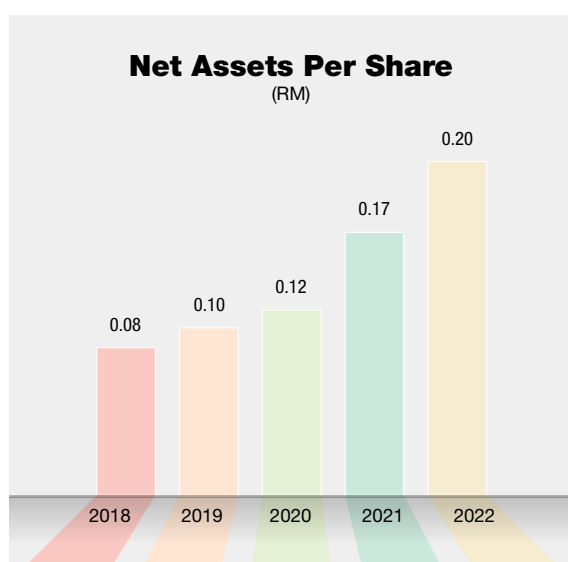
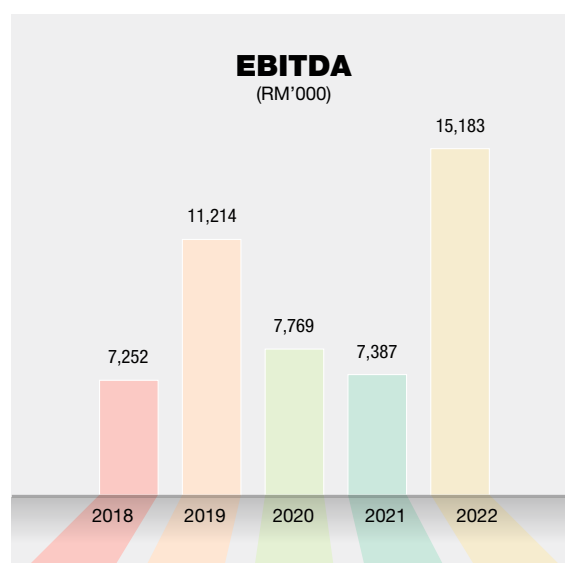
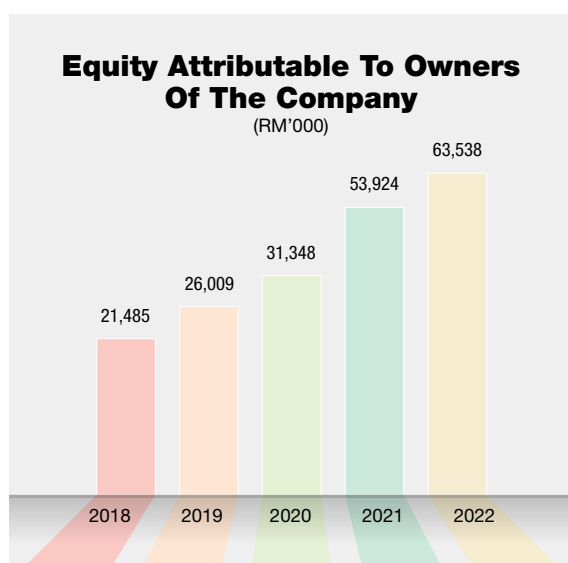
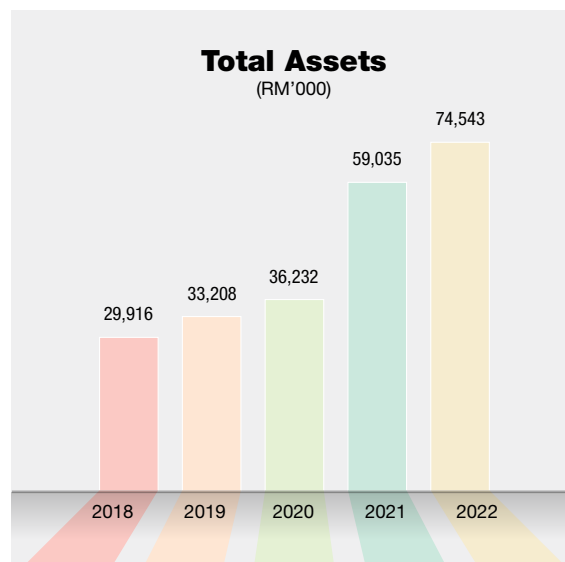
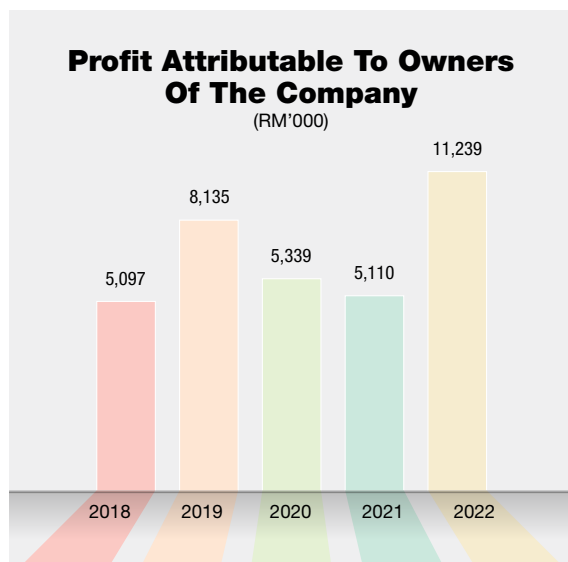
[^] Earnings before interests, tax, depreciation and amortisation.

Attributable to owners of the Company.



GROUP FINANCIAL HIGHLIGHTS

(CONT'D)



DIRECTORS' PROFILE



ROBERT KOONG YIN LEONG

Independent
Non-Executive Chairman

Robert Koong Yin Leong, a Malaysian, male, aged 54, is the Independent Non-Executive Chairman. He was appointed to the Board on 11 February 2020 and he is also the Chairman of the Remuneration Committee. He is also a member of the Audit and Risk Management Committee and Nomination Committee.

He is an Associate Member of the Chartered Institute of Management Accountant, United Kingdom as well as a Member of the Malaysian Institute of Accountants.

He commenced his career with Arthur Andersen & Co in 1990 in the corporate recovery and corporate finance division prior to joining Electroscon Sdn Bhd as Group Finance Manager in 1994. He joined Tanco Resorts Berhad in 1999 as the Finance and Administration Manager. In 2002, he joined Hicom-Teck See Sdn Bhd and was posted to Hicom Automotive Plastics (Thailand) Ltd from 2002 to 2005 as General Manager, Finance, before joining Nakamichi Corporation Berhad as Manager, Finance and Administration in 2005. In 2006, he joined SMIS Corporation Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), as Group Financial Controller, a position he holds until today.

Presently, he is also the Independent Non-Executive Chairman of Systech Bhd, a company listed on the ACE Market of Bursa Securities.

He has no family relationship with any of the Director and/or major shareholders.



LIM CHIN HORNG

Managing Director

Lim Chin Horng, a Malaysian, male, aged 53, is the Managing Director and major shareholder. He was appointed to the Board on 13 February 2020.

He commenced his career in 1990 with Amalgamated Containers Berhad (now known as Parkson Holdings Berhad) in the quality control department prior to joining Era Ace Sdn Bhd as Project Manager for the provision of mechanical and electrical engineering services in 1996. In 1999, he left Era Ace Sdn Bhd and set up Era Ace Engineering and Trading, a sole proprietorship, where he undertook the business of trading in mechanical electronic parts and components, to collaborate with Era Ace Sdn Bhd. Era Ace Engineering and Trading ceased operations in 2004.

In August 2001, he co-founded Econframe Marketing Sdn Bhd to undertake the business of manufacturing of metal door frames and metal window frames. In 2010, he set up Econframe Pre-Hung Doors Sdn Bhd together with Khoo Soon Beng (the Executive Director) for the trading of wooden doors to complement the metal door frames business of Econframe Marketing Sdn Bhd. He leads the Company and the subsidiaries ("**the Group**") in the development and implementation of the Group's strategies as well as managing the Group's operational and product development.

He is the spouse of Lai Shu San and brother of Lim Saw Nee.

DIRECTORS' PROFILE

(CONT'D)

**KHOO SOON BENG**

Executive Director

Khoo Soon Beng, a Malaysian, male, aged 53, is the Executive Director. He was appointed to the Board on 13 February 2020.

In 1992, he graduated with a NCC (National Computing Centre) Diploma in Computer Studies from Informatics Institute, Klang, Malaysia (which has since ceased operation). He also obtained a Diploma in Business Studies issued by the Institute of Commercial Management, England from Institute Wawasan, Klang, Malaysia (which has since ceased operation) in 1994.

He commenced his career in 1990 as a Production Planner with Amalgamated Containers Berhad (now known as Parkson Holdings Berhad), before leaving in 1994 to join Forenade Plast (Malaysia) Sdn Bhd, as a Production Controller. In 2002, he joined Nakagawa (M) Sdn Bhd, as a Production Planning Executive and left in 2003 to re-join Forenade Plast (Malaysia) Sdn Bhd as a Sales Executive.

In July 2006, he commenced his employment with Econframe Marketing Sdn Bhd and in 2010, he co-founded Econframe Pre-Hung Doors Sdn Bhd with Lim Chin Horng (the Managing Director). He is responsible for overseeing the sales and marketing activities of the Group.

He has no family relationship with any of the Director and/or major shareholders.

TEOH KENG CHANG

Executive Director

Teoh Keng Chang, a Malaysian, male, aged 30, is the Executive Director. He was appointed to the Board on 23 February 2022.

He is a Member of the Institute of Chartered Accountants in England and Wales and the Malaysian Institute of Accountants.

He has a diversified working experience in and outside of Malaysia providing advisory services across a broad range of industries including public listed companies and government linked companies.

He has no family relationship with any of the Director and/or major shareholders.

DIRECTORS' PROFILE

(CONT'D)



LIM SAW NEE

Non-Independent
Non-Executive Director

Lim Saw Nee, a Malaysian, female, aged 55, is the Non-Independent Non-Executive Director and major shareholder. She was appointed to the Board on 13 February 2020.

She obtained her Diploma in Interior Design at the Modern Institute of Interior Design, Petaling Jaya, Malaysia (which has since ceased operation) in 1988.

She commenced her career with Sun Swee Productions Sdn Bhd as a Junior Production Designer in 1988 and left in 1989 to join United Tradewind Trading Sdn Bhd, a company co-founded by her spouse. She has remained at United Tradewind Trading Sdn Bhd since 1989 and currently holds the position of General Manager, where she oversees various departments including the human resource department and procurement department.

She is the sister of Lim Chin Horng and sister-in-law of Lai Shu San.



LIM FOO SENG

Non-Independent
Non-Executive Director

Lim Foo Seng, a Malaysian, male, aged 52, is the Non-Independent Non-Executive Director. He was appointed to the Board on 1 February 2021.

He is a Member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants.

He started his career in Deloitte Kassim Chan, an international accounting firm, from 1989 till 1995. Thereafter, he joined Arab-Malaysian Corporation Berhad ("**Amcorp**") and left in 2003 where his last position was Chief Financial Officer ("**CFO**") of MCM Technologies Berhad, a subsidiary company of Amcorp which was formerly listed on the then MESDAQ Market of Bursa Securities.

Subsequently, he joined Quest Technology Sdn Bhd ("**Quest**") as CFO and from 2005 to 2008, he was Executive Director cum CFO for Quest's immediate holding company, Ruby Quest Berhad, a company listed on the then MESDAQ Market of Bursa Securities. From 2008 to 2009, he was Executive Director of Asia Bioenergy Technologies Berhad, a company listed on the then MESDAQ Market of Bursa Securities. Between 2011 and 2013, he was Head of Strategic Planning for Aivoria Group Sdn Bhd and in 2014, he joined Winn Worldwide Sdn Bhd until 2017 as Chief Strategy Officer.

Currently he is the Chief Strategy Officer of Nova Pharma Solutions Berhad, a company listed on the LEAP Market of Bursa Securities.

He is also an Independent Non-Executive Director of Iskandar Waterfront City Berhad and Knusford Berhad, both listed on the Main Market of Bursa Securities.

He has no family relationship with any of the Director and/or major shareholders.

DIRECTORS' PROFILE

(CONT'D)

TAN HOCK SOON

Senior Independent
Non-Executive Director

Tan Hock Soon, a Malaysian, male, aged 50, is the Senior Independent Non-Executive Director. He was appointed to the Board on 11 February 2020 and he is the Chairman of the Audit and Risk Management Committee. He is also a member of the Remuneration Committee and Nomination Committee.

He is a Fellow Member of the Malaysian Institute of Certified Public Accountants as well as a Member of the Malaysian Institute of Accountants.

He commenced his career with KPMG in 1992 before leaving to join the Corporate Finance Division of Commerce International Merchant Bankers Berhad (now known as CIMB Investment Bank Berhad) in 1996. He left in 1999 to set up his own business. From 2001 to 2004, he was an Executive Director of Merces Holdings Berhad (now known as Y&G Corporation Berhad), a company listed on the then Second Board of Bursa Securities. From 2003 to 2008, he was also an Independent Non-Executive Director and Audit Committee Chairman of NTPM Holdings Berhad, a company listed on the Main Market of Bursa Securities. In 2004, he obtained his Investment Representative license and co-founded and is currently a Director of Strategic Capital Advisory Sdn Bhd, a Licensed Investment Advisory company which specialises in Corporate Finance.

Presently, he is an Executive Director of Systech Bhd, a company listed on the ACE Market of Bursa Securities, an Independent Non-Executive Director of SMIS Corporation Bhd, a company listed on the Main Market of Bursa Securities and Director of Leinet Technology Berhad, a public company.

He has no family relationship with any of the Director and/or major shareholders.

**ILHAM FADILAH
BINTI SUNHAJI**

Independent
Non-Executive Director

Ilham Fadilah Binti Sunhaji, a Malaysian, female, aged 40, is the Independent Non-Executive Director. She was appointed to the Board on 11 February 2020 and she is the Chairperson of the Nomination Committee. She is also a member of the Audit and Risk Management Committee and Remuneration Committee.

She completed her Bachelor of Arts majoring in International Studies (Global Security) and Political Science from the University of Wisconsin-Madison, United States of America in 2005. In 2014, she obtained her Masters of Business Administration in Strategic Management from the International Islamic University Malaysia.

She commenced her career in 2005 with Solid Partners Sdn Bhd in the sales and marketing department, before leaving in 2006, to join Accenture Malaysia as an Analyst. In 2012, she left Accenture Malaysia and joined Performance Management and Delivery Unit ("PEMANDU"), an agency of the Prime Minister's Department as Manager. In 2017, she left PEMANDU and joined Pemandu Associates Sdn Bhd, a private management consultancy firm, as Senior Vice President. In 2021, she left Pemandu Associates Sdn Bhd and joined Malaysia Petroleum Resources Corporation as the Head of Corporate Strategy and Research.

Presently, she is an Independent Non-Executive Director of Ocean Vantage Holdings Berhad, a company listed on the ACE Market of Bursa Securities.

She has no family relationship with any of the Director and/or major shareholders.

DIRECTORS' PROFILE

(CONT'D)



Chan Soon Tat, a Malaysian, male, aged 39, is the Independent Non-Executive Director. He was appointed to the Board on 23 February 2022.

He is a Fellow Member of the Association of Chartered Certified Accountants as well as a Member of the Malaysian Institute of Accountants. He is also an Associate Member of Chartered Tax Institute of Malaysia.

He commenced his career as an Audit Associate with YYC & Co. in 2007 and was appointed as Chief Strategy, Marketing Officer and Director of Merger and Acquisition of YYC Holdings Sdn Bhd in 2018. He left in 2019 and joined SJ & Co. PLT as Director and is currently involved in auditing, tax planning and business advisory for various types of companies.

He has no family relationship with any of the Director and/or major shareholders.

CHAN SOON TAT

Independent
Non-Executive Director

CONFLICT OF INTEREST

There is no conflict of interest between the Directors and the Group.

CONVICTION FOR OFFENCES

None of the Directors have been convicted for any offences (except traffic offences) within the past 5 years or have any public sanction or penalty imposed by relevant regulatory bodies during the financial year.

KEY SENIOR MANAGEMENT'S PROFILE



KOH SEE YING

Chief Financial Officer

Koh See Ying, a Malaysian, female, aged 30, is the Chief Financial Officer. She is a Member of the Association of Chartered Certified Accountants, United Kingdom and the Malaysian Institute of Accountants.

She commenced her career with Genting Malaysia Berhad in July 2014. She left Genting Malaysia Berhad in December 2020 and joined the Group on 2 January 2021 as Assistant Financial Controller. She currently holds the position of Chief Financial Officer since 1 February 2022 and is responsible for the Group's financial, tax and accounting matters as well as corporate finance related matters.

She has no family relationship with any of the Director and/or major shareholders.



YONG CHAW ANG

General Manager

Yong Chaw Ang, a Malaysian, female, aged 41, is the General Manager. She completed an accounting course at ALC College, (now known as Peninsula College) Malaysia and earned a Higher Diploma in Accounting in 2002.

She commenced her career with Kwangly Auto Sdn Bhd in 2003, as an Administrative and Accounts Executive, prior to joining Econframe Marketing Sdn Bhd in June 2006. She currently holds the position of General Manager since 1 January 2021 and is responsible for overseeing the production of metal door frames and window frames and procurement of ironmongery.

She has no family relationship with any of the Director and/or major shareholders.



LAI SHU SAN

Senior Operation Manager

Lai Shu San, a Malaysian, female, aged 51, is the Senior Operation Manager. She graduated with a NCC (National Computer Centre) Diploma in Computer Studies from Informatics Institute, Klang, Malaysia (which has since ceased operation).

She commenced her career with Amalgamated Steel Mills Berhad in 1992 as a Computer Programmer prior to joining Omega Securities Sdn Bhd as an Administration Supervisor in 1993. She then joined Sitt Tatt Logistics Sdn Bhd in 1994 as Personal Assistant to the Managing Director. From 1996 to 2000, she was Sales Secretary at MBT (Malaysia) Sdn Bhd. In 2001, she joined Econframe Marketing Sdn Bhd to assist her spouse, Lim Chin Horng (the Managing Director), in the setting up of the human resource and other administrative departments. She currently holds the position of Senior Operation Manager since 1 January 2002 and is responsible for overseeing the human resource and overall administrative functions of the Group.

She is the spouse of Lim Chin Horng and sister-in-law of Lim Saw Nee.

KEY SENIOR MANAGEMENT'S PROFILE

(CONT'D)

**SOI WEN LI**

Purchasing Manager

Soi Wen Li, a Malaysian, female, aged 45, is the Purchasing Manager.

She commenced her career with Arm Shield Sdn Bhd in 1998 as a Production Clerk. In 2010, she joined Triplast Plastic Industries Sdn Bhd as a Production Planner, prior to joining Econframe Marketing Sdn Bhd in May 2013. She currently holds the position of Purchasing Manager since 1 August 2017 and is responsible for the procurement of raw materials for the production activities of the Group.

She has no family relationship with any of the Director and/or major shareholders.

**NG AIK NAM**

Sales Manager

Ng Aik Nam, a Malaysian, male, aged 53, is the Sales Manager. He graduated with a NCC (National Computing Centre) Diploma in Computer Studies from Informatics Institute, Klang, Malaysia (which has since ceased operation).

He commenced his career in 1990 with Amalgamated Containers Berhad (now known as Parkson Holdings Berhad) in the quality control department prior to joining Lion Fasteners Sdn Bhd as Production Planner in 1991. He then joined Berger Paint in 1993 as Production Planner prior to joining Econframe Marketing Sdn Bhd in November 2010. He currently holds the position of Sales Manager since 1 October 2021 and is responsible to lead and manage the sales operations of the Group.

He has no family relationship with any of the Director and/or major shareholders.

**KOH SIEW SIAH**

Sales Manager

Koh Siew Siah, a Malaysian, male, aged 50, is the Sales Manager. He graduated with Diploma in Electronics Engineering from Federal Institute of Technology, Kuala Lumpur, Malaysia.

He commenced his career in 1995 with Aval Electric (KL) Sdn Bhd as Procurement Executive. He then joined GM Corporation Sdn Bhd as Sales and Marketing Executive in 2002 prior to joining Econframe Marketing Sdn Bhd in February 2014. He currently holds the position of Sales Manager since 1 October 2021 and is responsible to lead and manage the sales operations of the Group.

He has no family relationship with any of the Director and/or major shareholders.

KEY SENIOR MANAGEMENT'S PROFILE

(CONT'D)

**LIOW CHING TSEN**

Sales Manager

Liow Ching Tsen, a Malaysian, male, aged 29, is the Sales Manager. He graduated with Bachelor of Development Management from University Utara Malaysia.

He joined Econframe Marketing Sdn Bhd in November 2018 as Sales and Marketing Executive. He currently holds the position of Sales Manager since 1 June 2022 and is responsible to lead and manage the sales operations of the Group.

He has no family relationship with any of the Director and/or major shareholders.

DIRECTORSHIP IN PUBLIC COMPANIES AND LISTED CORPORATIONS

None of the key senior management have any directorship in public companies and listed corporations.

CONFLICT OF INTEREST

There is no conflict of interest between the key senior management and the Group.

CONVICTION FOR OFFENCES

None of the key senior management have been convicted for any offences (except traffic offences) within the past 5 years or have any public sanction or penalty imposed by relevant regulatory bodies during the financial year.

MANAGEMENT DISCUSSION AND ANALYSIS



BUSINESS AND OPERATIONS

The Group’s business involves the following:

- i **Total door system solution**
 - provision of total door system solution including manufacturing and sales of doors, metal door and window frames, fire resistant door sets and all types of hardware including but not limited to ironmongery for residential, commercial, mixed and industrial properties in Malaysia.
- ii **Electronics and electrical systems and accessories**
 - provision of smart home and security system for residential, commercial and industrial buildings in Malaysia.
- iii **Solar energy products and system**
 - trading and provision of installation services of solar energy products and systems for commercial and industrial buildings in Malaysia.

The Group is principally engaged in the manufacturing and trading segment. For the FYE 2022, the manufacturing segment contributed approximately 84.3% of the total revenue of the Group.

BUSINESS STRATEGIES

Whilst the Group continues to focus on its total door system solution products, driven mainly by the sales of metal door frames and fire resistant door sets under its manufacturing segment, the Group is continuously seeking new business opportunities to broaden its products offering to its customers. The smart home and solar energy businesses complements and are synergistic to the Group’s existing business in the total door system solution where the Group can cross sell its smart home and security system and solar energy products to existing clients and/or property developers in view that there is a growing adoption by property developers towards developing smart homes and sustainable living concepts for residential, commercial and industrial buildings.

MANAGEMENT DISCUSSION AND ANALYSIS

(CONT'D)

BUSINESS STRATEGIES (CONT'D)

In addition, as part of the Group's expansion plan for its manufacturing operations, the Company had on 21 October 2022, through its wholly-owned subsidiary, Econframe Marketing Sdn Bhd, entered into a conditional sale and purchase agreement with JC Senco Realty Sdn Bhd (formerly known as JC Jaya Realty Sdn Bhd), to acquire a parcel of industrial property for a cash consideration of RM8.13 million. The said property has gross built-up area of more than 35,000 square feet and will be sufficient for the Group to expand its manufacturing activities and improve its manufacturing workflow and efficiency. Furthermore, the accessibility and location of the said property and its proximity to the Group's existing facilities will also result in cost savings from relocation, management, and logistic aspects.

The Group is also upgrading its manufacturing technology and processes via automation and adopting advanced robotic technology. These upgrades expected to be operational upon the completion of the acquisition of the said property. The automation is expected to improve the operational efficiency, safety and capacity, contributing positively to the Group's earnings for the next financial year.

FINANCIAL PERFORMANCE

The key financial highlights of the Group for FYE 2022 as compared to the financial year ended 31 August 2021 ("**FYE 2021**") are as follows:

Profitability

	FYE 2022	FYE 2021	Variances	
	RM'000	RM'000	RM'000	%
Revenue	59,395	40,985	18,410	44.9
– Manufacturing segment	50,045	33,471	16,574	49.5
– Trading segment	9,350	7,514	1,836	24.4
Profit before tax (" PBT ")	15,016	7,184	7,832	>100.0

The Group's revenue for FYE 2022 was RM59.4 million, an increase of RM18.4 million or 44.9% as compared with RM41.0 million in FYE 2021. The increase was mainly attributed to the higher revenue from the manufacturing segment of RM16.6 million, driven by higher sales outputs and higher selling prices for metal door frames. The higher selling prices was mainly due to adjustments made as a result of increased raw material cost.

The Group's PBT for FYE 2022 was RM15.0 million, an increase by more than double as compared with RM7.2 million in FYE 2021. The higher PBT was in line with the higher revenue recorded and lower administrative expenses. The administrative expenses for FYE 2022 was lower mainly due to listing expenses having been fully expensed off in FYE 2021. With the absence of listing expenses of RM1.2 million expensed out in FYE 2021, the Group would have registered an increase in PBT of RM6.7 million or 79.7%.

Financial Position

	As at 31 August 2022	As at 31 August 2021	Variances	
	RM'000	RM'000	RM'000	%
Total assets	74,543	59,035	15,508	26.3
Total liabilities	11,032	5,136	5,896	>100.0
Total current assets	64,498	49,242	15,256	31.0
Total current liabilities	9,493	3,511	5,982	>100.0

MANAGEMENT DISCUSSION AND ANALYSIS

(CONT'D)

FINANCIAL PERFORMANCE (CONT'D)

Financial Position (cont'd)

The Group's total assets increased from RM59.0 million as at 31 August 2021 to RM74.5 million as at 31 August 2022 in line with its improved profits. Trade receivables and inventories increased by RM7.8 million and RM6.2 million, respectively. The increase in trade receivables was in line with the increased revenue and billings during FYE 2022. The Group also recorded shorter average receivables turnover days as a result of improved debts collection. The Group increased its inventories of steel coils for the production of metal door as it hedges against the increasing raw material cost.

The increase in the Group's total liabilities from RM5.1 million as at 31 August 2021 to RM11.0 million as at 31 August 2022 was mainly due to the increase in trade payables of RM4.3 million. The increase in trade payables corresponds with the increase in business activity during FYE 2022.

The Group recorded a net current assets position of RM55.0 million (31 August 2021: RM45.7 million) with a current ratio of 6.79 times as at 31 August 2022 (31 August 2021: 14.03 times).

Liquidity

The Group's business generated net cash inflow of RM4.5 million from operating activities for FYE 2022 as compared to net cash outflow of RM2.3 million in FYE 2021. The net cash outflow for FYE 2021 was mainly due to higher cash payments for steel coils inventory, a procurement strategy to lock-in competitive pricing with suppliers in light of the increasing global market prices for steel products.

Gearing Ratio

	As at 31 August 2022	As at 31 August 2021	Variances	
	RM'000	RM'000	RM'000	%
Total debt	517	609	(92)	(15.1)
Total equity	63,511	53,899	9,612	17.8
Gearing ratio (%)	0.8	1.1	(0.3)	27.3

Total borrowings of the Group stood at RM0.5 million as at 31 August 2022 and RM0.6 million as at 31 August 2021, translating into a gearing ratio of 0.8% and 1.1%, respectively. The improvement in gearing ratio was due to the increase in total equity attributed to higher earnings for the FYE 2022 and repayment of borrowings.

KEY RISKS

The Group is mindful of several key risks it is exposed to:

(a) Exposure to fluctuations in raw materials prices

Both metal door frames and fire resistant door sets accounted for approximately 82.1% of the Group's total revenue for FYE 2022. One of the key raw materials used in the manufacturing of these products is steel coils. Global steel prices fluctuate subject to amongst others, the supply and demand conditions of steel in the global market. An increase in global steel prices may cause a material increase in the price of steel coils which may lead to an increase in the Group's cost of production as well as carrying cost of inventories. The Group's profitability will be affected if it is unable to pass on the increase in its cost of production to the customers.

Upon receiving purchase orders from customers, the Group will lock-in orders for raw materials such as steel coils. By practicing back-to-back orders the Group is able to minimise its exposure to materials price volatility. In addition, the selling prices quoted to customers are consistently updated based on the latest market prices of steel coils.

MANAGEMENT DISCUSSION AND ANALYSIS

(CONT'D)

KEY RISKS (CONT'D)**(b) Lack of long-term contracts**

The Group's nature of business is such that customers will issue purchase orders based on specific requirements on a project-to-project basis. The absence of long-term contracts exposes the Group to fluctuations in revenue and overall performance. Any adverse economic conditions, or slowdown in the industries in which the customers operate in may negatively impact the Group's revenue, which may result in a decline in the Group's financial performance.

The Group's marketing team works closely with customers planning in advance for potential sales and delivery schedules for the next 12 months.

(c) Products certifications and approvals

The Group's fire resistant door sets are certified by SIRIM QAS International Sdn Bhd and approved by the Malaysian Fire and Rescue Services Department to be compliant with MS 1073: Part 3: 1996 (AMD.1: 2003). If the Group fails to renew or maintain these certifications and approvals, the Group's fire resistant door sets will not be allowed to be sold, which will in turn materially and adversely affect the Group's financial performance.

Management actively engages with authorities and relevant business associations to provide feedback and to gain understanding on any requirements for the products' certifications and approvals. The Group strives to ensure that the Group is able to manufacture and source raw materials for fire resistant door sets within the required specifications.

(d) Interruptions in business operations

The Group's manufacturing activities are dependent on various machineries and equipment such as shearing, stamping, Computer Numerically Controlled ("CNC") bending, wood cutting, and wood press machines. These machines and equipment is subject to and may cause down time as a result of breakdown, corrective maintenance or failures sustained during normal business operations which may affect the operations. Preventive maintenance activities are carried out routinely to minimise the likelihood of such occurrence.

Other risks beyond the control of the Group are implementation of movement control orders, electricity outages, floods and other natural disasters.

Any prolonged interruptions to the Group's business operations due to the above, will affect production schedules and timely delivery of products to customers, which may cause cancellation of purchase orders and may consequently have an adverse impact on the Group's operations and financial performance.

Nonetheless, there has not been a major breakdown in the past that has materially disrupted the manufacturing process as there are multiple units of the same machines for each manufacturing process.

(e) Dependence on human capital

While the Group has semi-automated some of its manufacturing processes, there is still a certain degree of dependency on manual processes. Although machineries such as shearing, stamping, CNC bending, cutting and pressing machines have automated part of the manufacturing process, certain manual tasks, inputs and supervision remains critical to the operation of the machineries. The transfer of intermediary products from one machine to the next for different manufacturing processes requires manual operation.

The profile forming and welding process in the metal door frame manufacturing process are mostly performed manually by skilled workers. Manual welding is labour intensive and takes up significant manufacturing time.

With that in mind, the Group intends to automate part of its welding and profile forming processes. The Group has earmarked part of the proceeds raised from the Initial Public Offering to purchase 4 robotic welding lines and 2 CNC bending machines. The Group intends to set up the new automated line upon the completion of the acquisition of the new factory. This will potentially reduce dependency on manual labour.

MANAGEMENT DISCUSSION AND ANALYSIS

(CONT'D)

KEY RISKS (CONT'D)

(f) Dependence on key personnel

The Group's success is dependent, to a significant extent, upon the abilities of its management team. The loss of key personnel may adversely affect the Group's operations and business, if the Group is not able to find a replacement in a timely manner. The Group mitigates this risk by having a management succession plan in place. Apart from that, the Group's middle management is constantly being exposed to various aspects of the business to ensure they are multi-functional ready and fully equipped to carry out their duties effectively while instilling a sense of leadership.

OUTLOOK

Despite the recovery of the Malaysian economy, the pace of economic recovery is also dependent on other factors, including successful containment of the pandemic and efforts in mitigating the downside risks such as geopolitical uncertainties, global inflation as well as tightening financial conditions. As such, the business outlook is expected to remain challenging for the next financial year.

The Group remains cautiously optimistic that the unfulfilled orders in hand will continue to provide the Group with a steady revenue for the next financial year.

Additionally, the Group will continue to seek avenues to enhance its financial performance and to take all proactive measures to ensure the existing business remains sustainable.

DIVIDEND

Currently, the Company does not have a formal dividend policy. Any payment of dividends will depend on the financial condition, capital expenditure plans, business expansion plans and liquidity of the Group.

The Board has declared its first interim single-tier dividend of 0.5 sen per ordinary share amounting to a total dividend of RM1.625 million for FYE 2022, which represents approximately 14.5% dividend payout of the net profit attributable to owners of the Company for FYE 2022. The dividend was paid by the Company on 27 May 2022.

ACKNOWLEDGEMENT AND APPRECIATION

On behalf of the Board, I would like to extend my appreciation to our employees, customers, business partners, bankers and relevant authorities for their invaluable support and trust in us. I would also like to extend my sincere thanks to our valued shareholders, for your confidence and trust in us steering the Group.

To my fellow Directors, your keen guidance and wise counsel in these unprecedented times are truly valued. I look forward to many more years of serving alongside and a fruitful year ahead.

Thank you.

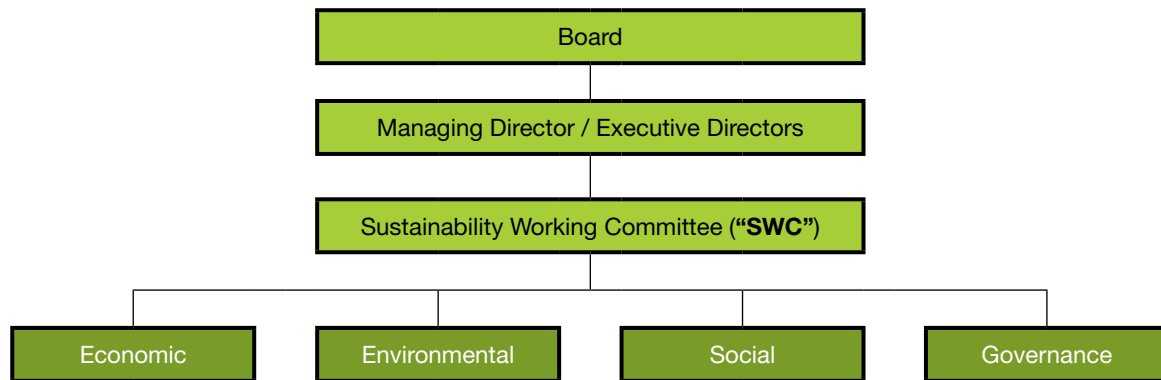
Mr. Lim Chin Horng
Managing Director

SUSTAINABILITY STATEMENT

The Board of Directors (“**the Board**”) in compliance with the requirements of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), is adopting the recommendations by providing a Sustainability Statement (“**this Statement**”) of the Company and the subsidiaries (“**the Group**”) in respect of the Group’s operations and business practices.

GOVERNANCE STRUCTURE

The Board is the governing body that sets and oversees the sustainability framework of the Group and provide guidance to the Group towards ingraining sustainability as part of our corporate culture. For effective sustainability monitoring and execution, the governance structure which has been endorsed and approved by the Board, is depicted below:



Governance body	Roles and responsibilities
Board	<ul style="list-style-type: none"> Responsible for the direction and overall sustainability strategy and related matters for the Group. Oversees the Group’s sustainability framework and accountable for the ultimate supervision of sustainability performance. Reviews and approves the sustainability reporting.
Managing Director / Executive Directors	<ul style="list-style-type: none"> Advising the Board and recommending to it, business strategies in the area of sustainability. Incorporating sustainability into the business strategies and business decisions. Oversee the implementation of sustainability strategies and related matters. Oversee the preparation of sustainability reporting as required by Bursa Securities.
SWC	<ul style="list-style-type: none"> Comprises members of senior management from respective functions. Supports the Managing Director and Executive Directors in monitoring and tracking sustainability within the Group. Executes the implementation of sustainability strategies and related matters and reports the performance to Managing Director and Executive Directors. Compile and submit information, data, photos, etc. from all relevant departments promptly for the preparation of the sustainability report.

SUSTAINABILITY STATEMENT

(CONT'D)

THE SCOPE AND BOUNDARY OF THE SUSTAINABILITY STATEMENT

The scope of this Statement includes the relevant sustainability information during the financial year ended 31 August 2022 (“**FYE 2022**”), unless otherwise specified. This Statement covers the business operations and activities of the Group.

We are mindful that the Group’s activities should be carried out with the highest standards of corporate and social responsibility, and strive to balance this with the business operations. We do this by minimising the environmental impact arising from our operations and actions while at the same time improving social and economic conditions for all our stakeholders. This includes employees and the communities within which we operate with integrity and ethical practices.

MATERIAL SUSTAINABLE MATTERS

Our approach towards identifying the Group’s material sustainable matters is as follows:



1) Economic

The Group has formulated sustainability practices which aim to generate long-term benefits to all stakeholders in terms of business continuity and value. The Group is mindful that our activities should take into account the impact on the economic conditions of our stakeholders and the impact on economic systems.

(i) Shareholders

Our shareholders are the ultimate owners of the Company and as such, they are entitled to timely and quality information on the Group’s financial performance and position. The Group ensures all corporate information such as quarterly interim financial results, statement and circular (if any) and annual reports are made available on Bursa Securities’ website and the Company’s website in a timely manner where shareholders are kept abreast with material business matters in relation to the Group.

(ii) Customers’ satisfaction

The Group recognises that customers’ satisfaction is one of the key factors underlying the long-term sustainability of the Group’s operations. We place the quality of our products and services and timeliness in delivery as our top priorities. We strive to deliver good quality and reliable products and high standards of workmanship to meet our customers’ rising expectations and provide committed after sales service to our customers. The Group has maintained its quality standards in line with the ISO 9001:2015 (Quality Management Systems) standards.

Our sales and marketing team work closely with our customers to obtain their feedbacks and recommendations to improve our products and services as well as to build a strong and conducive relationship with our customers.

SUSTAINABILITY STATEMENT

(CONT'D)

MATERIAL SUSTAINABLE MATTERS (CONT'D)**1) Economic (cont'd)****(iii) Procurement practice**

The Group is committed to enhance its procurement system to ensure the procurement process is fair and transparent. We conduct pre-qualification assessment for new suppliers and/or vendors while maintaining cordial relationships with our suppliers and vendors. We look to create value, by looking for opportunities to collaborate and share best practices with our suppliers.

(iv) Compliance

The Group believes that strict compliance with all relevant laws and regulations is a requisite to promote an ethical and responsible society. We ensure regulatory compliances are adhered to by understanding the regulatory policies and guidelines. We will ensure that the necessary certification from various regulatory agencies such as SIRIM QAS International Sdn Bhd ("SIRIM") and Malaysian Fire and Rescue Services Department ("BOMBA") for our products are obtained/maintained.

2) Environmental

As a responsible corporate entity, we have a responsibility to protect and conserve the environment we operate in. The Group is committed to identify, manage and minimise the environmental impact by our business operations in a manner that is environmentally friendly. We are determined to carry out the actions progressively and consistently to accomplish the intended goals as follows:

- To comply with environmental regulatory and legal requirements.
- To protect, conserve and enhance the surrounding environment and natural resources.
- To provide a safe and hygienic workplace and ensure that our personnel are properly trained with appropriate safety procedures and control actions.
- To ensure the efficient use of water and energy. The Group's employees have made concerted efforts to manage energy consumption by implementing seemingly small initiatives of power management:
 - Reduce electricity consumption of lighting by gradually retrofitting to LED lights.
 - Office signage that reminds staff to switch off lights when not in use.
 - Reduce electricity consumption of air-conditioners by conducting regular maintenance and setting the temperature to the optimum level and reminders to switch off air-conditioners when not in use.
 - Reduce electricity consumption of computers and printers by using energy-saving features and shutting down computers when not in use.

3) Workplace, Community and Social**(i) Occupational health and safety**

The Group recognises that the safety and well-being of its employees are the foundation of its success. Hence, we strive to provide a safe and healthy environment for our employees and to ensure safe practices in all aspects of our business operations. The Group has in place a policy that highlights our commitment to ensure compliance with laws and regulations in relation to occupational health and safety.

The Group has a Safety and Health Committee ("HSC") to oversee this integral matter. The HSC is tasked to develop policies and guidelines as well as to provide and maintain a safe and healthy workplace for all employees, contractors and visitors.

We ensure that our employees are well-trained in relevant practices and remain vigilant to potential workplace hazards. Necessary Personal Protective Equipment ("PPE") such as safety boot and jacket (long sleeve) are given to workers and general PPE e.g. face mask, hand glove, ear plug, goggle, respiratory mask etc. are provided to workers on a bi-weekly basis. Preventative measures such as safety briefings and fire drills are conducted routinely to enable the employees to understand safety issues and to react promptly in times of an emergency.

SUSTAINABILITY STATEMENT

(CONT'D)

MATERIAL SUSTAINABLE MATTERS (CONT'D)

3) Workplace, Community and Social (cont'd)

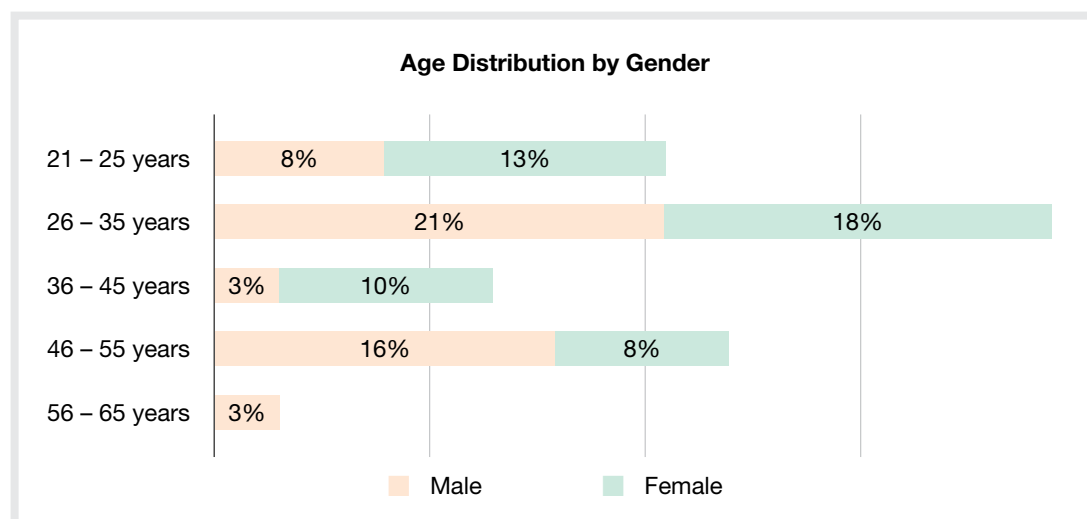
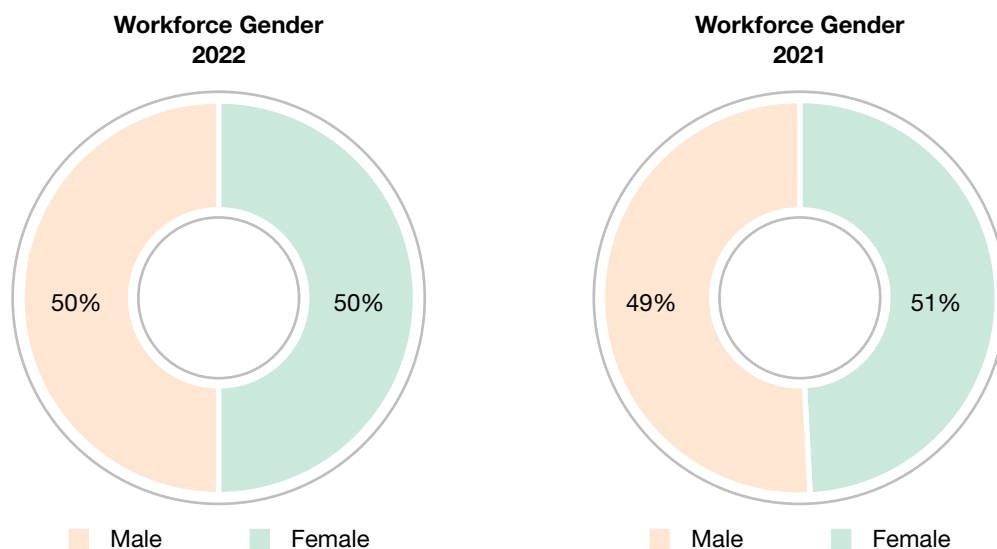
(ii) Employee wellness

The Group places great attention on the well-being and benefits of the workforce. The Group grants a wide range of monetary and non-monetary benefits which includes numerous forms of paid leave, medical care as well as other benefits such as travelling allowances. These benefits are consistently evaluated alongside industry best practices. Wages and remuneration across the Group correspond with their job strengths, experience, qualifications, performance and industry benchmarks.

The Group has also complied with minimum wage standards and laws. Accommodations provided to its foreign workers meet the local regulatory standards and are well-equipped to meet basic living needs.

(iii) Workplace Diversity

We strive to create a culture that promotes gender diversity in the workplace and have a good working relationship with all our employees. Following are the analysis of gender and age distribution of the Group's workforce (excluding production workers).



SUSTAINABILITY STATEMENT

(CONT'D)

MATERIAL SUSTAINABLE MATTERS (CONT'D)**3) Workplace, Community and Social (cont'd)****(iv) Community**

The Group is committed in giving back to society. During FYE 2022, the Group continues to make financial and in-kind donations to various charitable organisations.

**Student Sponsorship Programme - Primary School Digital Learning**

The Covid-19 pandemic has made online learning become the main method of teaching and learning for schools in Malaysia. In the spirit of promoting digital learning, the Group participates in the Student Sponsorship Programme by providing financial aid to support the objective of digitalising teaching.

Back to School Assistance for Flood Victims

As part of our effort to provide resources to the community after the worst flood faced by Malaysian in December 2021, we extend our aid with in-kind donations aimed to provide relief for parents and prepare their children to get back to school.

**4) Governance**

An effective governance structure and risk management system form the backbone of our business operations. The Group incorporates proper control and good corporate governance features into all management functions and processes, strategic planning, authority controls and approvals and emphasise accountability across all levels of management.

The Board has formulated ethical standards through a Code of Conduct and Ethics for all the Directors, Management, employees and stakeholders and will ensure its compliance. The Board has also in place an Anti-Bribery and Anti-Corruption Policy to prevent any act of bribery and corruption at the workplace.

The Code of Conduct and the Anti-Bribery and Anti-Corruption Policy are available on the Company's website at www.econframe.com for reference.

SUSTAINABILITY STATEMENT

(CONT'D)

MATERIAL SUSTAINABLE MATTERS (CONT'D)

5) Other Stakeholders' Engagement

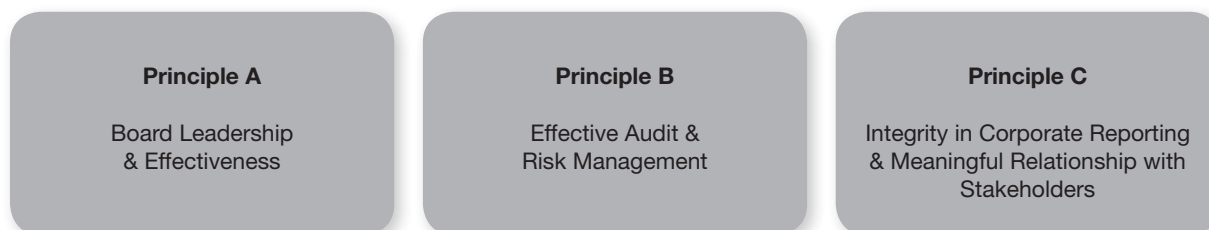
We understand that regularly engaging with stakeholders through multiple platforms is essential in understanding their key concerns and being responsive to their expectations. Table below highlights our approaches towards engaging key stakeholders who are most impacted by or impacting our businesses.

Stakeholder Group	Stakeholders' Expectations	Management Response to Stakeholders' Expectations	Engagement Method	Frequency of Engagement
Shareholders/ Investors	<ul style="list-style-type: none"> Timely availability of corporate information Healthy financials and reputation 	<ul style="list-style-type: none"> Timely provision of the Group's performance updates Ensure material corporate information are made available to the shareholders/investors 	<ul style="list-style-type: none"> Announcements Annual general meeting Media conference Website 	<ul style="list-style-type: none"> Quarterly Annual As and when necessary
Customers	<ul style="list-style-type: none"> Quality products and services After-sales services Timely delivery 	<ul style="list-style-type: none"> Quality control and assurance Regular customers' engagement (meetings/visits) Experienced and responsible sales and marketing team 	<ul style="list-style-type: none"> Customer satisfaction surveys Customer site visits 	<ul style="list-style-type: none"> As and when necessary
Suppliers	<ul style="list-style-type: none"> Timely payment Fair and transparent procurement procedures 	<ul style="list-style-type: none"> Regular suppliers' engagement (meetings/visits) Comparative quotes Timely payment as per agreed terms 	<ul style="list-style-type: none"> Suppliers' performance evaluation 	<ul style="list-style-type: none"> As and when necessary
Regulatory Compliance	<ul style="list-style-type: none"> Compliance to regulatory requirements 	<ul style="list-style-type: none"> Adherence to the regulatory requirements including all necessary updates 	<ul style="list-style-type: none"> Statutory reporting Regulatory authority certification 	<ul style="list-style-type: none"> Periodic
Employees	<ul style="list-style-type: none"> Fair employment and well-being Safe and conducive working environment Rewards and recognition for performance Career development and training 	<ul style="list-style-type: none"> Non-discrimination and gender diversity Occupational health and safety enhancement. 	<ul style="list-style-type: none"> Performance appraisal Trainings Company events 	<ul style="list-style-type: none"> Annual Periodic As and when necessary

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“**the Board**”) acknowledges the importance of the principles and recommendations as set out in the Malaysian Code on Corporate Governance (“**MCCG**”). In line with this, the Board is committed to the policy of managing the affairs of the Company and subsidiaries (“**the Group**”) with transparency, integrity and accountability by ensuring that a sound framework of the best corporate practices is in place. The ensuing paragraphs describe the extent the Group has applied and complied with the practices and guidance as set out in the MCCG. This Corporate Governance Overview Statement (“**this Statement**”) is to be read in conjunction with the Corporate Governance Report in respect of the financial year ended 31 August 2022 (“**FYE 2022**”) (“**CG Report**”), which is made available on the Company’s website at www.econframe.com. Where a specific Principle or Practice of the MCCG has not been observed during the financial year, the non-observation, including reasons thereof, and the alternative practice adopted, if any, is mentioned in the CG Report.

The Board is pleased to present this Statement to provide the investors with an overview of the extent of compliance with 3 Principles as set out below in MCCG under the stewardship of the Board for the FYE 2022 and/or up to the date of this CG Statement (where applicable) (“**Applicable Period**”):



This Statement is presented pursuant to Rule 15.25(1) of the ACE Market Listing Requirements (“**ACE LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS

Part I: Board Responsibilities

1) Clear Functions, Roles and Responsibilities of the Board and Management

- i) The Board takes full responsibility for the overall performance of the Group by setting strategic directions and objectives, formulating policies and executing key strategic action plans. The Board regularly reviews the Group’s business operations and maintains full and effective control over its management.

The duties and responsibilities of the Board include determining the Group’s overall strategic plans and performing periodic reviews of the business and financial performance, as well as adopting and implementing practical risk management and internal control system within the Group.

The Board has also delegated certain responsibilities to other committees which operate within clearly defined Terms of Reference. The Board committees include the Audit and Risk Management Committee (“**ARMC**”), the Nomination Committee (“**NC**”) and the Remuneration Committee (“**RC**”).

The roles and responsibilities of the Chairman of the Board and the Managing Director are distinct and clearly defined in the Board Charter to ensure effective operations of the Group. The Board is helmed by the Independent Non-Executive Chairman, Mr. Robert Koong Yin Leong who strives to instill good corporate governance practices, demonstrates strong leadership and oversees the effectiveness of the Board whilst Mr. Lim Chin Horng, the Managing Director together with the Executive Directors, oversee the day-to-day management and operations of the Group and the implementation of the Board’s decisions, business strategies and policies.

The Chairman of the Board is also a Chairman of the RC and a member of the ARMC and NC.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part I: Board Responsibilities (cont'd)****1) Clear Functions, Roles and Responsibilities of the Board and Management (cont'd)**

- ii) The Board reviewed the sustainability, effectiveness and implementation of the strategic plans for the year and provided guidance and input to Management. The principal responsibilities of the Board include, among others, the following:
- a) To provide leadership and oversee the overall conduct of the Group's businesses to ensure that the businesses are being properly managed;
 - b) To set, review and adopt strategic plans, values and standards for the Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;
 - c) To monitor the implementation of strategic plans by Management;
 - d) To promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour, together with the Key Senior Management;
 - e) To review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems to safeguard the Group's reputation, the employees and assets and to ensure compliance with applicable laws and regulations;
 - f) To ensure that the Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by MCGG;
 - g) To review and approve the annual business plans, financial statements and annual reports;
 - h) To supervise and assess Management's performance to determine whether the business is being properly managed;
 - i) To monitor the relationship between the Group and Management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for the Group;
 - j) To ensure that Key Senior Management have the necessary skills and experience, and measures are in place to provide for the orderly succession of Board member(s) and Key Senior Management;
 - k) To ensure the integrity of the Group's financial and non-financial reporting;
 - l) To ensure there is a sound framework for internal controls and risk management; and
 - m) To appoint the members of the Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by the Board committees and deliberate on the recommendations thereon.

iii) Role of Company Secretaries

In compliance with Practice 1.5 of the MCGG, the Board is supported by 2 suitably qualified and competent Company Secretaries as follows:

- Ms. Chua Siew Chuan, FCIS
- Mr. Cheng Chia Ping, ACIS

Both the Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("the Act"). Details of the qualifications and experience of the Company Secretaries are set out in Practice 1.5 of the CG Report, which are available for viewing on the Company's website at www.econframe.com.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part I: Board Responsibilities (cont'd)****1) Clear Functions, Roles and Responsibilities of the Board and Management (cont'd)****iii) Role of Company Secretaries (cont'd)**

For the FYE 2022, the Company Secretaries have attended the relevant continuous professional development programmes as required by MAICSA for practising Company Secretaries. Both the Company Secretaries possess valid Practising Certificates issued by Companies Commission of Malaysia for the FYE 2022.

The main duties of the Company Secretaries, among others, are as follows:

- Manage all Board's and Board committees' meeting logistics, attend and record minutes of all Board and Board committees' meetings and facilitate Board communications;
- Advise the Board on its roles and responsibilities;
- Facilitate the orientation of new Directors and assist in Directors' training and development;
- Advise the Board on corporate disclosures and compliance with company and securities regulations and listing requirements;
- Manage processes pertaining to the annual shareholders' meeting;
- Monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and
- Serve as a focal point for stakeholders' communication and engagement on corporate governance issues.

The appointment and removal of the Company Secretaries is a matter for the Board. The Company Secretaries are responsible for ensuring that Board procedures are followed and that applicable rules and regulations are complied with. The Company Secretaries play a key role to facilitate communication between the Board and Management and to ensure that the deliberations at the Board meetings are well captured and minuted.

For the FYE 2022, the Board is satisfied with the performance and support rendered by the Company Secretaries in discharging its functions.

iv) Access to Information and Advice

The Board shall be supplied with appropriate and timely information to enable it to discharge its duties.

The notices of scheduled Board meetings are served to all Directors at least 7 days prior to the Board meetings. Unless there is an exceptional case for convening of a special meeting of the Board to address any emergency issue, shorter notice is allowed with the consent of all Directors.

The Board papers shall be supplied to the Directors at least 7 days in advance of the meeting day. The Board papers are to be comprehensive and include all necessary information so that informed decisions could be made. The Board may also request for additional information whenever it is deemed necessary or appropriate. Management is invited to the Board meetings to furnish clarification on certain issues.

The Directors have access to professional advice and services of the Company Secretaries in the course of discharging their duties and responsibilities on matters relating to procedures governing the Company which include the Act, ACE LR of Bursa Securities and other applicable laws, rules and regulations, either as a full Board or in their individual capacity.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part I: Board Responsibilities (cont'd)****1) Clear Functions, Roles and Responsibilities of the Board and Management (cont'd)****iv) Access to Information and Advice (cont'd)**

The Directors may seek independent professional advice, whenever necessary and in appropriate circumstances, either individually or collectively on any matter concerning with the discharge of their responsibilities at the expense of the Company.

Subsequent to Board meetings, the minutes will be circulated to the Board for confirmation to ensure that the deliberations and decisions of the Board are accurately recorded. The Company Secretaries would ensure that a statement of declaration of interest or abstention from voting and deliberation are recorded in the minutes. The Chairman of the Board meeting signs the minutes as a correct record of the proceedings and thereafter, the said minutes of all proceedings are kept in the statutory book at the registered office of the Company to be made available for inspection under the Act.

2) Demarcation of Responsibilities**i) Board Charter**

The Board has in place a Board Charter, setting out, inter-alia, the roles, duties and responsibilities of the Board and the application of principles and practices of good corporate governance.

The Board Charter would be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. Any subsequent amendments to the Board Charter can only be approved by the Board.

The Board Charter is available on the Company's website at www.econframe.com.

3) Good Business Conduct and Corporate Culture**i) Code of Conducts and Ethics**

The Board has in place the Code of Conduct and Ethics ("**the Code**") of the Company which applies to all Directors, Management, employees and stakeholders during the conduct of businesses of the Group.

In addition, the Managing Director, Executive Directors, Management and employees of the Group are required to observe and comply with the Code of Conduct for workplace which is issued by the Human Resources department. All Directors shall be accountable for full compliance with the Code. In the event of any violation of the Code, the Board shall take necessary actions to rectify the non-compliance or violation. The Code will be reviewed as and when required.

The Code is available on the Company's website at www.econframe.com.

ii) Whistleblowing Policy

The Board has in place a Whistleblowing Policy to uphold the Group's effort and commitment in doing business with ethics of honesty and integrity, henceforth, providing a transparent and confidential process in handling the whistleblowing reports.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part I: Board Responsibilities (cont'd)****3) Good Business Conduct and Corporate Culture (cont'd)****ii) Whistleblowing Policy (cont'd)**

The Whistleblowing Policy aims to provide a structured mechanism for its employees, Directors and associates to report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Group and to provide reassurance that they shall be protected from reprisals or victimisation for whistleblowing in good faith.

The Whistleblowing Policy is available on the Company's website at www.econframe.com. The ARMC has been tasked by the Board to perform the oversight function over the administration of the Whistleblowing Policy.

Anyone with genuine concerns in relation to unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements may forward his report to the designated persons as provided below (where applicable):

For matters relating to financial reporting, unethical or illegal conduct, one can report directly to the following designated person:

ARMC Chairman

Mr. Tan Hock Soon at email address: info@econframe.com

For employment-related concerns, one can report directly to the following designated person(s):

1) Managing Director

Mr. Lim Chin Horng at email address: chlim@econframe.com

2) Head of Human Resources

Ms. Lai Shu San at email address: susan@econframe.com

For any concerns from the shareholders/stakeholders and/or whistleblowing, one can email to the following designated Director:

Senior Independent Non-Executive Director

Mr. Tan Hock Soon at email address: info@econframe.com

During the FYE 2022, none of the designated persons has received any reports or concerns via the abovementioned communication and feedback channels.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part I: Board Responsibilities (cont'd)****3) Good Business Conduct and Corporate Culture (cont'd)****iii) Anti-Bribery and Anti-Corruption Policy**

The Board has in place an Anti-Bribery and Anti-Corruption Policy to prevent corrupt practices and to provide a measure of assurance and defence against corporate liability for corruption under Section 17A of the Malaysian Anti-Corruption Commission Act 2009.

The Anti-Bribery and Anti-Corruption Policy is available on the Company's website at www.econframe.com.

iv) Directors' Fit and Proper Policy

The Board has in place a Directors' Fit and Proper Policy, which was adopted on 30 June 2022, which sets out the fitness and propriety for the appointment and re-election of Directors and to ensure that each of the Director has the character, integrity, experience, competence and time commitment to effectively discharge his/her role as a Director of the Group in tandem with good corporate governance practices.

The Directors' Fit and Proper Policy is available on the Company's website at www.econframe.com.

4) Governance of Sustainability

The Board and Key Senior Management are mindful of the importance of building a sustainable business and are determined to embed sustainability into the Group's business operations to achieve the objectives of the Group by minimising the environmental impact arising from the operations as well as improving social and economic conditions for all stakeholders. For effective monitoring and execution, the Board has established a sustainability governance structure comprising the Board, Managing Director/Executive Directors and Sustainability Working Committee ("SWC").

The Board is responsible for the overall sustainability strategy and oversees the Group's sustainability framework whilst the Managing Director/Executive Directors are responsible for incorporating sustainability into the business strategies and business decisions and ensuring the implementation of the sustainability strategy by SWC.

The Group has been continuously engaging with a wide range of stakeholders to communicate the Group's sustainability strategies to ensure its stakeholders are well aware of the Group's sustainability strategies.

As addressing material sustainability risks and opportunities is the responsibility of the Board and Key Senior Management, the performance evaluation of the Board and Key Senior Management includes the consideration of Environmental, Social and Governance ("ESG") issues or sustainability.

The NC and Board would assess the trainings attended by all Directors to ensure that the Directors are continuously kept abreast of sustainability issues and climate-related risks and opportunities.

The details of the Group's sustainability practices are set out in the Sustainability Statement in this Annual Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part II: Board Composition****5) Board's Objectivity****i) Composition of the Board**

The Board presently has 9 Board members, comprising 1 Managing Director, 2 Executive Directors, 2 Non-Independent Non-Executive Directors, 1 Senior Independent Non-Executive Director and 3 Independent Non-Executive Directors, which fulfils the prescribed requirement of 1/3 of the Board to be independent as stated in Rule 15.02(1) of the ACE LR of Bursa Securities.

The presence of Independent Non-Executive Directors from various fields are invaluable assets to the Company and fulfil the pivotal role in corporate accountability. The role of Independent Non-Executive Directors is particularly important as they provide unbiased and independent views, advices and judgements to take into account the interests of the Group and stakeholders.

The profiles of individual Directors are set out in the Directors' Profile in this Annual Report.

ii) Independent Non-Executive Directors, Board Diversity and Key Senior Management**a) Tenure of Independent Non-Executive Director**

As at 31 August 2022, none of the Independent Non-Executive Directors had served the Board as Independent Non-Executive Directors for more than 9 years.

b) Policy of Independent Non-Executive Director's Tenure

The Company does not have a policy which limits the tenure of the Independent Non-Executive Directors to 9 years. However, upon completion of the 9 years' term, the Independent Non-Executive Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Non-Executive Director.

In the event that the Director is to remain as an Independent Non-Executive Director after the 9th year, the Company shall first justify the Director's independence and obtain annual shareholders' approval at every Annual General Meeting ("AGM") through a 2-tier voting process to retain the Independent Non-Executive Director of the Company who has served the Board for more than 9 years.

The NC is responsible to conduct a review to determine whether a Director can continue to be independent if the tenure of the Independent Non-Executive Director exceeds the cumulative term of 9 years. Thereafter, the NC shall recommend to the Board for recommendation to the shareholders on the retention of the aforesaid Independent Non-Executive Director, if he/she so meets the independence guidelines as set out in Chapter 1 of the ACE LR of Bursa Securities.

c) Diverse Board and Key Senior Management

Appointment of the Board and Key Senior Management are based on objective criteria, merit and due regard for diversity in skills, experience, age, cultural background and gender. Please refer to the Directors' Profile and the Key Senior Management's Profile in this Annual Report for further information.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part II: Board Composition (cont'd)****5) Board's Objectivity (cont'd)****ii) Independent Non-Executive Directors, Board Diversity and Key Senior Management (cont'd)****c) Diverse Board and Key Senior Management (cont'd)**

The NC is responsible for making recommendations relating to any new appointment of Director to the Board and Key Senior Management. Any nomination received by the NC is to be assessed and reviewed by the NC with appropriate selection criteria and processes and to identify candidates for directorships of the Company, members of the relevant Board committees and Key Senior Management prior to the recommendation to the Board for their assessment and approval.

The NC assesses the suitability of the candidates by taking into consideration the mix of skills, knowledge, expertise and experience, competencies, time commitment and professionalism required by the Board.

For the FYE 2022, 2 new members were appointed to the Board, namely Mr. Teoh Keng Chang and Mr. Chan Soon Tat. Prior to the appointment, the NC has assessed and reviewed their profiles and considered the following criteria:

- character, skills, knowledge, competencies, expertise and experience;
- professionalism, integrity and industry standing; and
- time commitment and ability to discharge his responsibilities/functions as Board member of the Company.

The NC then made their recommendations to the Board for its approval and subsequently, Mr. Teoh Keng Chang and Mr. Chan Soon Tat were appointed as the Directors of the Company.

Mr. Teoh Keng Chang was nominated by the Company's substantial shareholder and recommended by the Key Senior Management to contribute to the business operations of the Group whereas Mr. Chan Soon Tat was recommended by the Key Senior Management due to his professional expertise, experience and potential contribution to the Group. Although the NC and the Board did not utilise independent sources with regards to the appointments, the Board decisions were still made objectively in the best interests of the Company taking into account the diverse skills, expertise, experience and perspectives of the current Board members.

d) Gender Diversity Policy

Despite not having a Gender Diversity Policy, the Board acknowledges the importance of boardroom diversity, including gender diversity, for the effective functioning of the Board. The Board aims to have at least 30% female representation within the coming years.

The recruitment and appointment of suitable female representative on the Board will be considered when vacancies arise or suitable candidates are identified in line with the Group's strategic objectives.

Currently, the Board has 2 female Directors out of 9 Directors, equivalent to 22.22% women representation on the Board. Nonetheless, the Key Senior Management comprises mainly of females.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part II: Board Composition (cont'd)****5) Board's Objectivity (cont'd)****iii) NC**

The NC consists of 3 members, all of whom are Independent Non-Executive Directors and the composition of the NC is as follows:

Members	Designation	Number of NC meetings attended/held during the FYE 2022
Puan Ilham Fadilah Binti Sunhaji	Chairperson	2/2
Mr. Tan Hock Soon	Member	2/2
Mr. Robert Koong Yin Leong	Member	2/2

The NC is chaired by Puan Ilham Fadilah Binti Sunhaji. The Chairperson of the NC is responsible to lead the NC to carry out annual review of effectiveness of the Board as a whole, and the Board committees, as well as the contribution and performance of each individual Director on an on-going basis in terms of contribution, skills, experience and other qualities.

In addition, the NC also has the function of assessing the effectiveness of the Board, reviewing the skills and competencies of individual Director and the composition of the various committees of the Board. The objective is to improve the Board's effectiveness, identify gaps, maximise strengths and address weaknesses of the Board.

The Terms of Reference of the NC, outlining the NC's objectives, composition, proceeding of meetings, circular resolution, authority and duties and responsibilities, is available on the Company's website at www.econframe.com.

Summary of Works

The following works were undertaken by the NC during the FYE 2022:

- Examined the composition of the Board and Board committees.
- Reviewed the required mix of skills, experience, gender diversity and other qualities of the Board.
- Reviewed the meeting attendance of the Board and committees of the Board for the financial year ended 31 August 2021 ("**FYE 2021**") and the sufficiency of time commitment of the Directors in discharging their roles and responsibilities in the Company.
- Reviewed the length of service of each Independent Non-Executive Director and assessment of the independency of the Independent Non-Executive Directors to assess their abilities to bring independent and objective judgement to Board's deliberations and proposals.
- Reviewed the results of the assessments on terms of office and effectiveness of the ARMC, the effectiveness of the Board as a whole and the committees of the Board and the contribution and performance of each individual Director for the FYE 2021.
- Recommended to the Board the re-election of Mr. Lim Foo Seng who retired pursuant to Clause 21.11 of the Company's Constitution at the Second AGM held on 25 January 2022 ("**2nd AGM**").
- Recommended to the Board the re-election of Mr. Lim Chin Horng and Puan Ilham Fadilah binti Sunhaji who retired pursuant to Clause 21.7 of the Company's Constitution at the 2nd AGM.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part II: Board Composition (cont'd)****5) Board's Objectivity (cont'd)****iii) NC (cont'd)****Summary of Works (cont'd)**

The following works were undertaken by the NC during the FYE 2022 (cont'd):

- Reviewed the training programmes attended by the Directors for the FYE 2021 and the Directors' training needs for the FYE 2022.
- Reviewed and recommended to the Board the appointment of Mr. Chan Soon Tat as Independent Non-Executive Director.
- Reviewed and recommended to the Board the appointment of Mr. Teoh Keng Chang as Executive Director.
- Reviewed and recommended to the Board the adoption of Directors' Fit and Proper Policy.

Reinforce Independence: Annual Assessment of Independence of Directors

The Board adopts the concept of independence in tandem with the definition of Independent Non-Executive Director as prescribed under Rule 1.01 of the ACE LR of Bursa Securities. The Board also carries out an annual assessment of the independence of its Independent Non-Executive Directors through the assistance of the NC for the FYE 2022.

The Board considers that its Independent Non-Executive Directors provide an objective and independent view on various issues dealt with at the Board and Board committees level. All the Independent Non-Executive Directors are independent of management and are free from any relationship that could materially interfere with the exercise of their independent judgement.

Re-election of Directors

In accordance with Clause 21.7 of the Company's Constitution, at every AGM, 1/3 of the Directors will retire from office unless elected or re-elected at the AGM. The Directors retiring will be those longest in office since their appointment or last election. If the Directors were appointed/elected on the same day, the Directors to retire will be either as agreed between those Directors or by lot. If the total number of Directors is not 3 or a multiple of it, the number nearest to 1/3 will retire. All the Directors shall retire from office at least once in each 3 years, but shall be eligible for re-election.

Directors who are appointed by the Board to fill a casual vacancy shall hold office until the next AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the AGM pursuant to Clause 21.11 of the Company's Constitution.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part II: Board Composition (cont'd)****6) Overall Board Effectiveness****i) Annual Evaluation of the Board**

The Board, through the NC, and facilitated by the Company Secretaries, would undertake the following assessments annually:

- a) The Board and Board committees performance evaluation;
- b) Self-performance evaluation;
- c) ARMC performance assessment questionnaires; and
- d) Independence of the Independent Non-Executive Directors.

The independency of the Independent Non-Executive Directors of the Company had been fulfilled in accordance with the ACE LR of Bursa Securities and would not impede their independence in carrying out their duties in the Board and Board committees' meetings.

ii) Board Meetings

During the FYE 2022, a total of 5 Board meetings were held and the details of each Director's attendance at the Board meetings were as follows:

Name of Directors	No. of meetings attended	Percentage
Mr. Robert Koong Yin Leong	5/5	100%
Mr. Lim Chin Horng	5/5	100%
Mr. Khoo Soon Beng	5/5	100%
Mr. Teoh Keng Chang (appointed on 23 February 2022)	2/2	100%
Madam Lim Saw Nee	5/5	100%
Mr. Lim Foo Seng	5/5	100%
Mr. Tan Hock Soon	5/5	100%
Puan Ilham Fadilah Binti Sunhaji	5/5	100%
Mr. Chan Soon Tat (appointed on 23 February 2022)	2/2	100%

In the intervals between the Board meetings, Board approvals are obtained via circular resolutions for exceptional matters requiring Board's decision which is supported by the relevant information in order to form an informed decision. In order to facilitate the Directors' planning and time management, an annual meeting calendar is prepared and given to the Directors before the beginning of each financial year.

The Board is satisfied with the time commitment given by the Directors. All of the Directors do not hold more than 5 directorships in public listed companies as stipulated under the ACE LR of Bursa Securities. If any Director wishes to accept a new directorship in public listed companies, the Chairman of the Board will be informed beforehand together with indication of time that will be spent on the new appointment.

For the FYE 2022, the Company did not receive any notification from any Director.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Part II: Board Composition (cont'd)

6) Overall Board Effectiveness (cont'd)

iii) Directors' Training

During the Applicable Period, the Directors had attended the following training programmes:

Directors	Training(s) Attended
Mr. Robert Koong Yin Leong	<ul style="list-style-type: none"> - Securities Commission Malaysia's Audit Oversight Board Conversation with Audit Committees - Malaysian Investor Relations Association Webinar: What should investor relations know about Section 17A – Malaysian Anti-Corruption Commission Act 2009
Mr. Lim Chin Horng	<ul style="list-style-type: none"> - Amendments to ACE LR of Bursa Securities in relation to the Enhanced Sustainability Reporting Framework
Mr. Khoo Soon Beng	<ul style="list-style-type: none"> - Amendments to ACE LR of Bursa Securities in relation to the Enhanced Sustainability Reporting Framework
Mr. Teoh Keng Chang	<ul style="list-style-type: none"> - Mandatory Accreditation Programme for Directors of Public Listed Companies
Madam Lim Saw Nee	<ul style="list-style-type: none"> - Amendments to ACE LR of Bursa Securities in relation to the Enhanced Sustainability Reporting Framework
Mr. Lim Foo Seng	<ul style="list-style-type: none"> - Macroeconomic and Investment Strategies for Business Sustainability - Advocacy Session for Directors and Senior Management of Main Market Listed Issuers - Roles and Responsibilities of Directors, Board and Board Committees under the Listing Requirements and Malaysian Code on Corporate Governance
Mr. Tan Hock Soon	<ul style="list-style-type: none"> - Advocacy Session on Corporate Disclosure for Directors and Senior Management of ACE Market Listed Corporations - Securities Commission Malaysia's Audit Oversight Board Conversation with Audit Committees - An overview of the Malaysia Employment (Amendment) Act 2022 - Advocacy Session for Directors and Senior Management of Main Market Listed Issuers
Puan Ilham Fadilah Binti Sunhaji	<ul style="list-style-type: none"> - Women Leadership Foundation – Sarawak Women of Tomorrow [Strengths, Weaknesses, Opportunities and Threats ("SWOT") 2022] - Corporate Governance: A marathon not a sprint - Sarawak Oil, Gas, Services and Equipment ("OGSE") Roadshow by Malaysia Petroleum Resources Corporation ("MPRC") and Economic Planning Unit ("EPU") Sarawak
Mr. Chan Soon Tat	<ul style="list-style-type: none"> - Mandatory Accreditation Programme for Directors of Public Listed Companies

Upon review, the Board concluded that the Directors' trainings for the FYE 2022 were adequate.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part II: Board Composition (cont'd)****6) Overall Board Effectiveness (cont'd)****iii) Directors' Training (cont'd)****Directors' training needs for the financial year ending 31 August 2023 ("FYE 2023")**

Upon review of the Directors' training needs for the FYE 2023, the NC has requested Key Senior Management to arrange the courses in relation to Sustainability or ESG to be organised as part of the Directors' continuing education programmes for the FYE 2023.

Part III: Remuneration**7) Remuneration**

The remuneration package of the Managing Director, Executive Directors and Key Senior Management are linked to the Group's and their individual performance. For Non-Executive Directors, the level of remuneration is reflective of their experience and level of responsibilities assumed in the Board committees, their attendances, special skills and expertise that they bring to the Board.

8) RC

The main function of the RC is to assist the Board in fulfilling its responsibilities on matters relating to the Group's compensation, bonuses, incentives and benefits. The RC assists the Board in assessing the remuneration packages of the Managing Director, Executive Directors and Key Senior Management with a view to ensure that a competitive remuneration package is offered to attract and retain the talented individuals to serve the Group, reviews the Directors' fees and benefits proposed to the Board for approval and recommendation to the shareholders at the AGM.

The RC consists of 3 members, all of which are Independent Non-Executive Directors, and the composition of the RC is as follows:

Members	Designation	Number of RC meetings attended/held during the FYE 2022
Mr. Robert Koong Yin Leong	Chairman	1/1
Mr. Tan Hock Soon	Member	1/1
Puan Ilham Fadilah Binti Sunhaji	Member	1/1

The Terms of Reference of the RC, outlining the RC's objectives, composition, proceeding of meetings, circular resolution, authority and duties and responsibilities, is available on the Company's website at www.econframe.com.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Part III: Remuneration (cont'd)

8) RC (cont'd)

Summary of Works

The following works were undertaken by the RC during the FYE 2022:

- Reviewed and recommended to the Board the remuneration package of the Executive Directors of the Company for the FYE 2022.
- Reviewed and recommended to the Board the Directors' fees payable to the Directors of the Company for the FYE 2022.
- Reviewed and recommended to the Board the benefits payable to the Directors of the Company for the period from the 2nd AGM until the next AGM of the Company to be held in year 2023.
- Reviewed the remuneration package of the Key Senior Management of the Group for the FYE 2022.
- Recommended to the Board the proposed remuneration package for Executive Director, Mr. Teoh Keng Chang for the financial period from 1 March 2022 to 31 August 2022.
- Recommended to the Board the revision of allocation of the Directors' fees for the FYE 2022.
- Recommended to the Board the revision of allocation of benefit payable to the Directors of the Company for the period from 25 January 2022 to the next AGM to be held in year 2023.

9) Directors' Remuneration

The details of remuneration of Directors of the Company comprising remuneration received from the Group and the Company during the FYE 2022 were as follows:

Name of Directors	Fee RM'000	Allowance RM'000	Salary RM'000	Bonus RM'000	Benefits- in-kind RM'000	Other emoluments RM'000	Total RM'000
Group							
Independent Non-Executive Directors							
Mr. Robert Koong Yin Leong	36	5	-	-	-	-	41
Mr. Tan Hock Soon	36	5	-	-	-	-	41
Puan Ilham Fadilah Binti Sunhaji	24	5	-	-	-	-	29
Mr. Chan Soon Tat	9	2	-	-	-	-	11
Non-Independent Non-Executive Directors							
Madam Lim Saw Nee	24	5	-	-	-	-	29
Mr. Lim Foo Seng	24	5	-	-	-	-	29
Executive Directors							
Mr. Lim Chin Horng	18	3	300	50	-	43	414
Mr. Khoo Soon Beng	24	53	144	66	-	26	313
Mr. Teoh Keng Chang	9	2	132	-	-	16	159

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE A - BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Part III: Remuneration (cont'd)****9) Directors' Remuneration (cont'd)**

The details of remuneration of Directors of the Company comprising remuneration received from the Group and the Company during the FYE 2022 were as follows (cont'd):

Name of Directors	Fee RM'000	Allowance RM'000	Salary RM'000	Bonus RM'000	Benefits- in-kind RM'000	Other emoluments RM'000	Total RM'000
Company							
Independent Non-Executive Directors							
Mr. Robert Koong Yin Leong	36	5	-	-	-	-	41
Mr. Tan Hock Soon	36	5	-	-	-	-	41
Puan Ilham Fadilah Binti Sunhaji	24	5	-	-	-	-	29
Mr. Chan Soon Tat	9	2	-	-	-	-	11
Non-Independent Non-Executive Directors							
Madam Lim Saw Nee	24	5	-	-	-	-	29
Mr. Lim Foo Seng	24	5	-	-	-	-	29
Executive Directors							
Mr. Lim Chin Horng	18	3	-	-	-	-	21
Mr. Khoo Soon Beng	24	5	-	-	-	-	29
Mr. Teoh Keng Chang	9	2	-	-	-	-	11

10) Remuneration of Top 5 Key Senior Management

The Board is of the view that the disclosure of the top 5 Key Senior Management's remuneration will be counterproductive due to the competitive environment for talent in the industry that the Group operates in. The Board is also of the opinion that the Key Senior Management's remuneration disclosed in the Annual Report in the financial statements section is sufficient, complies with the Malaysian Financial Reporting Standards and achieves the objective that stakeholders are able to assess whether the remuneration of Directors and Key Senior Management commensurate with their individual performance, taking into consideration the Group's performance.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE B - EFFECTIVE AUDIT AND RISK MANAGEMENT**11) ARMC**

The ARMC consists of 3 Independent Non-Executive Directors which complied with Rule 15.09(1)(b) of the ACE LR of Bursa Securities whereby the ARMC shall only consist of Non-Executive Directors and majority of whom are Independent Non-Executive Directors. The Chairman of the ARMC, Mr. Tan Hock Soon, is not the Chairman of the Board.

For detailed information on the ARMC with regards to its composition, activities and its report, please refer to the ARMC report in this Annual Report.

None of the ARMC members was a former partner of the external audit firm of the Company. In line with the MCCG, the Board has adopted the Terms of Reference of the ARMC that no former partner of the external audit firm of the Company could be appointed as a member of the ARMC before observing a cooling-off period of at least 3 years.

All members of the ARMC are financially literate and have the relevant accounting, finance and/or related financial experience and expertise to effectively discharge their duties. The qualification and experience of the individual ARMC members are disclosed in the Directors' Profile in this Annual Report.

12) Suitability, Objectivity and Independence of the External Auditors

The Board, through the ARMC, maintains a formal and transparent relationship with its External Auditors in seeking professional advice. The ARMC meets with the External Auditors without the presence of the Executive Board members and Management at least twice a year regarding audit planning, adequacy of controls, and other relevant audit and accounting issues.

The ARMC is assigned to assess, review and supervise the performance, suitability, objectivity and independence of the External Auditors. Evaluation of the External Auditors is carried out on a yearly basis to determine its continuance suitability, objectivity and independence via a formal assessment form. The ARMC remains confident that the objectivity and independence of the External Auditors are not in any way impaired by reason of the non-audit services provided to the Group.

The External Auditors confirmed that independence check and confirmation procedures were carried out and there is no conflict of interest for the audit and non-audit services engagement during the FYE 2022.

13) Risk Management and Internal Control

The Board is responsible for the overall and oversight of risk management of the Group, covering the systems of risk management and internal control for financial, operational and compliance while the Managing Director and Executive Directors, together with the Key Senior Management are primary responsible for managing risks in the Group.

The Statement on Risk Management and Internal Control ("**SORMIC**") is set out in this Annual Report detailing the state and fundamentals of the risk management and internal control systems in the Group as well as the review mechanism of the Board. The Board has expressed in the SORMIC that they are satisfied with the effectiveness and adequacy of the existing level of systems of risk management and internal control.

The Internal Audit Function ("**IAF**") is outsourced to an internal audit consulting firm. Further details of IAF are reported in the ARMC Report.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE C - INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS**14) Corporate Reporting**

In presenting the annual financial statements and quarterly announcements of its results, the Board is committed to provide a balanced, fair and comprehensive assessment of the Group's state of affairs in relation to its financial performance. In order to achieve the above, adequate financial processes are in place, aimed at keeping the Group's accounting records and transactions in accordance with accepted accounting standards.

The ARMC assists the Board by reviewing the financial statements with Management and the External Auditors to ensure the accuracy and adequacy of all the information to be disclosed as well as to ensure its compliance with the requirements of the rules and regulations of the regulators and approved accounting standards. The Chief Financial Officer also presented to the ARMC and the Board the detailed presentations on the financial results.

The Statement of Directors' Responsibility pursuant to the ACE LR of Bursa Securities on its responsibilities in preparing the audited financial statements is set out in other section of this Annual Report.

15) Communication with Stakeholders

Information on the Group's business and corporate development, annual reports, circulars, general meetings, press releases, quarterly financial results and timely announcements on material corporate exercises are the primary modes of disseminating information on the Group's business activities and financial performance. These form an important channel of communication to reach the stakeholders.

The Managing Director is the designated spokesperson for all matters related to the Group and dedicated personnel are tasked to prepare and verify material information for timely disclosure upon approval by the Board.

In addition, the Company maintains a website at www.econframe.com for shareholders, investors and general public to access information on, amongst others, the Group's corporate profile, products, financial performance announcements published on Bursa Securities' website, Board Charter and Board committees' Terms of Reference and corporate information.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(CONT'D)

PRINCIPLE C - INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (CONT'D)**16) Conduct of General Meetings****Notice of AGM**

The notice of the 2nd AGM was issued not less than 28 days prior to the meeting so as to enable the shareholders to have full information about the 2nd AGM, to facilitate informed decision-making and to encourage shareholders' participation. Full explanation of the effects of a proposed resolution of any special business was accompanied the notice of the 2nd AGM.

Directors' Commitment

The Chairman and members of the Board were present at the 2nd AGM of the Company to engage shareholders personally and proactively.

The Chairman of the Board ensured that sufficient opportunities and time were allocated for discussion and to address questions raised as well as encouraged the shareholders and/or proxies to participate in the question-and-answer session at the 2nd AGM. The Board is supported by the External Auditors, the Company Secretaries, legal and financial advisers, and Key Senior Management, where applicable, who were also present at the 2nd AGM to communicate with the shareholders as well as to respond to the queries raised.

The Minutes of the 2nd AGM has been made available to shareholders no later than 30 business days after the 2nd AGM on the Company's website at www.econframe.com.

Voting in Absentia and Remote Shareholders' Participation at General Meeting(s)

Although the Board recognises the importance of leveraging on technology to facilitate remote shareholders' participation and electronic voting for the conduct of poll on all resolutions via remote participation and voting facilities, the Board also noted several considerations:

- Availability/affordability of technology and infrastructure;
- Sufficient number of shareholders residing at particular remote location(s); and
- Age profiles of the shareholders.

After taking into account the above considerations, the Company conducted its 2nd AGM physically on 25 January 2022 at Sultan Abdul Aziz Shah Golf & Country Club, Shah Alam which has convenient accessibility.

COMPLIANCE WITH MCCG

The Board is satisfied that during the FYE 2022, the Company has substantially complied with the best practices of the MCCG on the application of the principles and best practices in corporate governance, except for the following:

- Practice 1.4 : The Chairman of the Board should not be a member of the ARMC, NC or RC;
- Practice 5.2 : At least half of the Board comprises Independent Directors;
- Practice 5.6 : The Board utilises independent sources to identify suitably qualified candidates;
- Practice 5.9 : The Board comprises at least 30% women Directors;
- Practice 5.10 : The Company's policy on gender diversity for the Board and senior management;
- Practice 8.2 : The remuneration of top 5 senior management; and
- Practice 13.3 : Leverage technology to facilitate voting including in absentia and remote shareholders' participation at general meetings.

The departures of the above practices will be addressed in the CG Report.

This Statement and the CG report are made in accordance with a resolution of the Directors passed on 9 December 2022.

ADDITIONAL COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS

As at 31 August 2022, the gross proceeds of RM18.20 million raised from the listing exercise was utilised in the following manner:

Purpose	Proposed utilisation	Actual utilised	Unutilised amount	Estimated timeframe for utilisation from Listing
	RM'000	RM'000	RM'000	
Land acquisition and construction of new manufacturing facility ⁽¹⁾	5,000	–	5,000	Within 36 months ⁽²⁾
Automation of manufacturing process	4,000	775	3,225	Within 36 months ⁽²⁾
Working capital	6,200	6,200	–	Within 18 months
Estimated listing expenses	3,000	3,000	–	Within 1 month
Total	18,200	9,975	8,225	

Notes:

1. The Company had intended to purchase a land located in Kapar, Klang, for the construction of a new manufacturing facility. The acquisition of land and construction of the manufacturing facility were originally scheduled to be completed by October 2022. However, due to the revised land cost and the subsequent increase in prices of building materials as well as shortage of foreign workers in the construction industry, the said plan was delayed. On 21 October 2022, the Company announced it had entered into a conditional sale and purchase agreement (“SPA”) for the proposed acquisition of a parcel of industrial property. On 3 November 2022, the Company announced that pursuant to the letter from the vendor’s solicitors, the effective date wherein the certificate of completion and compliance and the certified true copy of the requisite valid approved plans of the said property were obtained was on 3 November 2022. As such, the SPA was deemed unconditional and as at 9 December 2022, the proposed acquisition is pending completion.
2. On 21 October 2022, the Company announced the extension of time for the utilisation of proceeds allocated for the new manufacturing facility and automation of manufacturing process from within 24 months to within 36 months.

ADDITIONAL COMPLIANCE INFORMATION

(CONT'D)

2. AUDIT AND NON-AUDIT FEES

During the financial year ended 31 August 2022 (“**FYE 2022**”), Messrs. Baker Tilly Monteiro Heng PLT, the External Auditors have rendered audit and non-audit services to the Company and the subsidiaries (“**the Group**”). The breakdown of the fees payable to the External Auditors is as follows:

	Group (RM)	Company (RM)
Audit services rendered	118,000	53,000
Non-audit services rendered		
Review of Statement on Risk Management and Internal Control	5,000	5,000
Review of other information in Annual Report	5,000	5,000
Total	128,000	63,000

3. MATERIAL CONTRACTS

There were no material contracts entered into by the Group involving the interests of the Directors and major shareholders of the Company that is still subsisting at the end of the previous financial year.

4. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“RRPT”) AND RELATED PARTY TRANSACTIONS (“RPT”)

There were no RRPT or RPT entered into by the Group which involves the Directors’ and/or major shareholders’ interest during the FYE 2022.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors (**"the Board"**) of the Company is pleased to present the Audit and Risk Management Committee (**"ARMC"**) report for the financial year ended 31 August 2022 (**"FYE 2022"**). The ARMC report is made in accordance with a resolution of the Directors passed on 9 December 2022.

1. COMPOSITION OF THE ARMC AND MEETINGS ATTENDANCE

The ARMC comprises of 3 Independent Non-Executive Directors. This meets the requirements of Rule 15.09 of the ACE Market Listing Requirements (**"ACE LR"**) of Bursa Malaysia Securities Berhad (**"Bursa Securities"**) and satisfies the test of independence under the ACE LR of Bursa Securities and Step-Up Practice 9.4 of the Malaysian Code on Corporate Governance (**"MCCG"**).

Mr. Tan Hock Soon, the Senior Independent Non-Executive Director is the Chairman of the ARMC. In this respect, the Company complies with Rule 15.10 of the ACE LR of Bursa Securities. Furthermore, in compliance with Practice 9.1 of the MCCG, the Chairman of the ARMC is not the Chairman of the Board. In addition, Mr. Tan Hock Soon, is a Fellow Member of the Malaysian Institute of Certified Public Accountants and a Member of the Malaysian Institute of Accountants. In this respect, the Company complies with Rule 15.09(1)(c) of the ACE LR of Bursa Securities.

During the FYE 2022, the ARMC held a total of 5 meetings. The members of the ARMC and their attendance at the meetings are set out below:

Members	Designation	Directorship	Attendance	Percentage
Mr. Tan Hock Soon	Chairman	Senior Independent Non-Executive Director	5/5	100%
Mr. Robert Koong Yin Leong	Member	Independent Non-Executive Chairman	5/5	100%
Puan Ilham Fadilah Binti Sunhaji	Member	Independent Non-Executive Director	5/5	100%

The Board, via the Nomination Committee, reviews the terms of office and performance of the ARMC to determine whether the ARMC has carried out its duties in accordance with the Terms of Reference (**"TOR"**) of the ARMC pursuant to Rule 15.20 of the ACE LR of Bursa Securities.

2. SUMMARY OF WORKS FOR THE FYE 2022

During the FYE 2022, the summary of works carried out by the ARMC was as follows:

i) Overview of Financial Performance and Reporting

- Reviewed the unaudited quarterly financial results for the quarters ended 31 August 2021, 30 November 2021, 28 February 2022 and 31 May 2022 and recommended the same for the Board's approval.
- Reviewed the financial performance of the Group on a quarterly basis.
- Reviewed the identified significant matters pursuant to Rule 15.12(1)(g)(ii) of the ACE LR of Bursa Securities on a quarterly basis.
- Reviewed the draft audited financial statements for the financial year ended 31 August 2021 (**"FYE 2021"**) and recommended the same for the Board's approval.
- Reviewed the Group's compliance with the accounting standards and relevant regulatory requirements.
- Reviewed the budget of the Group for the financial year ending 31 August 2023 and recommended the same to the Board for approval and adoption.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

(CONT'D)

2. SUMMARY OF WORKS FOR THE FYE 2022 (CONT'D)

During the FYE 2022, the summary of works carried out by the ARMC was as follows (cont'd):

ii) Oversight of External Auditors

- Received the Audit Review Memorandum prepared by the External Auditors for the FYE 2021, covering audit scope and approach, significant audit findings, key audit matters and significant outstanding information/documents from the audit field works.
- Reviewed the External Auditors' Audit Plan and statutory audit fees for the FYE 2022.
- Met twice with the External Auditors without the presence of the Executive Directors and Management to discuss any major concerns arising from the annual statutory audit.
- Reviewed the effectiveness, suitability, objectivity and independence of the External Auditors vide a formalised "Assessment on external auditors" and upon review and having been satisfied with the results of the said assessment, the same was recommended to the Board for approval.
- Received the Transparency Report of the External Auditors for the year ended 31 December 2020.
- Reviewed and discussed with the External Auditors, the applicability and the impact of the new accounting standards and new financial reporting regime issued by the Malaysian Accounting Standards Board, including any significant issues and concerns arising from the audit.

iii) Oversight of Internal Audit Function ("IAF")

- Reviewed the internal audit plan for the Group for the FYE 2022.
- Reviewed the Internal Audit Reports for the FYE 2022 and assessed the major findings by the Internal Auditors and evaluated Management's response.
- Reviewed the adequacy and performance of the IAF and its comprehensive coverage of the Group's activities vide a formalised "Assessment on IAF".

iv) Oversight of Risk Management Matters

- Ensured the incorporation of risk assessment exercise in the Internal Audit Plan for the Group for the FYE 2022.
- Reviewed the results of risk assessment by the outsourced Internal Auditors for the FYE 2022 with all significant risks identified.

v) Oversight of Internal Control Matters

- Reviewed and confirmed the minutes of the ARMC meetings.
- Reviewed the disclosures in the ARMC report, Statement on Risk Management and Internal Control and Corporate Governance Overview Statement for inclusion in the Annual Report for the FYE 2021.
- Reviewed the disclosures in the Corporate Governance Report for the FYE 2021.
- Reviewed the progress of the utilisation of the proceeds raised from the Initial Public Offering Exercise.

vi) Review of Related Party Transactions

- Reviewed the related party transactions and conflict of interest situation that arise within the Group on a quarterly basis, including any transaction, procedure or course of conduct that raises questions on management integrity.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

(CONT'D)

3. TOR

The TOR of the ARMC is available for viewing at the Company's website at www.econframe.com.

4. IAF

The IAF plays an important role to provide the Board, through the ARMC, reasonable assurance of the effectiveness of the system of internal control in the Group.

The IAF is independent and performs audit assignments with impartiality, proficiency and due professional care.

The Group outsourced its IAF to an independent professional firm, namely Wensen Consulting Asia (M) Sdn. Bhd. as the Group's Internal Auditors. The Internal Auditors report directly to the ARMC, provide the Board with a reasonable assurance of adequacy, efficiency, and effectiveness of the Group's internal control system. The IAF is responsible to conduct reviews in accordance with the internal audit plan or other ad-hoc assignments which are approved by the ARMC.

The Internal Auditors have affirmed to the ARMC that they were free from any relationships or conflicts of interest in relation to the Group, which could impair their objectivity and independency.

The internal audit reporting format can broadly be segregated into 2 main areas as follows:

i) Internal Audit Plan of the Group

At the beginning of the financial year, the Internal Auditors present the internal audit plan of the Group to the ARMC for discussion and adoption. The ARMC would report the same to the Board for notation.

ii) Regular Internal Audit Reports and Follow-up Reports

Internal audit reports are reviewed and adopted by the ARMC on a half-yearly basis to review the internal audit findings and to discuss on the corrective action plans in order to ensure that the control weaknesses highlighted in the internal audit reports are appropriately addressed by Management.

In addition, the Internal Auditors would carry out follow-up visits to ensure that all agreed corrective action plans are satisfactorily implemented by Management. The progression status of the corrective action plans would also be reported to the ARMC on a half-yearly basis.

During the FYE 2022, the Internal Auditors assisted the ARMC in reviewing the adequacy and effectiveness of the system of governance, risk management and internal control, based on an internal audit plan approved by the ARMC before audit work is carried out.

The costs incurred for the IAF for the FYE 2022 amounted to RM22,000.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

Pursuant to Rule 15.26(b) of the ACE Market Listing Requirements (“**ACE LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), and as guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers and the Malaysian Code on Corporate Governance, the Board of Directors (“**the Board**”) of the Company is pleased to provide the Group’s Statement on Risk Management and Internal Control (“**this Statement**”) in this Annual Report.

BOARD RESPONSIBILITY

The Board acknowledges their responsibility for maintaining a sound risk management and internal control systems as well as adequacy and effectiveness of those systems to safeguard the stakeholders’ interests and to protect the Group’s assets. The system of risk management and internal control covers not only financial controls but risk management, organisational, operational, fraud prevention and compliance controls. It is designed to manage the Group’s risks within an acceptable risk profile rather than eliminate the risk of failure in order to achieve the goals and objectives of the Group. Hence, the system of risk management and internal control could only provide reasonable but not absolute assurance against material misstatement, fraud and potential losses.

The Board affirms that the Group has in place an on-going process of identifying, evaluating, monitoring and managing the principal risks affecting the achievement of its business objectives throughout the financial year ended 31 August 2022 (“**FYE 2022**”). The Board has delegated the review of adequacy and effectiveness of the internal control system to the Audit and Risk Management Committee (“**ARMC**”). The Board is kept informed of all significant control issues brought to the attention of the ARMC by Management, the Internal Audit Function (“**IAF**”) and also the External Auditors. The Board is working closely with the ARMC to review and improve the internal controls as well as address potential risks from time to time.

RISK MANAGEMENT FRAMEWORK AND PROCESS

The Board recognises the importance to manage risk to safeguard shareholders’ investment and the Group’s assets. Facilitated by a professional services firm, it has deployed an on-going process, to identify and evaluate significant business risks faced by the Group to manage the risks. Management is entrusted to identify such risks for onward reporting to the ARMC so that remedial measures may be taken to mitigate the risks. For each risk identified, the risk management process includes assessing the likelihood of its occurrence and its impact. The significant risks faced by the Group, including action plans to mitigate risks within acceptable levels, is reported by ARMC to the Board at least once a year.

As part of the Group’s risk management process, the ARMC, chaired by the Senior Independent Non-Executive Director, has been established to perform, amongst others, the following:

- overseeing the risk management structure;
- reviewing and recommending risk management strategies, policies and framework for identifying, measuring, monitoring and controlling risks;
- developing and implementing internal compliance and control systems and procedures to manage risks; and
- monitoring and communicating risk assessment results to the Board.

The ARMC meets periodically to consider principal risks evaluated by the respective risk owners that may impede the Group from achieving its strategic and operational objectives, as well as develop action plans to mitigate such risks.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

(CONT'D)

RISK MANAGEMENT FRAMEWORK AND PROCESS (CONT'D)

During the FYE 2022, the following risk management activities were carried out:

- On 28 February 2022, risk assessment meeting with Management was conducted to update the key risk profile. During the meeting, key risks identified were rated and prioritised in terms of likelihood of the risk occurring and its impact should the risk occur. The risk ratings take into consideration the effectiveness of internal controls existingly in place to mitigate the key risks identified. Thereafter, risk management strategies or Management's action plans to be undertaken are considered to manage risks to an acceptable level.
- The results of the risk assessments were reported and deliberated at the ARMC meeting held on 22 April 2022.

All significant risks identified and relevant controls and mitigation plans taken by Management are documented in the risk management reports which are compiled and tabled to the ARMC and the Board for deliberation.

The risk management process has been in place for the FYE 2022 and up to the date of approval of this Statement for inclusion in the Company's Annual Report.

IAF

The Group's IAF is outsourced to Wensen Consulting Asia (M) Sdn. Bhd., which is guided by the International Professional Practices Framework of the Institute of Internal Auditors, in carrying out internal audit assignments. The Internal Auditors report directly to the ARMC and assist the Board in assessing the adequacy and effectiveness of the internal control system established by Management based on an agreed scope of work outlined in the annual internal audit plan approved by the ARMC during the FYE 2022. There was no restriction placed upon the scope of the IAF's work and the internal audit was allowed full and unrestricted access to the records pertinent for the internal audit and relevant personnel of the Group.

The ARMC reviewed the IAF's work, its observations and recommendations to ensure that the ARMC obtained the necessary level of assurance with respect to the adequacy and effectiveness of the risk management and internal control systems. The Internal Auditors also follow-up and report to the ARMC on the status of implementation by Management on recommendations highlighted in the previous internal audit reports.

The scope of work of the IAF includes but not limited to the following:

- Review and assess the adequacy, efficiency and effectiveness of the Group's internal control system.
- Review the compliance of the Group with the policies, standard operating procedures and other laws and regulations which could possibly cause a significant impact to the business operations of the Group.
- Report significant issues in relation to the business operations and activities of the Group and make recommendations for improvements in the internal audit reports to the ARMC.
- Conduct follow-up visits to ensure that all agreed corrective action plans are satisfactorily implemented by Management and reports the same to the ARMC.
- Highlight any irregularities to the ARMC.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

(CONT'D)

OTHER KEY ELEMENTS OF INTERNAL CONTROL PROCESSES

In addition to the risk management and internal audit, the Group has established various controls to review the adequacy, effectiveness and integrity of the internal control system. Such controls include:

- Budgets are prepared by the operating business segments for subsequent monitoring and tracking of performance.
- Documented the quality management system accredited by the International Organisation for Standardisation (ISO) certification body on the manufacturing activities.
- Quarterly review of financial results and operational matters by the ARMC and the Board.
- Policies and standard procedures of various operating business units within the Group are properly documented for operational guidance and compliance. These policies and procedures are reviewed and updated when necessary to maintain its effectiveness at all times.
- Corporate finance and treasury matters are controlled centrally and monitored on a weekly, monthly and quarterly basis.
- Formal authorisation limit for various levels of personnel is established in order to minimise the risk of unauthorised transactions.
- Monthly key operational performance report on key business indicators and performance results on each subsidiary is reported to Management for review and decision making.

ASSURANCE BY MANAGEMENT

The Board has received assurance from the Managing Director and the Chief Financial Officer that the Group's risk management and internal control system are operating adequately and effectively, in all material aspects, based on the risk management model and internal control system adopted by the Group.

BOARD'S COMMENTS ON THE ADEQUACY AND EFFECTIVENESS OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Board, through its ARMC, has reviewed the adequacy and effectiveness of the risk management and internal control system of the Group and relevant actions have been or are being taken, as the case may be, to remedy internal control weaknesses identified from the review, which was largely based on the outcome of observations raised by the Internal Auditors to the ARMC.

The Board is of the view that there have been no weaknesses in the system of risk management and internal control that resulted in material losses, contingencies or uncertainties that would require mention in the Company's Annual Report. The Board, through Management, continues to take measures to strengthen the Group's risk management and internal control system from time to time based on recommendations of the IAF as well as the External Auditors.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

(CONT'D)

REVIEW OF STATEMENT BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the ACE LR of Bursa Securities, the External Auditors have reviewed this Statement for inclusion in the Company's Annual Report. Their review was performed in accordance with Audit and Assurance Practice Guide 3 ("**AAPG 3**") issued by the Malaysian Institute of Accountants. AAPG 3 does not require the External Auditors to consider whether this Statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk and control procedures.

Based on their review, the External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that this Statement is inconsistent with their understanding of the process and the review adopted by the Board on the adequacy and integrity of the risk management and internal control of the Group.

This Statement is made in accordance with a resolution of the Directors passed on 9 December 2022.

STATEMENT OF DIRECTORS' RESPONSIBILITY

PREPARATION OF THE AUDITED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 AUGUST 2022 ("FYE 2022")

The Directors are required by the Companies Act 2016 ("the Act") to lay before the shareholders at the Annual General Meeting, the Audited Financial Statements (which include the Consolidated Statements of Financial Position and the Consolidated Statements of Profit or Loss and other Comprehensive Income) of the Company and the subsidiaries ("the Group") for each financial year, prepared in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards, the provision of the Act and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Directors are responsible for ensuring that the Audited Financial Statements of the Group are prepared in accordance with the accounting records of the Group so as to give a true and fair view of the state of affairs as at 31 August 2022, and of the results of their operations and cash flows for the financial year ended on that date.

In preparing the Audited Financial Statements for the FYE 2022, the Directors have reviewed and consistently applied the suitable accounting policies throughout the financial year. In the cases where judgements and estimations were made, they were based on reasonableness and prudence assumptions.

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

This statement is made in accordance with a resolution of the Directors passed on 9 December 2022.

DIRECTORS' REPORT

The Directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 August 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are disclosed in Note 7 to the financial statements.

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

RESULTS

	Group RM	Company RM
Profit for the financial year, net of tax	11,237,348	1,548,630
Attributable to:		
Owners of the Company	11,239,051	1,548,630
Non-controlling interests	(1,703)	–
	11,237,348	1,548,630

DIVIDENDS

Since the end of the previous financial year, a single-tier interim dividend of 0.5 sen per ordinary share amounting to RM1,625,000 in respect of the financial year ended 31 August 2022 was paid by the Company on 27 May 2022.

The Directors do not recommend the payment of a final dividend in respect of the financial year ended 31 August 2022.

RESERVES OR PROVISIONS

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

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were prepared, 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 doubtful debts and had satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts.

At the date of this report, the Directors are not aware of any circumstances which would render the amount written off for bad debts or the amount of allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent.

DIRECTORS' REPORT

(CONT'D)

CURRENT ASSETS

Before the financial statements of the Group and of the Company were prepared, 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 values as shown in the accounting records of the Group and of the Company had been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances which would render the values attributed to the current assets in the financial statements of the Group and of the Company 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 method 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:

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

In the opinion of the Directors, no contingent or other liabilities 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 will or may affect the ability of the Group and of the Company to meet their obligations as and 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 MATERIAL AND UNUSUAL NATURE

In the opinion of the Directors,

- (i) the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely 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)

ISSUE OF SHARES AND DEBENTURES

There were no issues of shares and debentures during the financial year.

OPTIONS GRANTED OVER UNISSUED SHARES

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

DIRECTORS

The Directors in office during the financial year and during the period from the end of the financial year to the date of this report are:

Robert Koong Yin Leong	
Lim Chin Horng *	
Khoo Soon Beng *	
Teoh Keng Chang	(Appointed on 23 February 2022)
Lim Saw Nee *	
Tan Hock Soon	
Ilham Fadilah Binti Sunhaji	
Chan Soon Tat	(Appointed on 23 February 2022)
Lim Foo Seng	

* Directors of the Company and certain subsidiaries

The name of Director of a subsidiary where the shares are held by the Company is listed below (excluding directors who are also directors of the Company):

Chew Cheng Kiat

DIRECTORS' INTERESTS

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

Interests in the Company

	At 1.9.2021	Number of ordinary shares		At 31.8.2022
		Bought	Sold	
Direct interests:				
Lim Chin Horng	112,912,735	–	(43,363,000)	69,549,735
Lim Saw Nee	108,392,300	–	(60,637,000)	47,755,300
Khoo Soon Beng	6,694,965	–	–	6,694,965
Robert Koong Yin Leong	50,000	–	–	50,000
Tan Hock Soon	50,000	–	–	50,000
Ilham Fadilah Binti Sunhaji	50,000	–	–	50,000

By virtue of their interests in the ordinary shares of the Company and pursuant to Section 8 of the Companies Act 2016 in Malaysia, Lim Chin Horng is deemed to have an interest in the ordinary shares of the subsidiaries to the extent the Company has an interest.

DIRECTORS' REPORT

(CONT'D)

DIRECTORS' INTERESTS (CONT'D)

Other than as stated above, none of the other Directors in office at the end of the financial year had any interest in ordinary shares or debentures of the Company and its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the Directors as shown below) 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.

The Directors' benefits of the Group and Company for the financial year ended 31 August 2022 are as follows:

	Group RM	Company RM
Directors of the Company		
- Directors' fee	204,000	204,000
- Salaries, allowances and bonuses	776,882	37,000
- Defined contribution plans	83,026	–
- Other staff related benefits	2,290	–
	1,066,198	241,000

Neither during, nor at the end of the financial year, was the Company a party to any arrangement where the object was 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.

INDEMNITY TO DIRECTORS AND OFFICERS

During the financial year, the total amount of indemnity insurance coverage and insurance premium paid for the Directors and Officers of the Group and the Company were RM1,000,000 and RM6,000 respectively.

SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 7 to the financial statements.

The available auditors' reports on the accounts of the subsidiaries did not contain any qualification.

SIGNIFICANT EVENTS DURING AND SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Details of significant events during and subsequent to the end of the financial year are disclosed in Note 29 to the financial statements.

DIRECTORS' REPORT

(CONT'D)

AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng PLT, have expressed their willingness to continue in office.

The auditors' remuneration of the Group and the Company for the current financial year are RM128,000 and RM63,000, respectively.

The Company has agreed to indemnify the auditors of the Company as permitted under Section 289 of the Companies Act 2016 in Malaysia.

This report was approved and signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 9 December 2022.

LIM CHIN HORNG

Director

KHOO SOON BENG

Director

STATEMENTS OF FINANCIAL POSITION

AS AT 31 AUGUST 2022

		Group		Company	
	Note	2022 RM	2021 RM	2022 RM	2021 RM
ASSETS					
Non-current assets					
Property, plant and equipment	5	9,745,221	9,492,618	–	–
Investment property	6	300,000	300,000	–	–
Investment in subsidiaries	7	–	–	26,006,090	26,006,090
Total non-current assets		10,045,221	9,792,618	26,006,090	26,006,090
Current assets					
Inventories	8	14,695,052	8,508,794	–	–
Trade and other receivables	9	23,017,653	16,312,622	3,052,022	60,898
Contract asset	16	24,518	–	–	–
Cash and short-term deposits	10	26,760,712	24,420,941	13,547,870	16,609,790
Total current assets		64,497,935	49,242,357	16,599,892	16,670,688
TOTAL ASSETS		74,543,156	59,034,975	42,605,982	42,676,778
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	11	43,330,082	43,330,082	43,330,082	43,330,082
Other reserves	12	(21,469,903)	(21,414,304)	–	–
Retained earnings/(accumulated losses)		41,677,402	32,007,752	(835,955)	(759,585)
		63,537,581	53,923,530	42,494,127	42,570,497
Non-controlling interests		(26,677)	(24,974)	–	–
TOTAL EQUITY		63,510,904	53,898,556	42,494,127	42,570,497
Non-current liabilities					
Loans and borrowings	13	245,026	332,917	–	–
Deferred tax liabilities	14	1,293,876	1,292,473	–	–
Total non-current liabilities		1,538,902	1,625,390	–	–
Current liabilities					
Loans and borrowings	13	272,267	276,533	–	–
Trade and other payables	15	8,304,585	2,927,793	95,533	87,900
Contract liability	16	–	130,542	–	–
Current tax liabilities		916,498	176,161	16,322	18,381
Total current liabilities		9,493,350	3,511,029	111,855	106,281
TOTAL LIABILITIES		11,032,252	5,136,419	111,855	106,281
TOTAL EQUITY AND LIABILITIES		74,543,156	59,034,975	42,605,982	42,676,778

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

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 AUGUST 2022

		Group		Company	
	Note	2022 RM	2021 RM	2022 RM	2021 RM
Revenue	17	59,394,512	40,985,164	2,000,000	2,000,000
Cost of sales		(38,938,825)	(27,606,394)	–	–
Gross profit		20,455,687	13,378,770	2,000,000	2,000,000
Other income	18	482,588	408,196	243,724	89,812
Distribution expenses		(970,851)	(834,956)	–	–
Administrative expenses		(4,930,495)	(5,737,012)	(645,015)	(1,905,881)
Operating profit		15,036,929	7,214,998	1,598,709	183,931
Finance costs	19	(21,261)	(30,910)	–	–
Profit before tax	20	15,015,668	7,184,088	1,598,709	183,931
Income tax expense	22	(3,778,320)	(2,102,812)	(50,079)	(18,381)
Profit for the financial year		11,237,348	5,081,276	1,548,630	165,550
Other comprehensive income, net of tax					
<i>Item that will not be reclassified subsequently to profit or loss</i>					
Net changes of revaluation reserve		–	135,036	–	–
Other comprehensive income for the financial year		–	135,036	–	–
Total comprehensive income for the financial year		11,237,348	5,216,312	1,548,630	165,550
Profit/(loss) attributable to:					
Owners of the Company		11,239,051	5,110,250	1,548,630	165,550
Non-controlling interests		(1,703)	(28,974)	–	–
		11,237,348	5,081,276	1,548,630	165,550
Total comprehensive income/(loss) attributable to:					
Owners of the Company		11,239,051	5,245,286	1,548,630	165,550
Non-controlling interests		(1,703)	(28,974)	–	–
		11,237,348	5,216,312	1,548,630	165,550
Earnings per share attributable to owners of the Company (sen)					
- Basic and diluted	23	3.46	1.62		

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

FOR THE FINANCIAL YEAR ENDED 31 AUGUST 2022

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STATEMENTS OF CHANGES IN EQUITY

(CONT'D)

	Note	Share capital RM	Attributable to owners of the Company Accumulated losses RM	Total equity RM
Company				
At 1 September 2020		26,000,090	(925,135)	25,074,955
Profit for the financial year, representing total comprehensive income for the financial year		–	165,550	165,550
Transactions with owners				
New shares issued for the IPO	11	18,200,000	–	18,200,000
New shares issuance expense for the IPO	11	(870,008)	–	(870,008)
Total transactions with owners		17,329,992	–	17,329,992
At 31 August 2021		43,330,082	(759,585)	42,570,497
Profit for the financial year, representing total comprehensive income for the financial year		–	1,548,630	1,548,630
Transaction with owners				
Single-tier interim dividend of 0.50 sen per ordinary shares for the financial year ended 31 August 2022	24	–	(1,625,000)	(1,625,000)
At 31 August 2022		43,330,082	(835,955)	42,494,127

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 AUGUST 2022

Note	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Cash flows from operating activities				
Profit before tax	15,015,668	7,184,088	1,598,709	183,931
Adjustments for:				
Depreciation of property, plant and equipment	457,064	437,329	–	–
Gain on disposal of property, plant and equipment	(42,817)	–	–	–
Gain on lease modification	(49)	(334)	–	–
Bad debts written off	61,650	36,394	–	–
Finance costs	21,261	30,910	–	–
Interest income	(310,878)	(265,255)	(243,724)	(89,719)
Net unrealised foreign exchange gain	(15,914)	(8,142)	–	–
Operating profit before changes in working capital	15,185,985	7,414,990	1,354,985	94,212
<u>Changes in working capital:</u>				
Inventories	(6,186,258)	(4,870,244)	–	–
Trade and other receivables	(6,766,681)	(3,263,990)	8,876	(191,065)
Trade and other payables	5,392,706	397,714	7,633	(17,100)
Contract asset	(24,518)	–	–	–
Contract liability	(130,542)	130,542	–	–
Net cash generated from/ (used in) operations	7,470,692	(190,988)	1,371,494	(113,953)
Income tax paid	(3,036,580)	(2,150,354)	(52,138)	–
Income tax refunded	–	63,565	–	–
Net cash flows from/(used in) operating activities	4,434,112	(2,277,777)	1,319,356	(113,953)
Cash flows from investing activities				
Purchase of property, plant and equipment	(a) (453,600)	(167,421)	–	–
Change in pledged deposits	(120,000)	(153,181)	–	–
Interest income	272,256	265,255	243,724	89,719
Investments in subsidiaries	–	–	–	(6,100)
Net cash flows (used in)/from investing activities	(301,344)	(55,347)	243,724	83,619

STATEMENTS OF CASH FLOWS

(CONT'D)

		Group		Company	
	Note	2022 RM	2021 RM	2022 RM	2021 RM
Cash flows from financing activities	(b)				
Repayment of term loans		(239,074)	(252,912)	–	–
Repayment of lease liabilities		(87,545)	(59,710)	–	–
Dividend paid		(1,625,000)	–	(1,625,000)	–
Net change in amount owing by subsidiaries		–	–	(3,000,000)	(1,559,976)
Proceeds from issuance of ordinary shares		–	18,200,000	–	18,200,000
Proceeds from non-controlling interests arising from incorporation of a subsidiary		–	4,000	–	–
Net cash flows (used in)/from financing activities		(1,951,619)	17,891,378	(4,625,000)	16,640,024
Net increase/(decrease) in cash and cash equivalents		2,181,149	15,558,254	(3,061,920)	16,609,690
Cash and cash equivalents at the beginning of the financial year		21,573,309	6,015,055	16,609,790	100
Cash and cash equivalents at the end of the financial year	10	23,754,458	21,573,309	13,547,870	16,609,790

(a) Purchase of property, plant and equipment:

	Note	2022 RM	2021 RM
Purchase of property, plant and equipment	5	710,497	310,182
- Deferred payment		–	(31,411)
- Operating lease recognised as right-of-use assets		(89,080)	(111,350)
- Financed by way of lease arrangements		(125,000)	–
- Financed by way of proceeds from disposal of property, plant and equipment		(42,817)	–
Cash payments on purchase of property, plant and equipment		453,600	167,421

STATEMENTS OF CASH FLOWS

(CONT'D)

- (b) The reconciliation of liabilities arising from financing activities are as follow:

	Term loan RM	Group Lease liabilities RM
At 1 September 2020	686,524	107,067
Cash flows	(252,912)	(59,710)
Non-cash changes		
- Interest	25,245	5,665
- Addition	–	111,350
- Lease modification	–	(13,779)
At 31 August 2021	458,857	150,593
Cash flows	(239,074)	(87,545)
Non-cash changes		
- Interest	14,291	6,970
- Addition	–	214,080
- Lease modification	–	(879)
At 31 August 2022	234,074	283,219

- (c) During the financial year, the Group had total cash outflows for leases of RM184,170 (2021: RM82,510).

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Econframe Berhad (the “Company”) is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the ACE Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur. The principal place of business of the Company is located at No. 1 & 3, Jalan 27A, Kawasan 16, Sungai Rasau Industrial Area, 41300 Klang, Selangor.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are disclosed in Note 7.

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

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 9 December 2022.

2. BASIS OF PREPARATION

2.1 Statement of compliance

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

2.2 Adoption of amendments/improvements to MFRSs

The Group and the Company have adopted the following amendments/improvements to MFRSs for the current financial year:

Amendments/Improvements to MFRSs

MFRS 7	Financial Instruments: Disclosures
MFRS 9	Financial Instruments
MFRS 16	Leases
MFRS 139	Financial Instruments: Recognition and Measurement

The adoption of the above amendments/improvements to MFRSs did not have any significant effect on the financial statements of the Group and of the Company and did not result in significant changes to the Group’s and the Company’s existing accounting policies.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

2. BASIS OF PREPARATION (CONT'D)**2.3 Amendments/improvements to MFRSs that have been issued, but yet to be effective**

2.3.1 The Group and the Company have not adopted the following amendments/improvements to MFRSs that have been issued, but yet to be effective:

		Effective for financial year beginning on or after
<u>Amendments/Improvements to MFRSs</u>		
MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards	1 January 2022 [^]
MFRS 3	Business Combinations	1 January 2022
MFRS 9	Financial Instruments	1 January 2022 [^]
MFRS 10	Consolidated Financial Statements	Deferred
MFRS 16	Leases	1 April 2021/ 1 January 2022 [^] / 1 January 2024
MFRS 101	Presentation of Financial Statements	1 January 2023
MFRS 108	Accounting Policies, Changes in Accounting Estimates and Errors	1 January 2023
MFRS 112	Income Taxes	1 January 2023
MFRS 116	Property, Plant and Equipment	1 January 2022
MFRS 137	Provisions, Contingent Liabilities and Contingent Assets	1 January 2022

[^] *The Annual Improvements to MFRSs 2018-2020*

2.3.2 The Group and the Company plan to adopt the above applicable amendments/ improvements to MFRSs when they become effective. A brief discussion on the above significant amendments/ improvements to MFRSs are summarised below.

Annual Improvements to MFRSs 2018-2020

Annual Improvements to MFRSs 2018-2020 covers amendments to:

- MFRS 1 *First-time Adoption of Malaysian Financial Reporting Standards* – simplifies the application of MFRS 1 by a subsidiary that becomes a first-time adopter after its parent in relation to the measurement of cumulative translation differences.
- MFRS 9 *Financial Instruments* – clarifies the fees an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability.
- Illustrative Examples accompanying MFRS 16 *Leases* – deletes from Illustrative Example 13 the reimbursement relating to leasehold improvements in order to remove any potential confusion regarding the treatment of lease incentives.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

2. BASIS OF PREPARATION (CONT'D)

2.3 Amendments/improvements to MFRSs that have been issued, but yet to be effective (cont'd)

- 2.3.2** The Group and the Company plan to adopt the above applicable amendments/ improvements to MFRSs when they become effective. A brief discussion on the above significant amendments/ improvements to MFRSs are summarised below (cont'd).

Amendments to MFRS 3 Business Combinations

The amendments update MFRS 3 by replacing a reference to an old version of the Conceptual Framework for Financial Reporting with a reference to the latest version which was issued by Malaysian Accounting Standards Board in April 2018.

Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investments in Associates and Joint Ventures

These amendments address an acknowledged inconsistency between the requirements in MFRS 10 and those in MFRS 128, in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

The main consequence of the amendments is that a full gain or loss is recognised when a transaction involves a business, as defined in MFRS 3. A partial gain or loss is recognised when a transaction involves assets that do not constitute a business.

Amendments to MFRS 101 Presentation of Financial Statements

The amendments include specifying that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period; clarifying that classification of liability is unaffected by the likelihood of the entity to exercise its right to defer settlement of the liability for at least twelve months after the reporting period; clarifying how lending conditions affect classification of a liability; and clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments.

The amendments require an entity to disclose its material accounting policy information rather than significant accounting policies. The amendments, amongst others, also include examples of circumstances in which an entity is likely to consider an accounting policy information to be material to its financial statements. To support this amendments, MFRS Practice Statement 2 was also amended to provide guidance on how to apply the concept of materiality to accounting policy information disclosures. The guidance and examples provided in the MFRS Practice Statement 2 highlight the need to focus on entity-specific information and demonstrate how the four-step materiality process can address standardised (or boilerplate) information and duplication of requirements of MFRSs in the accounting policy information disclosures.

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

The amendments revise the definition of accounting estimates to clarify how an entity should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important because the changes in accounting estimates are applied prospectively to transactions, other events, or conditions from the date of that change, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

2. BASIS OF PREPARATION (CONT'D)**2.3 Amendments/improvements to MFRSs that have been issued, but yet to be effective (cont'd)**

- 2.3.2** The Group and the Company plan to adopt the above applicable amendments/ improvements to MFRSs when they become effective. A brief discussion on the above significant amendments/ improvements to MFRSs are summarised below (cont'd).

Amendments to MFRS 112 Income Taxes

The amendments specify how an entity should account for deferred tax on transactions such as leases and decommissioning obligation.

In specified circumstances, MFRS 112 exempts an entity from recognising deferred tax when it recognises assets or liabilities for the first time. There had been some uncertainties about whether the exemption from recognising deferred tax applied to transactions such as leases and decommissioning obligations – transactions for which an entity recognises both an asset and a liability. The amendments clarify that the exemption does not apply and that entity is required to recognise deferred tax on such transactions.

Amendments to MFRS 116 Property, Plant and Equipment

The amendments prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the entity is preparing the asset for its intended use. Instead, an entity shall recognise such sales proceeds and related cost in profit or loss.

Amendments to MFRS 137 Provisions, Contingent Liabilities and Contingent Assets

The amendments specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous.

Amendments to MFRS 16 Leases

The amendments clarify how an entity should subsequently measure the leaseback liability that arise in a sale and leaseback transaction. Although MFRS 16 includes requirements on how to account for a sale and leaseback at the date the transaction takes place, it has not specified how to measure the sale and leaseback transaction when reporting after that date.

The amendments add subsequent measurement requirements for the right-of-use assets and lease liability arising from a sale and leaseback transaction by clarifying that a seller-lessee in a sale and leaseback transaction shall apply paragraphs 29 to 35 to the right-of-use asset arising from the leaseback and paragraphs 36 to 46 to the lease liability arising from the leaseback. The amendments will not change the accounting for leases other than those arising in a sale and leaseback transaction.

- 2.3.3** The financial effects of the adoption of the applicable amendments/improvements to MFRSs that have been issued, but yet to be effective are currently being assessed by the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

2. BASIS OF PREPARATION (CONT'D)

2.4 Functional and presentation currency

The financial statements of the Group and of Company are measured using the currency of the primary economic environment in which it operates ("the functional currency"). The financial statements are presented in Ringgit Malaysia ("RM"), which is also the Group's and the Company's functional currency.

2.5 Basis of measurement

The financial statements of the Group and the Company have been prepared on the historical cost basis, except as otherwise disclosed in Note 3.

2.6 Use of estimates and judgement

The preparation of financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. It also requires Directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the Directors' best knowledge of current events and actions, actual results may differ.

The areas involving higher degree of judgement or complexity, or areas where assumptions and estimates that are significant to the financial statements are disclosed in Note 4.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Unless otherwise stated, the following accounting policies have been applied consistently to the financial years presented in the financial statements of the Group and of the Company.

3.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

(a) Subsidiary and business combination

Subsidiaries are entities over which the Group is exposed, or has rights, to variable returns from its involvement with the acquirees and has the ability to affect those returns through its power over the acquirees.

The financial statements of subsidiaries are included in the consolidated financial statements from the date the Group obtains control of the acquirees until the date the Group loses control of the acquirees.

The Group applies the acquisition method to account for business combinations from the acquisition date.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.1 Basis of consolidation (cont'd)****(a) Subsidiary and business combination (cont'd)**

Acquisition of entities under a reorganisation scheme does not result in any change in economic substance. Accordingly, the consolidated financial statements of the Company are a continuation of the acquired entity and is accounted for as follows:

- the assets and liabilities of the acquired entity are recognised and measured in the consolidated financial statements at the pre-combination carrying amounts, without restatement to fair value;
- the retained earnings and other equity balances of acquired entity immediately before the business combination are those of the Group; and
- the equity structure, however, reflects the equity structure of the Company and the differences arising from the change in equity structure of the Group will be accounted for in other reserves.

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

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statements of financial position. Any gain or loss arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the former subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an associate, a joint venture, a financial asset.

Changes in the Group's ownership interest in a subsidiary that do not result in loss of control are accounted for as equity transactions. The difference between the Group's share of net assets before and after the change, and the fair value of the consideration received or paid, is recognised directly in equity.

(b) Non-controlling interests

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company and are presented separately in the consolidated statements of financial position within equity.

Losses attributable to the non-controlling interests are allocated to the non-controlling interests even if the losses exceed the non-controlling interests.

(c) Transactions eliminated on consolidation

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

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

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

3.2 Separate financial statements

In the Company's statements of financial position, investment in subsidiaries is measured at cost less any accumulated impairment losses, unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs. The policy for the recognition and measurement of impairment losses shall be applied on the same basis as would be required for impairment of non-financial assets as disclosed in Note 3.10(b).

3.3 Foreign currency transactions

Translation of foreign currency transactions

Foreign currency transactions are translated to the functional currency of the Group and the Company using the exchange rates prevailing at the transaction dates.

At the end of each reporting date, monetary items denominated in foreign currencies are retranslated at the exchange rates prevailing at the reporting date.

Foreign exchange differences arising on settlement or retranslation of monetary items are recognised in profit or loss.

Non-monetary items denominated in foreign currency that are measured at fair value are retranslated at the exchange rates prevailing at the dates the fair values were determined. Non-monetary items denominated in foreign currency that are measured at historical cost are translated at the historical rates as at the dates of the initial transactions.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss, respectively).

3.4 Financial instruments

Financial instruments are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instruments.

Except for the trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient, the financial instruments are recognised initially at its fair value plus or minus, transaction costs that are directly attributable to the acquisition or issue of the financial asset and financial liability. Trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient are measured at the transaction price determined under MFRS 15.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.4 Financial instruments (cont'd)****(a) Subsequent measurement**

The Group and the Company categorise the financial instruments as follows:

(i) Financial assets

The classification depends on the Group and the Company's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

The Group and the Company reclassify financial assets when and only when their business models for managing those assets change.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's and the Company's business model for managing the asset and the cash flow characteristics of the asset. The Group and the Company classify and measure their financial assets at amortised cost.

Financial assets that are held for collection of contractual cash flows and those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. The policy for the recognition and measurement of impairment is in accordance with Note 3.10(a). Gains and losses are recognised in profit or loss when the financial asset is derecognised, modified or impaired.

(ii) Financial liabilities

The Group and the Company classify and measure their financial liabilities at amortised cost.

Subsequent to initial recognition, financial liabilities are measured at amortised cost using effective interest method. Gains and losses are recognised in profit or loss when the financial liabilities are derecognised and through the amortisation process.

(b) Financial guarantee contracts

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

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the liability is measured at the higher of the amount of the loss allowance determined in accordance with Section 5.5 of MFRS 9 and the amount initially recognised, when appropriate, the cumulative amount of income recognised in accordance with the principles of MFRS 15.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

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

3.4 Financial instruments (cont'd)

(c) Regular way purchase or sale of financial assets

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

A regular way purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting (i.e. the date the Group and the Company commit themselves to purchase or sell an asset).

Trade date accounting refers to:

- (i) the recognition of an asset to be received and the liability to pay for it on the trade date; and
- (ii) derecognition of an asset that is sold, recognition of any gain or loss on disposal and the recognition of a receivable from the buyer for payment on the trade date.

Generally, interest does not start to accrue on the asset and corresponding liability until the settlement date when title passes.

(d) Derecognition

A financial asset or a part of it is derecognised when, and only when:

- (i) the contractual rights to receive cash flows from the financial asset expire, or
- (ii) the Group and the Company have transferred their rights to receive cash flows from the asset or have assumed an obligation to pay the received cash flows in full without material delay to a third party; and either (a) the Group and the Company have transferred substantially all the risks and rewards of the asset, or (b) the Group and the Company have neither transferred nor retained substantially all the risks and rewards of the asset, but have transferred control of the asset.

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

On derecognition of a financial asset, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

A financial liability or a part of it is derecognised when, and only when the obligation specified in the contract is discharged, cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount 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)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.4 Financial instruments (cont'd)****(e) Offsetting of financial instruments**

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

In accounting for a transfer of a financial asset that does not qualify for derecognition, the entity shall not offset the transferred asset and the associated liability.

3.5 Property, plant and equipment**(a) Recognition and measurement**

Property, plant and equipment (other than land and buildings) are measured at cost less accumulated depreciation and any accumulated impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 3.10(b).

Freehold land and buildings are measured at fair value, based on valuations by external independent valuers, less accumulated depreciation on buildings and any accumulated impairment losses recognised after the date of revaluation. Valuations are performed with sufficient regularity to ensure that the fair value of the freehold land and buildings does not differ materially from the carrying amount. Any accumulated depreciation as at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

A revaluation surplus is recognised in other comprehensive income and credited to the revaluation reserve. However, the increase shall be recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss. If an asset's carrying amount is decreased as a result of a revaluation, the decrease shall be recognised in profit or loss. However, the decrease shall be recognised in other comprehensive income to the extent of any credit balance existing in the revaluation reserve in respect of that asset.

The revaluation reserve is transferred to retained earnings as the assets are used. The amount of revaluation reserve transferred is the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.5 Property, plant and equipment (cont'd)****(b) Subsequent costs**

The cost of replacing a part of an item of property, plant and equipment is included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the part will flow to the Group and the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss as incurred.

(c) Depreciation

Freehold land has unlimited useful life and therefore is not depreciated.

All other property, plant and equipment are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

	Useful lives (years)
Freehold buildings	50
Plant and machineries	10
Motor vehicles	5
Furniture and fittings	10
Office equipment	10
Computer hardware and software	5
Renovation	10

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

(d) Derecognition

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

3.6 Leases**(a) Definition of a lease**

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

- the contract involves the use of an identified asset;
- the Group and the Company have the right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use; and
- the Group and the Company have the right to direct the use of the asset.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.6 Leases (cont'd)****(b) Lessee accounting**

At the lease commencement date, the Group and the Company recognise a right-of-use ("ROU") asset and a lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

ROU asset

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

The ROU asset is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities. The ROU asset is depreciated over the shorter of the asset's useful lives and the lease term on a straight-line basis. If the Group and the Company are reasonably certain to exercise a purchase option, the ROU asset is depreciated over the useful life of the underlying asset. The depreciation starts from the commencement date of the underlying asset. The policy for the recognition and measurement of impairment losses is in accordance with Note 3.10(b).

Lease liability

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 and the Company use their incremental borrowing rate.

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

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date; and
- the exercise price of a purchase option, if the lessee is reasonably certain to exercise that option.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.6 Leases (cont'd)****(b) Lessee accounting (cont'd)**Lease liability (cont'd)

The Group and the Company remeasure the lease liability (and makes a corresponding adjustment to the related ROU asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of the lease liability and the ROU asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “administrative expenses” in the statements of comprehensive income.

The Group and the Company have elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Short-term leases and leases of low value assets

The Group and the Company have elected not to recognise ROU assets and lease liabilities for short-term leases and leases of low value assets. The Group and the Company recognise the lease payments as an operating expense on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.6 Leases (cont'd)****(c) Lessor accounting**

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases that do not meet this criterion are classified as operating leases.

When the Group and the Company are intermediate lessors, they account for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease. If a head lease is a short-term lease to which the Group applies the exemption described in Note 3.6(b), then it classifies the sub-lease as an operating lease.

If an entity in the Group is a lessor in a finance lease, it derecognises the underlying asset and recognises a lease receivable at an amount equal to the net investment in the lease. Finance income is recognised in profit or loss based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

If an entity in the Group is a lessor in an operating lease, the underlying asset is not derecognised but is presented in the statements of financial position according to the nature of the asset. Lease income from operating leases is recognised in profit or loss on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished.

When a contract includes lease and non-lease components, the Group and the Company apply MFRS 15 to allocate the consideration under the contract to each component.

3.7 Investment properties

Investment properties are properties held to earn rental income or for capital appreciation or both.

Investment properties are initially measured at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair values of investment properties are recognised in profit or loss for the period in which they arise.

Cost includes purchase price and any directly attributable costs incurred to bring the property to its present location and condition intended for use as an investment property.

An investment property is derecognised on its disposal or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gains and losses arising from derecognition of the asset is recognised in the profit or loss.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property carried at fair value to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. For a transfer from owner-occupied property to investment property, any difference arising on the date of change in use between the carrying amount of the item immediately prior to transfer and its fair value is recognised directly in equity as a revaluation of property, plant and equipment.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

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

3.8 Inventories

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

Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- raw materials: purchase costs on a first-in first-out basis.
- finished goods: purchase costs on a first-in first-out basis.

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

3.9 Cash and cash equivalents

For the purpose of the statements of cash flows, cash and cash equivalents comprise bank balances and deposits and other short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change of value.

3.10 Impairment of assets

(a) Impairment of financial assets and contract asset

Financial assets measured at amortised cost and contract asset will be subject to the impairment requirement in MFRS 9 which is related to the accounting for expected credit losses on the financial assets. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

The Group and the Company measure loss allowance at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12-month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

For trade receivables and contract asset, the Group applies the simplified approach permitted by MFRS 9 to measure the loss allowance at an amount equal to lifetime expected credit losses.

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

The Group and the Company assume that the credit risk on a financial asset has increased significantly if it is more than 120 days past due.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.10 Impairment of assets (cont'd)****(a) Impairment of financial assets and contract asset (cont'd)**

The Group and the Company consider a financial asset to be in default when:

- the debtor is unable to pay its credit obligations to the Group and the Company in full, without taking into account any credit enhancements held by the Group and the Company; or
- the contractual payment of the financial asset is more than 120 days past due unless the Group and the Company have reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of lifetime expected credit losses that represent the expected credit losses that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

Expected credit losses are a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

Expected credit losses are discounted at the effective interest rate of the financial assets.

At each reporting date, the Group and the Company assess whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the issuer or the debtor;
- a breach of contract, such as a default of past due event;
- the lender(s) of the debtor, for economic or contractual reasons relating to the debtor's financial difficulty, having granted to the debtor a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

The amount of impairment losses (or reversal) shall be recognised in profit or loss, as an impairment gain or loss.

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

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

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

3.10 Impairment of assets (cont'd)

(b) Impairment of non-financial assets

The carrying amount of non-financial assets (except for inventories, contract asset, deferred tax assets and investment properties measured at fair value) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the Group and the Company make an estimate of the asset's recoverable amount.

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

The recoverable amount of an asset of a CGU is the higher of its fair value less costs of disposal and its value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. In determining the fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where the carrying amount of an asset exceeds the recoverable amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Impairment losses are recognised in profit or loss, except for assets that were previously revalued with the revaluation surplus recognised in other comprehensive income. In the latter case, the impairment is recognised in other comprehensive income up to the amount of any previous revaluation.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. An impairment loss is reversed only if there has been a change in the estimates used to determine the assets recoverable amount since the last impairment loss was recognised. Reversal of impairment loss is restricted by the asset's carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

3.11 Share capital

Ordinary shares are equity instruments. An equity instrument is a contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.12 Employee benefits****(a) Short-term employee benefits**

Short-term employee benefit obligations in respect of wages, salaries, social security contributions, annual bonuses, paid annual leave, sick leave and non-monetary benefits are recognised as an expense in the profit or loss in the financial year where the employees have rendered their services to the Group and to the Company.

(b) Defined contribution plans

As required by law, the Group and the Company contribute to the Employees Provident Fund ("EPF"), the national defined contribution plan. Such contributions are recognised as an expense in the profit or loss in the financial year where the employees have rendered their services to the Group and to the Company.

3.13 Revenue and other income

The Group and the Company recognise revenue that depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Group and the Company expect to be entitled in exchange for those goods or services.

Revenue recognition of the Group and of the Company are applied for each contract with a customer or a combination of contracts with the same customer (or related parties of the customer). For practical expedient, the Group and the Company applied revenue recognition to a portfolio of contracts (or performance obligations) with similar characteristics if the Group and the Company reasonably expect that the effects on the financial statements would not differ materially from recognising revenue on the individual contracts (or performance obligations) within that portfolio.

The Group and the Company measure revenue from sale of good at its transaction price, being the amount of consideration to which the Group and the Company expect to be entitled in exchange for transferring promised good or service to a customer, excluding amounts collected on behalf of third parties such as sales and services tax, adjusted for the effects of any variable consideration, constraining estimates of variable consideration, significant financing components, non-cash consideration and consideration payable to customer. If the transaction price includes variable consideration, the Group and the Company use the expected value method by estimating the sum of probability-weighted amounts in a range or possible consideration amounts, or the most likely outcome method, depending on which method the Group and the Company expect to better predict the amount of consideration to which it is entitled.

For contract with separate performance obligations, the transaction price is allocated to the separate performance obligations on the relative stand-alone selling price basis. If the standalone selling price is not directly observable, the Group and the Company estimate it by using the costs plus margin approach.

Revenue from contract with customers is recognised by reference to each distinct performance obligation in the contract with customer, i.e. when or as a performance obligation in the contract with customers is satisfied. A performance obligation is satisfied when or as the customer obtains control of the good or service underlying the particular performance obligation, which the performance obligation may be satisfied at a point in time or over time.

Financing components

The Group has applied the practical expedient for not to adjust the promised amount of consideration for the effects of a significant financing components if the Group expects that the period between the transfer of the promised goods or services to the customer and payment by the customer will be one year or less.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

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

3.13 Revenue and other income (cont'd)

(a) Sale of goods

The Group manufactures and sells building material and hardware. Revenue from sale of manufactured goods are recognised at the point in time when control of the products has been transferred, being when the customer accepts the delivery of the goods.

The Group also sells electronic and solar energy products and systems. Revenue from sale of electronic and solar energy products and systems are recognised at the point in time when control of the products has been transferred, being when the customer accepts the delivery of the goods.

Sales are made with credit term of 30 to 120 days, therefore, no element of financing is deemed present. A receivable is recognised when the customer accepts the delivery of the goods as the consideration is unconditional other than the passage of time before the payment is due.

It is the Group's obligation to repair or replace faulty products under different warranty terms to customers.

(b) Interest income

Interest income is recognised using the effective interest method.

(c) Rental income

Rental income is recognised on straight-line basis over the lease term.

3.14 Borrowing costs

Borrowing costs are interests and other costs that the Group and the Company incur in connection with borrowing of funds.

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.

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

The Group and the Company begin capitalising borrowing costs when the Group and the Company have incurred the expenditures for the asset, incurred related borrowing costs and undertaken activities that are necessary to prepare the asset for its intended use or sale.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.15 Income tax**

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

(a) Current tax

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

(b) Deferred tax

Deferred tax is recognised using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amount in the statements of financial position. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unutilised tax losses and unused tax credits, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unutilised tax losses and unused tax credits can be utilised.

Deferred tax is not recognised if the temporary differences arise from the initial recognition of assets and liabilities in a transaction which is not a business combination and that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

Deferred tax is 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 tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Where investment properties are carried at fair value in accordance with the accounting policy as disclosed in Note 3.7, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within the business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

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

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

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

3.15 Income tax (cont'd)

(c) Sales and services tax ("SST")

Revenue, expenses and assets are recognised net of the amount of SST except:

- where the SST incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the SST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of SST included.

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

3.16 Earnings per share

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

3.17 Fair value measurements

Fair value of an asset or a liability, except for lease transactions, is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

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

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

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

There was no transfer between levels of the fair value hierarchy during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**3.18 Contingencies**

A contingent liability or asset is a possible obligation or asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future event(s) not wholly within the control of the Group and of the Company.

Contingent liability is also referred as a present obligation that arises from past events but is not recognised because:

- (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (b) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities and assets are not recognised in the statements of financial position.

3.19 Contract asset/(liability)

Contract asset is the right to consideration in exchange for goods or services transferred to the customers when that right is conditioned on something other than the passage of time (for example, the Group's future performance). The policy for the recognition and measurement of impairment losses is in accordance with Note 3.10.

Contract liability is the obligation to transfer goods or services to customers for which the Group has received the consideration or has billed the customers.

3.20 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Managing Director of the Group, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision-maker that makes strategic decisions.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect in determining the amount recognised in the financial year include the following:

4.1 Impairment of trade receivables

The impairment provisions for trade receivables are based on assumptions about risk of default and expected loss rate. The Group uses judgement in making these assumptions and selecting inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

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

The information about the impairment losses on the Group's trade receivables are disclosed in Note 25(b).

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

5. PROPERTY, PLANT AND EQUIPMENT

Group	Note	Freehold land RM	Freehold buildings RM	Plant and machineries RM	Motor vehicles RM	Furniture and fittings RM	Office equipment RM	Computer software and hardware RM	Renovation RM	Right-of- use assets RM	Total RM
Cost/revaluation											
At 1 September 2020		5,120,000	3,320,000	2,113,370	1,176,486	260,080	268,274	119,052	534,488	171,506	13,083,256
Additions		-	-	38,334	86,178	12,405	40,085	21,830	-	111,350	310,182
Lease modification		-	-	-	-	-	-	-	-	(32,268)	(32,268)
At 31 August 2021		5,120,000	3,320,000	2,151,704	1,262,664	272,485	308,359	140,882	534,488	250,588	13,361,170
Additions		-	-	251,105	-	53,358	27,180	34,330	27,749	316,775	710,497
Disposals		-	-	-	(76,529)	-	-	-	-	-	(76,529)
Lease modification		-	-	-	-	-	-	-	-	(28,238)	(28,238)
At 31 August 2022		5,120,000	3,320,000	2,402,809	1,186,135	325,843	335,539	175,212	562,237	539,125	13,966,900
Accumulated depreciation and impairment loss											
At 1 September 2020		-	66,400	1,531,486	1,056,813	175,882	184,628	113,141	257,918	63,778	3,450,046
Depreciation charge for the financial year	20	-	66,400	120,600	87,695	25,908	22,882	4,745	52,056	57,043	437,329
Lease modification		-	-	-	-	-	-	-	-	(18,823)	(18,823)
At 31 August 2021		-	132,800	1,652,086	1,144,508	201,790	207,510	117,886	309,974	101,998	3,868,552
Depreciation charge for the financial year	20	-	112,622	127,143	34,450	22,358	20,655	10,440	41,982	87,414	457,064
Disposals		-	-	-	(76,529)	-	-	-	-	-	(76,529)
Lease modification		-	-	-	-	-	-	-	-	(27,408)	(27,408)
At 31 August 2022		-	245,422	1,779,229	1,102,429	224,148	228,165	128,326	351,956	162,004	4,221,679

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

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

Group	Freehold land RM	Freehold buildings RM	Plant and machineries RM	Motor vehicles RM	Furniture and fittings RM	Office equipment RM	Computer software and hardware RM	Renovation RM	Right-of-use assets RM	Total RM
Net carrying amount										
At 31 August 2021										
- At cost	-	-	499,618	118,156	70,695	100,849	22,996	224,514	148,590	1,185,418
- At revaluation	5,120,000	3,187,200	-	-	-	-	-	-	-	8,307,200
	5,120,000	3,187,200	499,618	118,156	70,695	100,849	22,996	224,514	148,590	9,492,618
At 31 August 2022										
- At cost	-	-	623,580	83,706	101,695	107,374	46,886	210,281	377,121	1,550,643
- At revaluation	5,120,000	3,074,578	-	-	-	-	-	-	-	8,194,578
	5,120,000	3,074,578	623,580	83,706	101,695	107,374	46,886	210,281	377,121	9,745,221

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

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

(a) Assets pledged as security

	2022 RM	Group 2021 RM
Freehold land	5,120,000	5,120,000
Freehold buildings	3,074,578	3,187,200
	8,194,578	8,307,200

Freehold land and buildings have been pledged as security to secure credit facilities of the Group as disclosed in Note 13.

(b) Right-of-use assets

The Group leases several assets including apartments and motor vehicles.

Information about leases for which the Group is a lessee are presented below:

	Apartments RM	Motor vehicles RM	Total RM
Group			
Carrying amount			
At 1 September 2020	41,128	66,600	107,728
Additions	111,350	–	111,350
Lease modification	(13,445)	–	(13,445)
Depreciation	(34,843)	(22,200)	(57,043)
At 31 August 2021	104,190	44,400	148,590
Additions	89,080	227,695	316,775
Lease modification	(830)	–	(830)
Depreciation	(55,727)	(31,687)	(87,414)
At 31 August 2022	136,713	240,408	377,121

The Group leases apartments for staff accommodations. The leases for apartments generally have lease term between 2 to 3 years.

The Group also leases motor vehicles with lease term between 4 to 5 years.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

5. PROPERTY, PLANT AND EQUIPMENT (CONT'D)**(c) Fair value information**

Fair value of freehold land and buildings are categorised as follows:

	2022 RM	Group Level 2 2021 RM
Freehold land	5,120,000	5,120,000
Freehold buildings	3,074,578	3,187,200
	8,194,578	8,307,200

There are no Level 1 and Level 3 freehold land and buildings or transfers between Level 1, Level 2 and Level 3 during the financial year.

Level 2 fair value

Level 2 fair value of freehold land and buildings have been derived using the sales comparison approach. Sales price of comparable property in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square meter of comparable property.

Valuation processes applied by the Group

The fair value of freehold land and buildings was determined on 19 September 2022, being the date of valuation, by an external independent property valuer, a member of the Institute of Valuers in Malaysia, with appropriate recognised professional qualifications and recent experience in the location and category of property being valued. There has been no change to the valuation technique during the financial year.

- (d) Had the revalued freehold land and buildings been carried at historical cost less accumulated depreciation less accumulated impairment loss, the net carrying amount of the freehold land and buildings that would have been included in the financial statements of the Group are as follows:

	2022 RM	Group 2021 RM
Freehold land	2,646,577	2,646,577
Freehold buildings	411,657	422,032
	3,058,234	3,068,609

NOTES TO THE FINANCIAL STATEMENTS

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6. INVESTMENT PROPERTY

	2022 RM	Group 2021 RM
At fair value:		
At 1 September / 31 August	300,000	300,000

Investment property with a carrying amount of RM300,000 (2021: RM300,000) has been pledged as security to secure credit facilities of the Group as disclosed in Note 13.

There is no rental income generated from the investment property. The direct operating expenses incurred for the investment property are RM1,447 during the financial year (2021: RM3,250).

Fair value information

Fair value of investment property is categorised as follows:

	2022 RM	Group Level 2 2021 RM
Building	300,000	300,000

Level 2 fair value

Level 2 fair value of investment property have been derived using the sales comparison approach. Sales price of comparable property in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square meter of comparable property.

Valuation processes applied by the Group

The fair value of investment property was determined by an external independent property valuer, a member of the Institute of Valuers in Malaysia, with appropriate recognised professional qualifications and recent experience in the location and category of property being valued. There has been no change to the valuation technique during the financial year.

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7. INVESTMENT IN SUBSIDIARIES

	Company	
	2022 RM	2021 RM
At cost:		
Unquoted shares	26,006,090	26,006,090

Details of the subsidiaries are as follows:

Name of Company	Country of incorporation	Ownership interest		Principal activities
		2022	2021	
Econframe Marketing Sdn. Bhd.	Malaysia	100%	100%	Manufacturing and sales of doors, door and window frames and trading of ironmongery
Econframe Pre-Hung Doors Sdn. Bhd.	Malaysia	100%	100%	Trading of doors
Eframe Technology Sdn. Bhd.	Malaysia	100%	100%	Trading of electronics and electrical systems and accessories
Eframe Solartech Sdn. Bhd.	Malaysia	60%	60%	Trading and provision of installation services for solar energy products and systems

(a) Non-controlling interests in a subsidiary

The financial information of the Group's and the Company's subsidiary that has non-controlling interests are as follows:

Equity interest held by non-controlling interests:

Name of Company	Country of incorporation	Ownership interest	
		2022	2021
Eframe Solartech Sdn. Bhd.	Malaysia	40%	40%

NOTES TO THE FINANCIAL STATEMENTS

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7. INVESTMENT IN SUBSIDIARIES (CONT'D)

(a) Non-controlling interests in a subsidiary (cont'd)

Carrying amount of non-controlling interests:

Name of Company	2022 RM	2021 RM
Eframe Solartech Sdn. Bhd.	(26,677)	(24,974)

Loss allocated to non-controlling interests:

Name of Company	2022 RM	2021 RM
Eframe Solartech Sdn. Bhd.	(1,703)	(28,974)

(b) Summarised financial information of non-controlling interests

The summarised financial information (before intra-group elimination) of the Group's and the Company's subsidiary that has non-controlling interests are as follow:

	2022 RM	2021 RM
Eframe Solartech Sdn. Bhd.		
Summarised statement of financial position		
As at 31 August		
Current assets	141,565	246,783
Current liabilities	(208,257)	(309,218)
	(66,692)	(62,435)
Summarised statement of comprehensive loss		
Financial year/period ended 31 August		
Loss for the financial year/period, representing total comprehensive loss for the financial period	(4,257)	(72,435)
Summarised statement of cash flows		
Financial year/period ended 31 August		
Cash flows from/(used in) operating activities	49,751	(143,973)
Cash flows from investing activity	–	–
Cash flows from financing activity	30,000	170,951
	79,751	26,978

NOTES TO THE FINANCIAL STATEMENTS

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8. INVENTORIES

	2022 RM	Group 2021 RM
At cost		
Raw materials	10,744,887	5,604,725
Finished goods	3,950,165	2,904,069
	14,695,052	8,508,794

The cost of inventories of the Group recognised as an expense in cost of sales during the financial year was RM34,062,334 (2021: RM24,373,414).

9. TRADE AND OTHER RECEIVABLES

	Note	2022 RM	Group 2021 RM	2022 RM	Company 2021 RM
Current Trade					
Trade receivables	(a)	20,512,254	12,681,771	–	–
Non-trade					
Other receivables		–	6,650	–	–
Deposits		1,591,573	2,955,680	–	–
Prepayments		913,826	668,521	12,324	21,200
Amount owing by subsidiaries	(b)	–	–	3,039,698	39,698
		2,505,399	3,630,851	3,052,022	60,898
Total trade and other receivables		23,017,653	16,312,622	3,052,022	60,898

(a) Trade receivables

Trade receivables are non-interest bearing and normal credit terms offered by the Group ranged from 30 days to 120 days from the date of invoices. Other credit terms are assessed and approved on a case by case basis.

(b) Amount owing by subsidiaries

Amount owing by subsidiaries is unsecured, non-interest bearing, repayable on demand and is expected to be settled in cash.

The information about the credit exposures are disclosed in Note 25(b)(i).

NOTES TO THE FINANCIAL STATEMENTS

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10. CASH AND SHORT-TERM DEPOSITS

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Cash and bank balances	10,507,641	6,245,638	543,488	1,520,875
Short-term deposits	16,253,071	18,175,303	13,004,382	15,088,915
	26,760,712	24,420,941	13,547,870	16,609,790

For the purpose of the statements of cash flows, cash and cash equivalents comprise of the following:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Short-term deposits	16,253,071	18,175,303	13,004,382	15,088,915
Less: Pledged deposits	(3,006,254)	(2,847,632)	–	–
	13,246,817	15,327,671	13,004,382	15,088,915
Cash and bank balances	10,507,641	6,245,638	543,488	1,520,875
	23,754,458	21,573,309	13,547,870	16,609,790

Short-term deposits placed with licensed banks of the Group have been pledged to the licensed banks to secure credit facilities granted to the Group as disclosed in Note 13.

11. SHARE CAPITAL

	Group and Company			
	Number of ordinary shares		Amount	
	2022 Unit	2021 Unit	2022 RM	2021 RM
Issued and fully paid-up with no par value:				
At 1 September	325,000,000	260,000,000	43,330,082	26,000,090
Issuance of ordinary shares	–	65,000,000	–	18,200,000
New shares issuance expense for the IPO	–	–	–	(870,008)
At 31 August	325,000,000	325,000,000	43,330,082	43,330,082

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meeting of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

In the previous financial year, the Company issued 65,000,000 new ordinary shares at a price of RM0.28 per ordinary share pursuant to the IPO of the Company on the ACE Market of Bursa Malaysia Securities Berhad on 27 October 2020.

The new ordinary shares issued in the previous financial year ranked pari passu in all respects with the existing ordinary shares of the Company.

NOTES TO THE FINANCIAL STATEMENTS

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12. OTHER RESERVES

	2022 RM	Group 2021 RM
Revaluation reserve	4,355,222	4,410,821
Reorganisation reserve	(25,825,125)	(25,825,125)
	(21,469,903)	(21,414,304)

- (a) Revaluation reserve relates to the revaluation of the Group's freehold land and buildings.
- (b) Reorganisation reserve represents the difference between the purchase consideration to acquire subsidiaries and the share capital of the Company.

13. LOANS AND BORROWINGS

	Note	2022 RM	Group 2021 RM
Non-current:			
Term loans	(a)	79,667	248,471
Lease liabilities	(b)	165,359	84,446
		245,026	332,917
Current:			
Term loans	(a)	154,407	210,386
Lease liabilities	(b)	117,860	66,147
		272,267	276,533
Total loans and borrowings:			
Term loans	(a)	234,074	458,857
Lease liabilities	(b)	283,219	150,593
		517,293	609,450

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

13. LOANS AND BORROWINGS (CONT'D)

(a) Term loans

Term loans of the Group bear interests ranging from 3.44% to 4.04% (2021: 3.44% to 3.54%) per annum and are repayable by monthly instalments of RM3,364 to RM7,859 over 5 to 7 years commencing from the day of first drawdown and are secured and supported as follows:

- (i) Legal charge over the freehold land and buildings of a subsidiary as disclosed in Note 5;
- (ii) Legal charge over the freehold building of a subsidiary as disclosed in Note 6; and
- (iii) Short-term deposits with interest capitalised as disclosed in Note 10.

(b) Lease liabilities

Certain property, plant and equipment of the Group as disclosed in Note 5 are pledged for leases. Such leases do not have terms for renewal which would give the Group an option to purchase at nominal values at the end of the lease term. The effective interest in the leases ranging from 2.33% to 6.25% (2021: 3.43% to 5.82%) per annum.

Future minimum lease payments together with the present value of net minimum lease payments are as follows:

	2022 RM	Group 2021 RM
Minimum lease payments:		
Not later than one year	128,256	70,900
Later than one year and not later than five years	174,411	86,775
	302,667	157,675
Less: Future finance charges	(19,448)	(7,082)
Present value of minimum lease payments	283,219	150,593
Present value of minimum lease payments payable:		
Not later than one year	117,860	66,147
Later than one year and not later than five years	165,359	84,446
	283,219	150,593

NOTES TO THE FINANCIAL STATEMENTS

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14. DEFERRED TAX LIABILITIES

Deferred tax relates to the following:

	As at 1 September 2020 RM	Recognised in profit or loss RM (Note 22)	Reversal of deferred tax liabilities RM	As at 31 August 2021 RM
Group				
Deferred tax liabilities:				
Property, plant and equipment	338,308	15,062	–	353,370
Revaluation surplus on property, plant and equipment	1,091,696	(17,557)	(135,036)	939,103
	1,430,004	(2,495)	(135,036)	1,292,473
	As at 1 September 2021 RM	Recognised in profit or loss RM (Note 22)		As at 31 August 2022 RM
Group				
Deferred tax liabilities:				
Property, plant and equipment	353,370	18,960		372,330
Revaluation surplus on property, plant and equipment	939,103	(17,557)		921,546
	1,292,473	1,403		1,293,876

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

15. TRADE AND OTHER PAYABLES

		Group		Company	
	Note	2022 RM	2021 RM	2022 RM	2021 RM
Current Trade					
Trade payables	(a)	6,048,448	1,777,559	–	–
Non-trade					
Other payables		568,525	227,994	746	5,735
Accruals		850,940	543,137	94,787	82,165
Customers' deposits		836,672	379,103	–	–
		2,256,137	1,150,234	95,533	87,900
Total trade and other payables		8,304,585	2,927,793	95,533	87,900

(a) Trade payables

Trade payables are non-interest bearing and are normally settled within 30 days to 60 days.

For explanation on the Group's and the Company's liquidity risk management processes, refer to Note 25(b)(ii).

16. CONTRACT ASSET/(LIABILITY)

The contract asset is the timing differences in revenue recognition and billings in respect of the services provided by the Group.

The contract liability is relating to advance payment by customer for future services provided by the Group.

Significant changes in contract balances during the financial year are as follows:

	Group	
	2022 RM	2021 RM
Contract asset/(liability)		
At 1 September	(130,542)	–
Increase due to consideration received from customer, but revenue not recognised	–	(130,542)
Revenue recognised during the financial year	418,807	–
Transfer to receivables	(263,747)	–
At 31 August	24,518	(130,542)

NOTES TO THE FINANCIAL STATEMENTS

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17. REVENUE

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Revenue from contract customers:				
At a point in time:				
Sales of goods	59,394,512	40,985,164	–	–
Revenue from other source:				
Dividend income	–	–	2,000,000	2,000,000
	59,394,512	40,985,164	2,000,000	2,000,000

Transaction price allocated to the remaining performance obligations

The Group applies the practical expedient in paragraph 121(a) of MFRS 15 and does not disclose information about the remaining performance obligations that have original expected durations of one year or less.

18. OTHER INCOME

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Rental income	31,333	31,850	–	–
Interest income	310,878	265,255	243,724	89,719
Gain on lease modification	49	334	–	–
Gain on disposal of property, plant and equipment	42,817	–	–	–
Realised foreign exchange gain	25,877	3,100	–	–
Net unrealised foreign exchange gain	15,914	8,142	–	–
Wage Subsidy Program by Government of Malaysia	36,000	52,800	–	–
Others	19,720	46,715	–	93
	482,588	408,196	243,724	89,812

NOTES TO THE FINANCIAL STATEMENTS

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19. FINANCE COSTS

	2022 RM	Group 2021 RM
Interest expense on:		
- Term loans	14,291	25,245
- Lease liabilities	6,970	5,665
	21,261	30,910

20. PROFIT BEFORE TAX

Other than disclosed elsewhere in the financial statements, the following items have been charged in arriving at profit before tax:

	2022 RM	Group 2021 RM	Company 2022 RM	2021 RM
Auditors' remuneration	128,000	128,000	63,000	63,000
Depreciation of property, plant and equipment	457,064	437,329	–	–
Bad debts written off	61,650	36,394	–	–
Incorporation fee	–	2,170	–	–
Realised foreign exchange loss	127,755	113,944	–	–
Employee benefits expense	4,486,470	3,761,412	241,000	232,000
Expenses relating to short-term lease	96,625	22,800	–	–

21. EMPLOYEE BENEFITS EXPENSE

	2022 RM	Group 2021 RM	Company 2022 RM	2021 RM
Salaries, allowances and bonuses	4,092,501	3,414,589	241,000	232,000
Defined contribution plans	351,403	310,972	–	–
Other staff related benefits	42,566	35,851	–	–
	4,486,470	3,761,412	241,000	232,000

NOTES TO THE FINANCIAL STATEMENTS

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22. INCOME TAX EXPENSE

The major components of income tax expense for the financial year ended 31 August 2022 and financial year ended 31 August 2021 are as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Statements of comprehensive income				
Current income tax:				
- Current income tax charge	3,791,788	2,222,216	50,072	18,381
- (Over)/underprovision in respect of prior years	(14,871)	(116,909)	7	–
	3,776,917	2,105,307	50,079	18,381
Deferred tax (Note 14):				
- (Reversal)/origination of temporary differences	(1,135)	2,059	–	–
- Under/(overprovision) in respect of prior years	2,538	(4,554)	–	–
	1,403	(2,495)	–	–
Income tax expenses recognised in profit or loss	3,778,320	2,102,812	50,079	18,381

Domestic income tax is calculated at the Malaysian statutory income tax rate of 24% on the estimated chargeable profit for the financial year.

NOTES TO THE FINANCIAL STATEMENTS

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22. INCOME TAX EXPENSE (CONT'D)

The reconciliation from the tax amount at the statutory income tax rate to the Group's and the Company's tax expenses are as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Profit before tax	15,015,668	7,184,088	1,598,709	183,931
Tax at statutory income tax rate of 24%	3,603,760	1,724,181	383,690	44,143
Adjustments:				
Income not subject to tax	(14,095)	–	(480,000)	(480,000)
Non-deductible expenses	215,103	506,766	146,382	454,238
Crystallisation of revaluation reserves	(17,557)	(17,557)	–	–
Deductible temporary differences not recognised	3,442	10,885	–	–
(Over)/underprovision in respect of current income tax of prior years	(14,871)	(116,909)	7	–
Under/(overprovision) in respect of deferred tax of prior years	2,538	(4,554)	–	–
Income tax expense	3,778,320	2,102,812	50,079	18,381

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Note	Group	
		2022 RM	2021 RM
Unutilised tax losses			
- Expiring in year of assessment 2031	(a)	(72,435)	(72,435)
- Expiring in year of assessment 2032	(b)	(11,245)	–
Property, plant and equipment		(83,680)	(72,435)
		(8,312)	(5,217)
		(91,992)	(77,652)
Potential deferred tax benefit at 24%		22,078	18,636

(a) Unutilised tax losses can be carried forward for 10 consecutive years of assessment to offset against future taxable income (i.e. from year of assessment 2022 to 2031).

(b) Unutilised tax losses can be carried forward for 10 consecutive years of assessment to offset against future taxable income (i.e. from year of assessment 2023 to 2032).

NOTES TO THE FINANCIAL STATEMENTS

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23. EARNINGS PER SHARE

Basic earnings per share are based on the profit for the financial year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are based on the profit for the financial year attributable to owners of the Company and the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on conversion of all the diluted potential ordinary shares into ordinary shares.

The basic and diluted earnings per share are calculated as follows:

	2022 RM	Group 2021 RM
Profit attributable to owners of the Company	11,239,051	5,100,250
Weighted average number of ordinary shares for basic and diluted earnings per share	325,000,000	314,849,315
Basic and diluted earnings per ordinary share (sen)	3.46	1.62

The diluted earnings per share of the Company is equivalent to the basic earnings per share as the Company does not have any convertible securities as at the end of the financial year.

24. DIVIDEND

	Group and Company 2022 RM
Recognised during the financial year:	
Dividend on ordinary shares	
- Single-tier interim dividend of 0.5 sen per ordinary share for the financial year ended 31 August 2022, paid on 27 May 2022	1,625,000

NOTES TO THE FINANCIAL STATEMENTS

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25. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned as amortised cost:

	Carrying amount RM	Amortised cost RM
31 August 2022		
Financial assets		
Group		
Trade and other receivables less prepayments	22,103,827	22,103,827
Cash and short-term deposits	26,760,712	26,760,712
	48,864,539	48,864,539
Company		
Amount owing by subsidiaries	3,039,698	3,039,698
Cash and short-term deposits	13,547,870	13,547,870
	16,587,568	16,587,568
Financial liabilities		
Group		
Trade and other payables less SST payables	(7,850,781)	(7,850,781)
Term loans	(234,074)	(234,074)
	(8,084,855)	(8,084,855)
Company		
Other payables	(95,533)	(95,533)

NOTES TO THE FINANCIAL STATEMENTS

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25. FINANCIAL INSTRUMENTS (CONT'D)**(a) Categories of financial instruments (cont'd)**

	Carrying amount RM	Amortised cost RM
31 August 2021		
Financial assets		
Group		
Trade and other receivables less prepayments	15,644,101	15,644,101
Cash and short-term deposits	24,420,941	24,420,941
	40,065,042	40,065,042
Company		
Amount owing by subsidiaries	39,698	39,698
Cash and short-term deposits	16,609,790	16,609,790
	16,649,488	16,649,488
Financial liabilities		
Group		
Trade and other payables less SST payables	(2,756,604)	(2,756,604)
Term loans	(458,857)	(458,857)
	(3,215,461)	(3,215,461)
Company		
Other payables	(87,900)	(87,900)

(b) Financial risk management

The Group's and the Company's activities are exposed to a variety of financial risks arising from their operations and the use of financial instruments. The key financial risks are liquidity risk, credit risk and interest rate risk. The Group's and the Company's overall financial risk management objective is to optimise value for their shareholders. The Group and the Company do not trade in financial instruments.

The Board of Directors reviews and agrees to policies and procedures for the management of these risks, which are executed by the Company's senior management.

NOTES TO THE FINANCIAL STATEMENTS

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25. FINANCIAL INSTRUMENTS (CONT'D)**(b) Financial risk management (cont'd)****(i) Credit risk**

Credit risk is the risk of financial loss to the Group and the Company that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. The Group and the Company have a credit policy in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring procedures. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

Trade receivables and contract asset

As at the end of the financial year, the maximum exposure to credit risk arising from trade receivables and contract asset are represented by the carrying amounts in the statements of financial position.

The carrying amount of trade receivables and contract asset are not secured by any collateral or supported by any other credit enhancements. In determining the recoverability of these receivables, the Group considers any change in the credit quality of the receivables from the date the credit was initially granted up to the reporting date. The Group has adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Credit risk concentration profile

At the end of the financial year, the Group does not have any significant exposure to any individual customers.

The Group applies the simplified approach to measure expected credit losses prescribed by MFRS 9, which permits the use of the lifetime expected losses provision for all trade receivables and contract asset. To measure the expected credit losses, trade receivables have been grouped based on the days past due. The expected credit losses also incorporate forward-looking information. There is no expected credit loss recognised during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

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25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (cont'd)

(i) Credit risk (cont'd)

Trade receivables and contract asset (cont'd)

Credit risk concentration profile (cont'd)

The information about the credit risk exposure in the Group's trade receivables and contract asset are as follows:

	Contract asset RM	Current RM	Trade receivables					Total RM
			1 to 30 days past due RM	31 to 60 days past due RM	61 to 90 days past due RM	91 to 120 days past due RM	> 120 days past due RM	
Group								
At 31 August 2022								
Expected credit loss rate	0%	0%	0%	0%	0%	0%	0%	0%
Gross carrying amount	24,518	8,603,504	4,610,328	3,240,039	1,430,810	1,227,808	1,399,765	20,512,254
At 31 August 2021								
Expected credit loss rate	0%	0%	0%	0%	0%	0%	0%	0%
Gross carrying amount	-	3,479,960	1,582,119	2,367,187	1,604,551	1,302,813	2,345,141	12,681,771

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25. FINANCIAL INSTRUMENTS (CONT'D)**(b) Financial risk management (cont'd)****(i) Credit risk (cont'd)****Other receivables and other financial assets**

For other receivables and other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's and the Company's maximum exposure to credit risk arising from other receivables and other financial assets is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group and the Company consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group and the Company compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition.

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 120 days past due in making a contractual payment.

Some intercompany loans between related entities are repayable on demand. For loans that are repayable on demand, expected credit losses are assessed based on the assumption that repayment of the loan is demanded at the reporting date. If the debtor does not have sufficient highly liquid resources when the loan is demanded, the Company will consider the expected manner of recovery and recovery period of the intercompany loan.

As at the end of the report date, the Group and the Company did not recognise any loss allowance for impairment for other receivables and other financial assets. The Group and the Company consider the financial assets to have low credit risk.

Refer to Note 3.10(a) for the Group's and the Company's other accounting policies for impairment of financial assets.

(ii) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations when they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities between financial assets and liabilities. The Group's and the Company's exposure to liquidity risk arises principally from trade and other payables and loan and borrowings.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)**(b) Financial risk management (cont'd)****(ii) Liquidity risk (cont'd)**

The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by facilities. The Group and the Company maintain sufficient liquidity and available funds to meet daily cash needs, while maintaining controls and security over cash movements. The Group and the Company use a series of processes to obtain maximum benefits from its flow of funds, such that they are efficiently managed to maximise income from investment and minimise cost on borrowed funds. The Group's and the Company's finance department also ensures that there are sufficient unutilised stand-by facilities, funding and liquid assets available to meet both short-term and long-term funding requirements.

Maturity analysis

The maturity analysis of the Group's and the Company's financial liabilities by their relevant maturity at the reporting date based on contractual undiscounted repayment obligations are as follows:

	< ----- Contractual cash flows ----- >			
	Carrying amount RM	On demand or within 1 year RM	Between 1 and 5 years RM	Total RM
Group				
At 31 August 2022				
Trade and other payables				
less SST payables	7,850,781	7,850,781	–	7,850,781
Term loans	234,074	160,612	80,643	241,255
	8,084,855	8,011,393	80,643	8,092,036
At 31 August 2021				
Trade and other payables				
less SST payables	2,756,604	2,756,604	–	2,756,604
Term loans	458,857	239,073	241,256	480,329
	3,215,461	2,995,677	241,256	3,236,933
Company				
At 31 August 2022				
Other payables	95,533	95,533	–	95,533
At 31 August 2021				
Other payables	87,900	87,900	–	87,900

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial risk management (cont'd)

(iii) Interest rate risk

Interest rate risk is the risk of fluctuation in fair value or future cash flows of the Group's financial instruments as results of changes in market interest rates. The Group's exposure to interest rate risk arises primarily from their loans and borrowings with floating interest rates.

Sensitivity analysis for interest rate risk

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant on the Group's total equity and profit for the financial year.

	Carrying amount RM	Change in basis point	Effects on profit for the financial year/equity RM
Group			
At 31 August 2022			
Term loans	(234,074)	+ 50	889
		- 50	(889)
At 31 August 2021			
Term loans	(458,857)	+ 50	1,744
		- 50	(1,744)

(c) Fair value measurement

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

There have been no transfers between the fair value measurement hierarchy during the financial year ended 31 August 2022 and 31 August 2021.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

25. FINANCIAL INSTRUMENTS (CONT'D)**(c) Fair value measurement (cont'd)**

The following table provides the fair value measurement hierarchy of the Group's financial instruments:

		Fair value of financial instruments not carried at fair value			
	Carrying amount RM	< ----- Fair Value ----- >			
		Level 1 RM	Level 2 RM	Level 3 RM	Total RM
Group					
At 31 August 2022					
Financial liabilities					
Non-current					
Term loans	79,667	–	–	73,697	73,697
<hr/>					
At 31 August 2021					
Financial liabilities					
Non-current					
Term loans	248,471	–	–	229,078	229,078

Level 3 fair valueFair value of financial instruments not carried at fair value

The fair value of liability component of term loans is calculated based on the present value of future principal and interest cash flows, discounted at the market interest rate of similar liabilities.

26. COMMITMENTS

	Group	
	2022 RM	2021 RM
Approved capital expenditures not provided for in the financial statements:		
Property, plant and equipment		
- Contracted	854,732	1,090,837

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

27. RELATED PARTIES**(a) Identification of related parties**

Parties are considered to be related to the Group and the Company if the Group and the Company have the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operational decisions, or vice versa, or where the Group and the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties of the Group and the Company include:

- (i) Subsidiaries; and
- (ii) Key management personnel of the Group and the Company, comprise persons (including Directors) having the authority and responsibility for planning, directing and controlling the activities directly and indirectly.

(b) Significant related party transactions

Significant related party transactions other than disclosed elsewhere in the financial statements is as follow:

	Company
	2022 2021
	RM RM
Dividend income	
- Subsidiary	2,000,000 2,000,000

(c) Compensation of key management personnel

	Group		Company
	2022 2021		2022 2021
	RM RM		RM RM
Salaries, allowances and bonuses	1,788,901 1,401,292	241,000	232,000
Defined contribution plans	166,416 130,350	–	–
Other staff related benefits	9,878 7,585	–	–
	1,965,195 1,539,227	241,000	232,000

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

28. CAPITAL MANAGEMENT

The primary objective of the Group's and the Company's capital management is to ensure that they maintain a strong credit rating and healthy capital ratio in order to support their business and maximise shareholder value. The Group and the Company manage their capital structure and make adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group and the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies and processes during the financial year.

The Group and the Company monitor capital using gearing ratio. The gearing ratio is calculated as total debts divided by total equity. The gearing ratio as at 31 August 2022 and 31 August 2021 are as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Total debt	517,293	609,450	–	–
Total equity	63,510,904	53,898,556	42,494,127	42,570,497
Gearing ratio	0.8%	1.1%	N/A	N/A

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

The Group and the Company are not subject to externally imposed capital requirements.

29. SIGNIFICANT EVENTS DURING AND SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Other than as disclosed elsewhere in the financial statements, the significant events during and subsequent to the end of the financial year are as follows:

- (a) On 22 July 2022, the Company had announced that the Company proposes to undertake the bonus issue of warrants ("Warrants") of up to 162,500,000 warrants on the basis of 1 Warrant for every 2 existing ordinary shares held by the entitled shareholders on an entitlement date to be determined and announced later ("Proposed Bonus Issue of Warrants"). The Proposed Bonus Issue of Warrants was approved by the shareholders of the Company at the Extraordinary General Meeting held on 30 November 2022 and the Company had determined and announced 15 December 2022 as the entitlement date of the Warrants.
- (b) On 21 October 2022, the Company announced that its wholly-owned subsidiary, Econframe Marketing Sdn. Bhd., had entered into a conditional sale and purchase agreement with JC Senco Realty Sdn. Bhd. (formerly known as JC Jaya Realty Sdn. Bhd.), to acquire a parcel of industrial property comprising a single-storey warehouse with mezzanine floor and annexed double-storey office building, refuse chamber and guard house ("Property") for a cash consideration of RM8.13 million.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

30. SEGMENT INFORMATION

The Group prepared the following segment information in accordance with MFRS 8 *Operating Segments* based on the internal reports of the Group's strategic business units which are regularly reviewed by the Managing Director ("MD") for the purpose of making decisions about resource allocation and performance assessment.

The reportable operating segments are as follows:

Segments	Products and services
Manufacturing	Manufacture of doors, door and window frames
Trading	Trading of doors and ironmongery, trading and provision of installation services for solar energy products and systems
Investment holding	Investment holding and providing full corporate and financial support to the Group

Segment profit

Segment performance is used to measure performance as Group's MD believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Performance is evaluated based on operating profit or loss which is measured differently from operating profit or loss in the consolidated financial statements.

Segment assets

The total of segment assets is measured based on all assets of a segment, as included in the internal reports that are reviewed by the Group's MD.

Segment liabilities

Segment liabilities are not included in the internal reports that are reviewed by the Group's MD, hence no disclosures are made on segment liabilities.

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

30. SEGMENT INFORMATION (CONT'D)

	Manufacturing RM	Trading RM	Investment RM	Eliminations RM	Total RM
31 August 2022					
Revenue					
Revenue from external customers	50,044,465	9,350,047	–	–	59,394,512
Inter-segment revenue	722,206	–	2,000,000	(2,722,206)	–
	50,766,671	9,350,047	2,000,000	(2,722,206)	59,394,512
Results					
Depreciation	(440,979)	(43,158)	–	27,073	(457,064)
Employee benefits expense	(4,194,687)	(50,783)	(241,000)	–	(4,486,470)
Finance costs	(21,261)	(3,167)	–	3,167	(21,261)
Interest income	63,475	3,679	243,724	–	310,878
Other operating income	183,199	2,597	–	(30,000)	155,796
Unrealised gain on foreign exchange	15,914	–	–	–	15,914
Segment profit	12,922,126	2,494,593	1,598,709	(1,999,760)	15,015,668
Income tax expense	(3,577,682)	(150,559)	(50,079)	–	(3,778,320)
Profit for the financial year	9,344,444	2,344,034	1,548,630	(1,999,760)	11,237,348
Assets					
Addition to capital expenditure	710,497	–	–	–	710,497
Segmental assets	57,419,763	4,059,599	42,605,982	(29,542,188)	74,543,156

NOTES TO THE FINANCIAL STATEMENTS

(CONT'D)

30. SEGMENT INFORMATION (CONT'D)

	Manufacturing RM	Trading RM	Investment RM	Eliminations RM	Total RM
31 August 2021					
Revenue					
Revenue from external customers	33,471,199	7,513,965	–	–	40,985,164
Inter-segment revenue	429,650	–	2,000,000	(2,429,650)	–
	33,900,849	7,513,965	2,000,000	(2,429,650)	40,985,164
Results					
Depreciation	(409,094)	(55,308)	–	27,073	(437,329)
Employee benefits expense	(3,515,622)	(13,790)	(232,000)	–	(3,761,412)
Finance costs	(30,910)	(4,284)	–	4,284	(30,910)
Interest income	172,082	3,454	89,719	–	265,255
Other operating income	164,706	–	93	(30,000)	134,799
Unrealised gain on foreign exchange	8,142	–	–	–	8,142
Segment profit	7,252,296	1,746,504	183,931	(1,998,643)	7,184,088
Income tax expense	(1,984,553)	(99,878)	(18,381)	–	(2,102,812)
Profit for the financial year	5,267,743	1,646,626	165,550	(1,998,643)	5,081,276
Assets					
Addition to capital expenditure	310,182	–	–	–	310,182
Segmental assets	39,307,420	3,377,996	42,676,778	(26,327,219)	59,034,975

Reconciliation of reportable segment revenue, profit or loss, assets and liabilities are as follows:

- (a) Inter-segment revenues are eliminated on consolidation;
- (b) Inter-segment income and expenses are eliminated on consolidation; and
- (c) Inter-segment balances are eliminated on consolidation.

Geographical information

The Group operates predominantly in Malaysia and hence, no geographical segment is presented.

STATEMENT BY DIRECTORS

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

We, **LIM CHIN HORNG** and **KHOO SOON BENG**, being two of the Directors of **ECONFRAME BERHAD**, do hereby state that in the opinion of the Directors, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 August 2022 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors dated 9 December 2022.

LIM CHIN HORNG
Director

KHOO SOON BENG
Director

Kuala Lumpur

STATUTORY DECLARATION

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

I, **KOH SEE YING**, being the officer primarily responsible for the financial management of **ECONFRAME BERHAD**, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements are correct, and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

KOH SEE YING
(MIA membership number: 48473)

Subscribed and solemnly declared by the above named at Kuala Lumpur in the Federal Territory on 9 December 2022.

Before me,

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ECONFRAME BERHAD
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Econframe Berhad, which comprise the statements of financial position as at 31 August 2022 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 58 to 118.

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 August 2022 and of their financial performance and cash flows for the financial year then ended in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

Group

Trade receivables (Note 9 to the financial statements)

The Group has several trade receivables with overdue balances as at 31 August 2022. We focused on this area because the Group made significant judgements over assumptions about risk of default and expected loss rate.

Our response:

Our audit procedures included, among others:

- understanding of significant credit exposures which were significantly overdue or deemed to be in default through analysis of ageing reports;
- obtaining confirmation of balances from selected receivables; and
- reviewing subsequent receipts, customer correspondence and considering level of activity with the customer and directors' explanation on recoverability with significantly past due balances.

Company

We have determined that there are no key audit matters to communicate in our report which arose from the audit of the financial statements of the Company.

INDEPENDENT AUDITORS' REPORT

(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 information included in the annual report, but does not include the financial statements of the Group and of the Company and our auditors' report thereon.

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

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

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

Responsibilities of the Directors for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with the 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.

The directors of the Company are responsible for overseeing the Group's financial reporting process.

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)

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 of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the 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 and regulations 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 contents of this report.

Baker Tilly Monteiro Heng PLT

201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

Ong Teng Yan

No. 03076/07/2023 J
Chartered Accountant

Kuala Lumpur

Date: 9 December 2022

LIST OF PROPERTIES

AS AT 31 AUGUST 2022

No.	Registered owner/ Title details/ Postal address	Category of land use / Tenure	Description of property/ Existing use/ Age of building	Land area/ Built-up area square feet	Date of Acquisition/ Revaluation	Audited Net Book Value as at 31 August 2022 RM'000
(i)	Econframe Marketing Sdn Bhd No. 1, Jalan 27A, Kawasan 16, Sungai Rasau Industrial Area, 41300 Klang, Selangor Held under HS(M) 2255, HS(M) 2256 and HS(M) 2258, PT 12126, PT 12127 and PT 12129 Mukim Kapar, Daerah Klang, Negeri Selangor	Industrial/ Freehold land	2 storey semi- detached factory Currently used as the centralised main office and manufacturing space of the Group 40 years	Land Area: 6,157 Built-up Area: Approximately 7,807	3 February 2012/ 16 July 2019	1,849
(ii)	Econframe Marketing Sdn Bhd No. 3, Jalan 27A, Kawasan 16, Sungai Rasau Industrial Area, 41300 Klang, Selangor Held under HS(M) 2257 and HS(M) 2259, PT 12128 and PT 12130, Mukim Kapar, Daerah Klang, Negeri Selangor	Industrial/ Freehold land	2 storey semi- detached factory Currently used as manufacturing space of the Group 40 years	Land Area: 5,480 Built-up area: Approximately 7,130	3 February 2012/ 16 July 2019	1,705
(iii)	Econframe Marketing Sdn Bhd No. 4, Jalan 27A, Kawasan 16, Sungai Rasau Industrial Area, 41300 Klang, Selangor Held under HS(M) 2277 PT 12148, Mukim Kapar, Daerah Klang, Negeri Selangor	Industrial/ Freehold land	2 storey semi- detached factory Currently used as manufacturing space of the Group 40 years	Land Area: 7,207 Built-up Area: Approximately 9,271	8 August 2014/ 16 July 2019	2,051
(iv)	Econframe Marketing Sdn Bhd No. 102, Jalan 27, Kawasan 16, Sungai Rasau Industrial Area, 41300 Klang, Selangor Held under HS(M) 2280 and HS(M) 2281, PT 12151 and PT 12152, Mukim Kapar, Daerah Klang, Negeri Selangor	Industrial/ Freehold land	2 storey semi- detached factory Currently used as warehouse and manufacturing space of the Group 40 years	Land Area: 9,026 Built-up Area: Approximately 15,386	29 September 2009/ 16 July 2019	2,590

LIST OF PROPERTIES

(CONT'D)

No.	Registered owner/ Title details/ Postal address	Category of land use / Tenure	Description of property/ Existing use/ Age of building	Land area/ Built-up area	Date of Acquisition/ Revaluation	Audited Net Book Value as at 31 August 2022
				square feet		RM'000
(v)	Econframe Marketing Sdn Bhd	Residential/	Condominium unit	Land Area:	27 April 2017/	300
	No. B2-23-09, Aras 23, Blok B2	Freehold land	Vacant	N/A	30 August 2020	
	Kenwingston Residence					
	Kenwingston Square Garden		5 years	Built-up Area:		
	Persiaran Bestari, Cyber 9			450		
	63000 Cyberjaya, Selangor					
	Erected on part of the land held under HSD 34452, PT48517, Mukim Dengkil, Daerah Sepang, Negeri Selangor (master title)					

ANALYSIS OF SHAREHOLDINGS

AS AT 25 NOVEMBER 2022

No. of issued shares	:	325,000,000
Class of Shares	:	Ordinary Shares
Voting Right	:	One (1) vote per ordinary share

A. SUBSTANTIAL SHAREHOLDERS ACCORDING TO THE REGISTER OF SUBSTANTIAL SHAREHOLDERS

Name	Direct Interest		Indirect Interest	
	No. of shares	%	No. of shares	%
Lim Chin Horng	69,549,735	21.40	–	–
Lim Saw Nee	47,755,300	14.69	–	–
Infinity Trustee Berhad	37,500,000	11.54	–	–
Dato' Hooi Jia Hao	26,608,800	8.19	–	–
Ng Wei Yee	17,447,300	5.37	–	–

B. ANALYSIS OF SHAREHOLDINGS

Holdings	No. of Holders	%	No. of Holdings	%
Less than 100	2	0.15	100	0.00
100 to 1,000	255	19.57	137,700	0.04
1,001 to 10,000	499	38.30	2,745,900	0.84
10,001 to 100,000	377	28.93	14,488,800	4.46
100,001 to 16,249,999 (*)	167	12.82	172,235,500	53.00
16,250,000 and above (**)	3	0.23	135,392,000	41.66
Total	1,303	100.00	325,000,000	100.00

REMARK: * - LESS THAN 5% OF ISSUED HOLDINGS
 ** - 5% AND ABOVE OF ISSUED HOLDINGS

C. DIRECTORS' SHAREHOLDINGS ACCORDING TO THE REGISTER OF DIRECTOR'S SHAREHOLDINGS

Name	Direct Interest		Indirect Interest	
	No. of shares	%	No. of shares	%
Lim Chin Horng	69,549,735	21.40	–	–
Lim Saw Nee	47,755,300	14.69	–	–
Khoo Soon Beng	6,694,965	2.06	–	–
Robert Koong Yin Leong	50,000	0.02	–	–
Tan Hock Soon	50,000	0.02	–	–
Ilham Fadilah Binti Sunhaji	50,000	0.02	–	–
Teoh Keng Chang	–	–	–	–
Chan Soon Tat	–	–	–	–
Lim Foo Seng	–	–	–	–

ANALYSIS OF SHAREHOLDINGS

(CONT'D)

D. TOP THIRTY (30) SHAREHOLDERS

No	Name	No. of shares held	%
1	LIM CHIN HORNG	50,137,000	15.43
2	LIM SAW NEE	47,755,000	14.69
3	INFINITY TRUSTEE BERHAD	37,500,000	11.54
4	TENG CHUAN HENG	9,600,000	2.95
5	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR LIM CHIN HORNG)	8,000,000	2.46
6	AFFIN HWANG NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR HOOI JIA HAO)	7,500,000	2.31
7	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR LEOW CHOON CHANG)	7,250,000	2.23
8	MAYBANK NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR HOOI JIA HAO)	6,350,000	1.95
9	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR KHOR WEI HAN)	6,250,000	1.92
10	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR NG WEI YEE)	6,164,300	1.90
11	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR LIM CHIN HORNG)	6,000,000	1.85
12	OASIS HARVEST HOLDINGS SDN BHD	5,597,000	1.72
13	MAYBANK NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR LEE SOON KHEAN)	5,500,000	1.69
14	AFFIN HWANG NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR NG WEI YEE)	5,000,000	1.54
15	RHB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR HOOI JIA HAO)	5,000,000	1.54
16	AMSEC NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT - AMBANK (M) BERHAD FOR HOOI JIA HAO)	4,525,000	1.39
17	MAYBANK NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR NG CHONG MING)	4,284,500	1.32
18	AMSEC NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR DATO' ONG CHOO MENG)	3,867,000	1.19
19	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR LIM CHIN HORNG)	3,500,000	1.08

ANALYSIS OF SHAREHOLDINGS

(CONT'D)

D. TOP THIRTY (30) SHAREHOLDERS (CONT'D)

No	Name	No. of shares held	%
20	RHB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR KHOO SOON BENG)	3,100,000	0.95
21	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR HOOI JIA HAO)	3,039,000	0.94
22	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR KHOO SOON BENG)	3,000,000	0.92
23	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR DATO' ONG CHOO MENG)	3,000,000	0.92
24	CHAN WAI HONG	2,450,000	0.75
25	CITIGROUP NOMINEES (ASING) SDN BHD	2,445,300	0.75
26	MAYBANK NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR NG WEI YEE)	2,283,000	0.70
27	AFFIN HWANG NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR LIM GAIK ENG)	2,050,000	0.63
28	AMSEC NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT - AMBANK (M) BERHAD FOR NG WEI YEE)	2,000,000	0.62
29	RHB NOMINEES (TEMPATAN) SDN BHD (PLEDGED SECURITIES ACCOUNT FOR NG WEI YEE)	2,000,000	0.62
30	TAN CHOR KHAI	2,000,000	0.62
		257,147,100	79.12

NOTICE OF THIRD (3RD) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 3rd Annual General Meeting (“**AGM**”) of the Company will be held at Royal Ballroom, Sultan Abdul Aziz Shah Golf & Country Club, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 17 January 2023 at 10:30 a.m. for the following purposes:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 August 2022 together with the Reports of the Directors and Auditors thereon. **(Refer to Note 2)**
2. To approve the payment of Directors’ fees of up to RM280,000/- for the financial year ending 31 August 2023 and Directors’ benefits of up to RM55,000/- for the period from 17 January 2023 to the next AGM to be held in year 2024. **Resolution 1**
3. To re-elect the following Directors, who retire pursuant Clause 21.11 of the Company’s Constitution, and being eligible, have offered themselves for re-election:-
 - (a) Mr. Chan Soon Tat; and **Resolution 2**
 - (b) Mr. Teoh Keng Chang **Resolution 3**
4. To re-elect the following Directors, who retire pursuant Clause 21.7 of the Company’s Constitution, and being eligible, have offered themselves for re-election:-
 - (a) Mr. Khoo Soon Beng; and **Resolution 4**
 - (b) Mr. Robert Koong Yin Leong **Resolution 5**
5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors of the Company to determine their remuneration. **Resolution 6**

Special Business

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolution:-

6. **ORDINARY RESOLUTION**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 **Resolution 7**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“**the Act**”), ACE Market Listing Requirements (“**ACE LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Constitution of the Company, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding Treasury Shares, if any) for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares to be issued on Bursa Securities;

NOTICE OF THIRD (3RD) AGM

(CONT'D)

AND THAT pursuant to Section 85 of the Act to read together with Clause 16.6 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act.

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

7. To transact any other business that may be transacted at an AGM, due notice of which shall have been given in accordance with the Act and the Constitution of the Company.

BY ORDER OF THE BOARD

(duly signed)

CHUA SIEW CHUAN (SSM PC No. 201908002648) (MAICSA 0777689)

CHENG CHIA PING (SSM PC No. 202008000730) (MAICSA 1032514)

Company Secretaries

Kuala Lumpur
19 December 2022

Notes:

(1) Information for Shareholders/Proxies

- a. For the purpose of determining a member who shall be entitled to attend the 3rd AGM, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”) to issue a General Meeting Record of Depositors as at 10 January 2023. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
- b. A member entitled to attend and vote at the 3rd AGM is entitled to appoint a proxy/proxies to attend, speak and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak and vote at the meeting.
- c. A member may, subject to Notes (d) and (e) below, appoint more than 1 proxy to attend and vote at the 3rd AGM, to the extent permitted by the Act, SICDA, ACE LR of Bursa Securities and the Rules of Bursa Malaysia Depository Sdn. Bhd. Where a member appoints 2 proxies to attend and vote at the 3rd AGM, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- d. Where a member of the Company is an authorised nominee as defined under SICDA, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds to which shares in the Company standing to the credit of the said account.
- e. Where a member of the Company is an exempt authorised nominee which hold shares in the Company for multiple beneficial owners in 1 securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

NOTICE OF THIRD (3RD) AGM

(CONT'D)

Notes (cont'd):

(1) Information for Shareholders/Proxies (cont'd)

- f. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of an officer or attorney duly authorised.

g. Appointment of Proxy(ies)

A member may obtain the proxy form for the 3rd AGM vide the Abridged Annual Report (hard copy) or Annual Report (electronic copy) released to Bursa Securities. The appointment of proxy(ies) may now be made in hard copy or in electronic form:-

(i) Hard copy

In the case of appointment made in hard copy, the instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time for holding the 3rd AGM or any adjournment thereof.

(ii) Electronic form

In the case of appointment made in electronic form, the transmission/ lodgement of proxy form should be made no less than 48 hours before the time for holding the 3rd AGM or any adjournment thereof:-

(A) Vide Facsimile (**Fax Number: +603-2094 9940 / +603-2095 0292**); or

(B) Vide designated electronic mail (Email) Address of Share Registrar: info@sshshb.com.my

A member may call the support line of Securities Services (Holdings) Sdn. Bhd. at +603-2084 9000 for assistance/clarification on item 1(g)(ii) above.

Explanatory Note to Ordinary and Special Businesses:-

(2) Audited Financial Statements for the financial year ended 31 August 2022 ("FYE 2022")

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

(3) Resolutions 2, 3, 4 and 5 – Retirement of Directors

In determining the eligibility of the Directors to stand for re-election at the 3rd AGM of the Company, the Nomination Committee ("NC") had reviewed and assessed the following Directors from the annual assessment and evaluation of the Board of Directors ("Board") for the FYE 2022:-

- (a) Mr. Chan Soon Tat;
- (b) Mr. Teoh Keng Chang;
- (c) Mr. Khoo Soon Beng; and
- (d) Mr. Robert Koong Yin Leong.

(hereinafter referred to as the "Retiring Directors").

NOTICE OF THIRD (3RD) AGM

(CONT'D)

Explanatory Note to Ordinary and Special Businesses (cont'd):-

(3) **Resolutions 2, 3, 4 and 5 – Retirement of Directors (cont'd)**

The Board via NC's annual assessment was satisfied with the performance of the Retiring Directors, who are standing for re-election and have recommended to the shareholders the proposed re-election at the 3rd AGM under Resolutions 2, 3, 4 and 5.

The Retiring Directors have consented to their re-election and abstained from deliberations and voting in relation to their re-election at the NC Meeting and/or Board Meeting.

The profiles of the Retiring Directors are set out in the Annual Report in respect of the FYE 2022.

(4) **Resolution 7 – Authority to Issue Shares pursuant to the Act**

The Company wishes to renew the mandate on the authority to issue shares of not more than ten per centum (10%) of the total issued shares capital for the time being pursuant to the Act at the 3rd AGM of the Company (hereinafter referred to as the "**General Mandate**").

The Company had been granted a general mandate on the authority to issue shares pursuant to the Act by its shareholders at the Second AGM of the Company held on 25 January 2022 (hereinafter referred to as the "**Previous Mandate**").

As at the date of this notice, the Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

Pursuant to Section 85 of the Act read together with Clause 16.6 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities.

That Resolution 7, if passed, would allow the Directors to issue new shares to any person under authority to issue shares pursuant to the Act without having to offer new shares to be issued equally to all existing shareholders of the Company prior to issuance.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 3rd AGM and/or any adjournment thereof, a member of the Company –

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of processing and administration by the Company (or its agents) of proxies and representatives appointed for the 3rd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 3rd AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing requirements, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained prior consent of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



ECONFRAME BERHAD
[Registration No. 201901042935 (1352265-T)]
(Incorporated in Malaysia)

PROXY FORM

Number of shares held	
CDS account number	
Email address	
Contact number	

*I/We, *Registration No./NRIC No./
(full name as per NRIC/Passport/Certificate of Incorporation in capital letters)

Passport No. of
(full address)

being a member of **ECONFRAME BERHAD** hereby appoint
(full name as per NRIC/Passport in capital letters)

*NRIC No./Passport No. *and/or failing *him/her
(full name as per NRIC/Passport in capital letters)

*NRIC No./Passport No. or failing him/her the Chairman of the Meeting as *my/our proxy, to vote for *me/us on *my/our behalf at the Third Annual General Meeting ("**3rd AGM**") of the Company to be held at Royal Ballroom, Sultan Abdul Aziz Shah Golf & Country Club, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 17 January 2023 at 10:30 a.m. or at any adjournment thereof, on the following resolutions referred to in the Notice of 3rd AGM.

*My/Our proxy(ies) *is/are to vote as indicated below:-

Ordinary Business		For	Against
Resolution 1	To approve the Directors' fees and Benefits payable to the Directors of the Company		
Resolution 2	To re-elect Mr. Chan Soon Tat as Director		
Resolution 3	To re-elect Mr. Teoh Keng Chang as Director		
Resolution 4	To re-elect Mr. Khoo Soon Beng as Director		
Resolution 5	To re-elect Mr. Robert Koong Yin Leong as Director		
Resolution 6	To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Board of Directors to determine their remuneration		
Special Business			
Resolution 7	Authority to issue shares pursuant to the Companies Act 2016		

(Please indicate with an "X" in the appropriate box against each Resolution how you wish your vote to be cast. If no specific direction as to how the proxy shall vote, the proxy shall vote as he/she thinks fit or, at his/her discretion, abstain from voting.)

Signed this day of , *2022/2023

.....
* Signature(s)/Common Seal of Member(s)

* Delete if not applicable

For appointment of 2 proxies, percentage of shareholdings to be represented by the proxies

	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		100%



NOTES:

- a. For the purpose of determining a member who shall be entitled to attend the 3rd AGM, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 18.7(b) of the Constitution of the Company and Section 34(1) of Securities Industry (Central Depositories) Act, 1991 ("**SICDA**") to issue a General Meeting Record of Depositors as at 10 January 2023. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and/or speak and/or vote on his/her behalf.
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- f. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of an officer or attorney duly authorised.
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- (B) Vide designated electronic mail (Email) Address of Share Registrar: info@sshsb.com.my

A member may call the support line of Securities Services (Holdings) Sdn. Bhd. at +603-2084 9000 for assistance/ clarification on item 1(g)(ii) above.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of 3rd AGM dated 19 December 2022.

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Stamp

ECONFRAME BERHAD
[201901042935 (1352265-T)]
c/o SECURITIES SERVICES (HOLDINGS) SDN BHD
[197701005827 (36869-T)]
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur

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ECONFRAME BERHAD

Registration No. 201901042935 (1352265-T)
(Incorporated in Malaysia under the Companies Act 2016)

No. 1, Jalan 27A, Kawasan 16
Sungai Rasau Industrial Area
41300 Klang, Selangor

Tel : +603 3348 7268 | Fax : +603 3348 7018

www.econframe.com

