



ECOSCIENCE INTERNATIONAL BERHAD
REGISTRATION NO. 202001024633 (1380953-M)



Annual Report **2022**

Cover Rationale

This annual report cover features an intricate abstract design that symbolises the complexity of our business operations with multiple layers of triangles. The triangles symbolise progress and they point in various directions to represent our subsidiaries’ dynamic expansion and diverse objectives. Each of the triangles, mirrors the unity that bonds our entire group of companies as we evolve with a common goal. Our distinctive corporate colors infuse the design with our corporate identity and they highlight our confidence and the opportunities that lie ahead.



2nd ANNUAL GENERAL MEETING

(To be conducted virtually)



- 26 May 2023
- Friday
- 10.00am



TIIH Online website at:
<https://tiih.online>

Broadcast Venue:

Tricor Business Centre
Manuka 2 & 3 Meeting Room

Unit 29-01, Level 29, Tower A
Vertical Business Suite,
Avenue 3, Bangsar South
No. 8 Jalan Kerinchi,
59200 Kuala Lumpur
W.P. Kuala Lumpur, Malaysia



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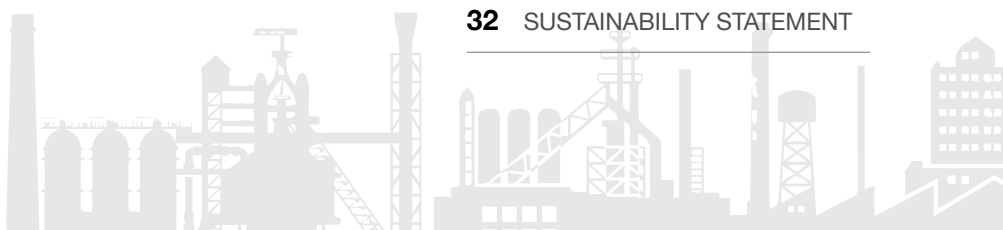
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ABOUT US



WHO WE ARE

We are a **one-stop solution provider** for the **construction of palm oil mills and supporting facilities, and fabrication of equipment.**

Our core activities are in the construction of plants, which are mainly palm oil mills and facilities supported by our in-house fabrication of equipment.

Other complementary activities include supply of materials and equipment, spare parts and provision of maintenance services.



OUR VISION

We construct facilities that facilitate the supply chain of the all-around palm oil commodity.





OUR MISSION

To provide the most efficient and trustworthy services to our valued customers through the continuous expansion of our facilities to meet the customer demands, providing regular skill set training for our workforce, engaging in research and development and the utilization of information technology to meet the growing needs of the industry in compliance with regulatory and statutory standards for safe and reliable fabrication of our products.



OUR CORE VALUES

- E - Excellence:** We are committed to achieving consistent excellence
- M - Meaningful Work:** We understand the impact of our work on the greater society
- E - Evolving:** We are constantly innovating to maximise the efficiency of our clients



ABOUT US

Our core competencies are in:

Procurement, Construction and Commissioning of palm oil mills and facilities that are in support of the operations of plantations and mills.



◀ PALM OIL MILL

- Our construction of plants business segment includes construction of the entire plant, as well as upgrading works on existing plants.
- We are engaged as the turnkey contractor responsible for procuring the materials required, and carrying out the construction work up to testing and commissioning.

REFINERY & FRACTIONATION PLANTS

We cover downstream processes of palm oil industry such as refineries where crude palm oil is further processed.



◀ CONSTRUCTION OF BIOGAS PLANTS

We undertake turnkey projects in building biogas plants for palm oil mills to generate biogas from palm oil mill effluent (POME).





FABRICATION & INSTALLATION OF STERILIZER SYSTEMS

We specialized in design and fabrication of pressure vessels in accordance with customer's preference and application depending on their respective palm oil mill capacity.

KERNEL CRUSHING PLANT

We undertakes turnkey projects in building & commissioning for Kernel Crushing Plant.



ELECTROSTATIC PRECIPITATOR

Fabrication and installation of electrostatic precipitator.

CORPORATE INFORMATION

BOARD OF DIRECTORS

• Dato' Tan Yee Boon	Independent Non-Executive Chairman
• Wong Choi Ong	Non-Independent Executive Director/ Managing Director
• Pan Kum Wan	Non-Independent Executive Director
• Law Sang Thiam	Independent Non-Executive Director
• Ang Chye Kian	Independent Non-Executive Director
• Andrea Huang Jia Mei	Independent Non-Executive Director

AUDIT AND RISK MANAGEMENT COMMITTEE

<u>Name</u>	<u>Designation</u>
Law Sang Thiam	Chairman
Ang Chye Kian	Member
Andrea Huang Jia Mei	Member

NOMINATION COMMITTEE

<u>Name</u>	<u>Designation</u>
Andrea Huang Jia Mei	Chairman
Ang Chye Kian	Member
Law Sang Thiam	Member

REMUNERATION COMMITTEE

<u>Name</u>	<u>Designation</u>
Ang Chye Kian	Chairman
Andrea Huang Jia Mei	Member
Law Sang Thiam	Member

COMPANY SECRETARIES

Tan Bee Hwee
SSM Practicing Certificate No.:
202008001497
Professional qualification:
MAICSA 7021024

Wong Wai Foong
SSM Practicing Certificate No.:
202008001472
Professional qualification:
MAICSA 7001358

REGISTERED OFFICE

Unit 30-01, Level 30, Tower A
Vertical Business Suite, Avenue 3
Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
W.P. Kuala Lumpur

Telephone No.: 03 2783 9191
Fax No.: 03 2783 9111

HEAD OFFICE

PLO 555, Jalan Keluli 8
Pasir Gudang Industrial Estate
81700 Pasir Gudang, Johor

Telephone No.: 07 255 3126
Fax No.: 07 255 4558
Website: www.ecosciencegroup.com
E-mail: admin@ecoscience.com.my

AUDITORS

Crowe Malaysia PLT (201906000005
(LLP0018817-LCA) & AF 1018)
E-2-3 Pusat Komersial Bayu Tasek
Persiaran Southkey 1
Kota Southkey
80150 Johor Bahru
Johor

Telephone No.: 07 288 6627
Fax No.: 07 338 4627

SPONSOR

Hong Leong Investment Bank Berhad
Level 28, Menara Hong Leong
No. 6, Jalan Damanlela
Bukit Damansara
50490 Kuala Lumpur
W.P. Kuala Lumpur

Telephone No.: 03 2083 1800

SHARE REGISTRAR

**Tricor Investor & Issuing House
Services Sdn Bhd**
Unit 32-01, Level 32,
Tower A Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
W.P. Kuala Lumpur

Telephone No.: 03 2783 9299
Fax No.: 03 2783 9222

STOCK EXCHANGE LISTING

**ACE Market of the Bursa Malaysia
Securities Berhad**
Stock Name: EIB
Stock Code: 0255

WEBSITE

www.ecosciencegroup.com

CORPORATE STRUCTURE



CORPORATE MILESTONES

2003 - 2007

2003

Ecoscience Manufacturing & Engineering Sdn Bhd ("EMESB") was incorporated in Malaysia.

2004

- EMESB commenced business operations when we were engaged as a subcontractor for the fabrication and installation of structural works at a palm oil mill in Paloh, Johor.
- We set up our fabrication facility at rented premises in Masai, Johor.

2006

- We secured our first project as a main contractor directly from a palm oil mill owner. This was for the design and fabrication of the front-end handling system for a steriliser station for a palm oil mill in Miri, Sarawak.
- We completed the construction of our current head office and fabrication facility at Pasir Gudang, Johor and relocated our operations to this new premises.

2007

Achieved a major milestone in our geographical expansion when we secured our first foreign country project in Indonesia. This was to carry out mechanical works for the installation of machinery and piping as part of the construction of a biomass power plant for a palm oil mill at Riau, Indonesia.

2008 - 2016

2008

- We registered with DOSH as a manufacturer of unfired pressure vessels, and we started to fabricate pressure vessels, including sterilisers.
- Ecoscience Technologies Sdn Bhd ("ETSB") was incorporated in Malaysia as a company involved in the fabrication and supply of energy and environmental-related equipment. The company commenced business in the same year in 2008 when it secured a purchase order for the supply of a dust filtration system.

2014

- We achieved a major milestone by expanding our market coverage to Gabon, Africa.
- Our first turnkey project in Gabon where we secured a contract for civil, structural, mechanical, piping and electrical works for a palm oil mill and kernel crushing plant at the Awala plantation in Kango, Gabon. We were also engaged to build supporting facilities, such as workers quarters, operational buildings and community amenities.

2015

We secured four additional contracts in Gabon, comprising one contract for the civil, structural, mechanical, piping, electrical and piling works for a palm oil mill at Mouila and three contracts for the construction of workers' quarters at Mouila, Awala and Bitam.

2016

- We further expanded our geographic reach to Liberia, Africa when we secured three contracts for the fabrication and supply of mechanical, civil, structural and electrical equipment and related accessories of a palm oil mill complex.
- Asia Ecoscience Pte Ltd ("AEPL") was incorporated in Singapore, and commenced business in the construction of plants and facilities, and fabrication of equipment focusing on projects in foreign countries outside of Southeast Asia.

CORPORATE MILESTONES

2017 - 2020

2017

Top Well Trading & Services Sdn Bhd (“TWTSSB”) was incorporated in Malaysia, and commenced business in the same year supplying spare parts and construction materials, and provision of maintenance services to complement our existing business.

2018

We secured additional contracts in Gabon, including construction of facilities in Mouila, Awala, Bitam and Ndende.

2019

We secured contracts in Gabon, including the construction of the Mouila Lot 3 palm oil mill facility, workers’ quarters at the Moutassou Mill and Makouke Mill, a biogas plant as part of the Awala palm oil mill, and a kernel crushing plant for the Makouke palm oil mill at Mouila.

2020

- We expanded our coverage to other industry sectors when we secured contracts for the supply of piping materials and fabrication and installation of storage tanks and additional mechanical works for a paperboard and packaging mill at Banting, Selangor.
- In addition, we secured contracts related to the fabrication of stainless steel tanks for a new glove manufacturing plant at Sendayan, Negeri Sembilan.

2021 - 2022

2021

- We secured a contract to refurbish an existing building and construct new buildings for the development of an explosives manufacturing plant in Bentong, Pahang in July 2021.
- We constructed an extension to our fabrication facility in Johor.
- We continued to secure additional scope of works for the new glove manufacturing plant at Sendayan relating to, among others, civil and steel structural works for warehouse, office, electrical sub-stations and piping works for glove manufacturing lines.

2022

- We secured a contract for civil, structural, installation, testing and commissioning works for the construction of a renewable energy power station in Bachok, Kelantan in April 2022.
- Ecoscience International Berhad (“Ecoscience”) debuted on the ACE Market of Bursa Malaysia Securities Berhad (“Bursa Securities”) on 18 July 2022.

IN THE NEWS

18 July 2022 **The Edge Markets**

Newly listed Ecoscience International makes ACE Market debut at 29 sen

Source: <https://www.theedgemarkets.com/article/newly-listed-ecoscience-international-makes-ace-market-debut-29-sen>



19 Jul 2022 **The Star**

Ecoscience to focus on downstream expansion

Scan to view:



21 Jun 2022 **Berita Harian**

IPO Ecoscience dijangka raih modal RM24.7 juta

Scan to view:



21 Jun 2022 **The Edge Markets**

Palm oil mills builder Ecoscience to raise RM24.65 mil from IPO to expand Indonesian ops

Scan to view:



18 Jul 2022 **The Malaysia Reserve**

Newly listed Ecoscience International sees potential growth in Indonesian market

Scan to view:



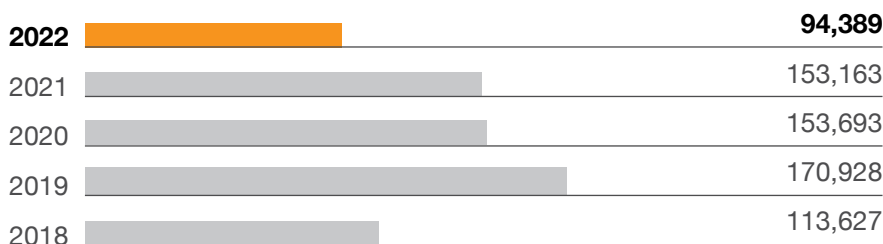
FINANCIAL HIGHLIGHTS

Revenue (RM'000)	(Loss)/ Earnings Before Interest, Tax, Depreciation & Amortisation ("EBITDA") (RM'000)	(Loss)/Profit Before Tax ("LBT")/ ("PBT") (RM'000)	(Loss)/Profit After Tax ("LAT")/ ("PAT") (RM'000)	(LBT)/PBT Margin (%)	(LAT)/PAT Margin (%)
94,389 FY2022	(7,761) FY2022	(10,959) FY2022	(9,390) FY2022	(11.61) FY2022	(9.95) FY2022
153,163 FY2021	14,218 FY2021	11,075 FY2021	8,070 FY2021	7.23 FY2021	5.27 FY2021
153,693 FY2020	11,771 FY2020	8,519 FY2020	6,520 FY2020	5.54 FY2020	4.24 FY2020
170,928 FY2019	20,561 FY2019	17,098 FY2019	12,482 FY2019	10.00 FY2019	7.30 FY2019
113,627 FY2018	13,763 FY2018	10,423 FY2018	7,736 FY2018	9.17 FY2018	6.81 FY2018

Revenue (RM'000)



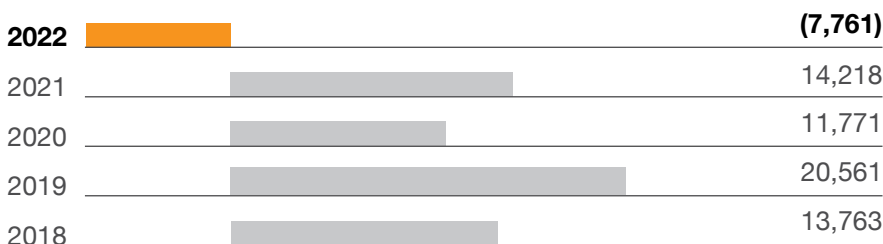
94,389



(Loss)/Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA) (RM'000)



(7,761)



FINANCIAL HIGHLIGHTS

(Loss)/Profit Before Tax (“LBT”)/ (“PBT”) (RM'000)**(10,959)**

2022	(10,959)
2021	11,075
2020	8,519
2019	17,098
2018	10,423

(Loss)/Profit After Tax (“LAT”)/ (“PAT”) (RM'000)**(9,390)**

2022	(9,390)
2021	8,070
2020	6,520
2019	12,482
2018	7,736

(LBT)/PBT margin (%)**(11.61)**

2022	(11.61)
2021	7.23
2020	5.54
2019	10.00
2018	9.17

(LAT)/PAT margin (%)**(9.95)**

2022	(9.95)
2021	5.27
2020	4.24
2019	7.30
2018	6.81

PROFILE OF DIRECTORS



DATO' TAN YEE BOON

Independent Non-Executive Chairman

Age: 48 **Gender:** Male **Nationality:** Malaysian

Date of Appointment: 2 August 2021

Dato' Tan Yee Boon, a Malaysian, male, aged 48, is our Independent Non-Executive Chairman. He was appointed to our Board on 2 August 2021.

He obtained his Bachelor of Laws from the University of Glamorgan (now known as the University of South Wales), United Kingdom, in 1997. He subsequently obtained the Certificate of Legal Practice from the Legal Profession Qualifying Board of Malaysia in 1998.

In 1998, he began his career with Cheang & Ariff as a Chambering Student and was admitted as an advocate and solicitor of the High Court in 1999. In the same year, he joined Ranjit Ooi & Robert Low as a Legal Assistant. He subsequently joined Khaw & Partners as a Legal Assistant in 2000, and was made a Partner of the firm in 2011. In 2013, he left the firm and started his own legal practice, David Lai & Tan, where he is currently the Partner of the firm.

He sits on the board of directors of public companies in Malaysia and Hong Kong including EV Dynamics (Holdings) Limited (since 2016) and TIL Enviro Limited (since 2018), both listed on the Main Board of the Stock Exchange of Hong Kong. He is also an Independent Non-Executive Director of Protasco Berhad (since 2013) and Propel Global Berhad (since 2022), both listed on the Main Market of Bursa Securities.

He does not have any family relationship with any other Directors or major shareholders of the Company.

He attended all four (4) Board of Directors' meeting held during the financial year ended 31 December 2022.

PROFILE OF DIRECTORS

WONG CHOI ONG

Non-Independent Executive Director/
Managing Director



Age: 59 **Gender:** Male **Nationality:** Malaysian

Date of Appointment: 21 August 2020

Wong Choi Ong, a Malaysian, male, aged 59, is our Non-Independent Executive Director / Managing Director. He is one of the founders of our Group. He was appointed to our Board on 21 August 2020.

Mr Wong attended Sekolah Menengah Batu Anam in Segamat, Johor from 1978 to 1981. He brings with him approximately 39 years of working experience, of which approximately 29 years were in construction of palm oil mills and facilities.

He started his career with Ladang Dunlop Estate rubber plantation, where he was a general worker between 1983 and 1984. He subsequently established Wee Lip Welding Works in 1985 in partnership with his friend. Wee Lip Welding Works was involved in the manufacturing of welded metal doors and windows, and he left the partnership in 1990. Subsequently, he joined Pembina Progressive Jaya which was involved in the fabrication of storage tanks and palm oil refinery plant fabrication and erection, in 1991 as a partner and he left the partnership in 1993.

In 1994, he worked as an in-house contractor for Mascot Engineering & Construction Sdn Bhd where he was involved in the fabrication and installation of palm oil equipment until 2002. In early 2003, he started to carry out sub-contract work for the fabrication and installation of palm oil equipment for MSHK Engineering Sdn Bhd and at the same time he incorporated Lajumax Sdn Bhd in May 2003 where he is one of the co-founders to carry out business as a fabrication and installation sub-contractor. Lajumax Sdn Bhd was subsequently dissolved in November 2008 as Mr Wong wanted to focus on growing the business of EMESB.

In November 2003, he established EMESB together with Tia Tuan Sim, our Operational and Technical Director. Over the years, he has been instrumental in the growth and development of our Group. He has contributed significantly in penetrating foreign markets including the expansion into Indonesia, Gabon and Liberia. He is responsible for driving the future direction of our Group, development of business strategies and business opportunities, marketing as well as building and maintaining business relationships with our customers. He assumed his current position as our Managing Director on 20 August 2021.

Save for his directorship of the Company, he does not hold any other directorship in public companies and listed corporations.

He does not have any family relationship with any other Directors or major shareholders of the Company.

He attended all four (4) Board of Directors' meeting held during the financial year ended 31 December 2022.

PROFILE OF DIRECTORS

**PAN KUM WAN**

Non-Independent Executive Director

Age: 72 **Gender:** Male **Nationality:** Malaysian

Date of Appointment: 2 August 2021

Pan Kum Wan, a Malaysian, male, aged 72, is our Non-Independent Executive Director and General Manager. He was appointed to our Board on 2 August 2021.

Mr Pan obtained a Bachelor of Science in Chemical Engineering from the Loughborough University of Technology, United Kingdom in 1976. He brings with him approximately 46 years of working experience, of which approximately 24 years were in palm oil refinery operation and 22 years in the construction of palm oil mills and facilities.

He started his career in 1977 when he joined Tampoi Oil Products Sdn Bhd, a company involved in palm oil refinery as Production Engineer. In 1979, he left and joined Sawit Oil Industries Sdn Bhd, a company in palm oil refinery as a site engineer. He was then promoted to the post of Factory Manager in 1982, a position he held until he left the company in 1984. In 1985, he joined Felda Refinery Corporation, a palm oil refinery and food manufacturing company, as Factory Manager. In 1994, he left Malaysia to work in the People's Republic of China where he joined Beijing King Voray Edible Oil Co. Ltd, an edible oil refining company as General Manager.

Subsequently, he left in 1997 to join Yantai Tian Sheng Edible Oil Co Ltd, a vegetable oil refinery company as General Manager. He subsequently returned to work in Malaysia in 2001 to take up the position of Project Manager for Sahamas Sdn Bhd, a company involved in the fabrication and installation of palm oil milling equipment. In 2004, he left the company to work in Singapore where he joined Novo Environment Technology Services Pte Ltd, a provider of environmental engineering products as Senior Manager responsible for product development in water filtration systems and heat economiser systems. He left Novo Environment Technology Services Pte Ltd in 2005.

In 2006, he joined EMESB as General Manager and since then, he has been contributing significantly to the growth and development of our Group including the expansion of our business operations to serve foreign markets. He is responsible for the management and implementation of projects to ensure timely delivery to customers. He is also involved in implementation of business strategies and business development.

Save for his directorship of the Company, he does not hold any other directorship in public companies and listed corporations.

He does not have any family relationship with any other Directors or major shareholders of the Company.

He attended all four (4) Board of Directors' meeting held during the financial year ended 31 December 2022.

PROFILE OF DIRECTORS

LAW SANG THIAM

Independent Non-Executive Director



Age: 47 **Gender:** Male **Nationality:** Malaysian

Date of Appointment: 2 August 2021

Law Sang Thiam, a Malaysian, male, aged 47, is our Independent Non-Executive Director. He was appointed to our Board on 2 August 2021. He is also the Chairman of our Audit and Risk Management Committee and a member of our Remuneration and Nomination Committees.

Mr Law obtained his Bachelor of Accounting from the University of Malaya in 2000. He has been a member of the Malaysian Institute of Accountants since 2003 and Malaysian Institute of Certified Public Accountants since 2004.

He began his career with Arthur Andersen & Co in 2000 as an Audit Assistant before leaving the firm in 2002 to join Ernst & Young (now known as Ernst & Young PLT) as Audit Associate. During his tenure with the said accounting firms, he was involved in audit assignments of companies in various industries, as well as other engagements involving corporate exercises.

In 2016, Mr Law left Ernst & Young as an Audit Director to establish his own accounting firm, Ivan Law & Co. In 2017, he established Taxavenue Advisory PLT, a firm in Malaysia providing tax advisory services. He is currently the Managing Partner of both Ivan Law & Co and Taxavenue Advisory PLT.

Mr Law is an Independent Non-Executive Director of MCE Holdings Berhad, a company listed on the Main Market of Bursa Securities and Spring Art Holdings Berhad, a company listed on the ACE Market of Bursa Securities.

He does not have any family relationship with any other Directors or major shareholders of the Company.

He attended all four (4) Board of Directors' meeting held during the financial year ended 31 December 2022.

PROFILE OF DIRECTORS

**ANG CHYE KIAN**

Independent Non-Executive Director

Age: 61 **Gender:** Female **Nationality:** Malaysian

Date of Appointment: 2 August 2021

Ang Chye Kian, a Malaysian, female, aged 61, is our Independent Non-Executive Director. She was appointed to our Board on 2 August 2021. She is also the chairman of our Remuneration Committee and a member of our Nomination and Audit and Risk Management Committees.

She obtained her Diploma of Managerial Principles from Stamford College Singapore in 1981. In 1991, she was admitted as an associate of the Malaysian Institute of Management.

Ms Ang began her career with the Malaysia Shipyard and Engineering Sdn Bhd, a shipbuilder and fabricator, as an Audit Assistant in 1982. She left the company in 1985 and joined MUI Finance Berhad, a financial services company, as an Account Assistant until 1989. In 1990, she joined AmBank (M) Berhad as a credit control officer responsible for administration, collection and litigation. She was subsequently promoted to Documentation and Disbursement Officer, a position she held from 1994 to 1996 before being promoted to Senior Marketing and Processing Officer from 1997 to 2000. Subsequently, she took up the position of Senior Credit Executive of rehabilitation and restructuring division within AmBank (M) Berhad from 2001 to 2005 before being promoted to Manager, and was responsible for loans approval in Retail Financing from 2006 to 2011. She was the Head, Manager in Lending Operations from 2012 to 2014 and subsequently held the post of Head, Manager for Credit Process and Evaluation from 2015 until her retirement from AmBank (M) Berhad in 2017.

Save for her directorship of the Company, she does not hold any other directorship in public companies and listed corporations.

She does not have any family relationship with any other Directors or major shareholders of the Company.

She attended all four (4) Board of Directors' meeting held during the financial year ended 31 December 2022.

PROFILE OF DIRECTORS

ANDREA HUONG JIA MEI

Independent Non-Executive Director

Age: 41 **Gender:** Female **Nationality:** Malaysian

Date of Appointment: 2 August 2021



Andrea Huang Jia Mei, a Malaysian, female, aged 41, is our Independent Non-Executive Director. She was appointed to our Board on 2 August 2021. She is also the Chairman of our Nomination Committee and a member of our Remuneration and Audit and Risk Management Committees.

Andrea obtained her Diploma in Commerce (Financial Accounting) and Advanced Diploma in Commerce (Financial Accounting) from Tunku Abdul Rahman College, Malaysia in 2003 and 2005 respectively. She has been a Member of the Association of Chartered Certified Accountants since 2011, and a Chartered Accountant with the Malaysian Institute of Accountants since 2018.

Andrea started her career as an Audit Assistant with Sha, Tan & Co in 2005, and was promoted to Audit Semi-Senior in 2007. She was subsequently promoted and held the post of Audit Senior between 2008 and 2011, where she was responsible for managing audits of companies, including public listed companies. Between July 2011 to September 2014, she was on a career break. In September 2014, she was appointed as a director of T & S Secretarial Services Sdn Bhd and held this directorship until March 2021. T & S Secretarial Services Sdn Bhd is involved in the provision of secretarial and management services. She is currently a Director of T&S Boardroom Sdn Bhd, a company which provides secretarial support services. She is also a director of several private limited companies providing secretarial, tax, accounting and consultancy services.

Andrea is an Independent Non-Executive Director of Siab Holdings Berhad, Unique Fire Holdings Berhad and Yew Lee Pacific Group Berhad, which are all listed on the ACE Market of Bursa Securities.

She does not have any family relationship with any other Directors or major shareholders of the Company.

She attended all four (4) Board of Directors' meeting held during the financial year ended 31 December 2022.

Additional Information:

Conflict of Interest

None of the Directors have any conflict of interest with the Company.

Conviction of Offence

None of the Directors has been convicted of any offence within the past five (5) years other than traffic offences and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2022.

PROFILE OF KEY SENIOR MANAGEMENT

ANDY TAN BOON KIONG Project Director

Nationality: Malaysia	Gender: Male	Age: 46
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Andy Tan Boon Kiong, a Malaysian, male, aged 46, is our Project Director. He is responsible for our Group’s projects in Gabon.

He obtained a Bachelor’s Degree in Mechanical and Manufacturing Systems Engineering from Sheffield Hallam University, United Kingdom in 2002. He also obtained a certificate of competency granted under the Factories and Machinery Act 1967 by the chief and deputy chief inspectors of Factories and Machinery which qualified him as a First Grade Steam Engineer.

He began his career in 2002 with Sime Darby Plantation Sdn Bhd as Junior Engineer. He was subsequently promoted to the position of Mill Manager, where he was responsible for palm oil mill operations and projects. He left the company in 2013 to work in Indonesia when he joined PT Super Venture, a company involved in developing and maintaining palm oil mills, as Head of Projects. He was responsible for overseeing palm oil mill construction and maintenance projects in Indonesia.

In 2015, he returned to Malaysia and joined EMESB as General Manager of our Group’s operations in Gabon. He was promoted to his current position on 1 August 2021 and is currently responsible for managing and overseeing the implementation of our projects in Gabon.

He does not hold any other directorship in public companies and listed corporations.

He does not have any family relationship with any other Directors or major shareholders of the Company.

TIA TUAN SIM Operational and Technical Director

Nationality: Malaysia	Gender: Male	Age: 45
---------------------------------	------------------------	-------------------

Tia Tuan Sim, a Malaysian, male, aged 45, is our Operational and Technical Director. He is responsible for the overall operations of our Group’s projects and engineering department. He is one of the founders of our Group.

He obtained a degree in Bachelor of Chemical Engineering from University Teknologi Malaysia in 2001.

He began his career in 2001 when he joined Sahamas Sdn Bhd, a company involved in the fabrication and installation of palm oil milling equipment, as Project Engineer. He subsequently left the company in 2003 and joined Tractors Manufacturing & Assembly Sdn Bhd as Project Engineer where he was responsible for monitoring projects and supervising the workshop operations. In the same year, he left the company to establish EMESB together with Wong Choi Ong, our Managing Director. He was the Project Engineer of EMESB before he was promoted to his current position on 1 August 2021.

He does not hold any other directorship in public companies and listed corporations.

He does not have any family relationship with any other Directors or major shareholders of the Company.

PROFILE OF KEY SENIOR MANAGEMENT

THING JIN SUAN

Business Development Director

Nationality:
MalaysiaGender:
MaleAge:
40

Thing Jin Suan, a Malaysian, male, aged 40, is our Business Development Director. He is responsible for our Group's growth strategies, business development and sales and marketing operations.

He obtained his Bachelor of Chemical Engineering degree from the University of Sheffield, United Kingdom in 2005. He subsequently obtained his Master's in Business Administration from Lancaster University, United Kingdom, in 2012.

He began his career in 2005 with Linde Industrial Gases (M) Sdn Bhd, a producer of industrial gasses, as Process Engineer. He left the company in the same year and joined Tapis Teknik Sdn Bhd, a manufacturer of filtration and separation equipment, as a Sales and Application Engineer before he was promoted to Regional Sales Manager in 2007. He subsequently left the company in 2012 and joined Sterling Engineering and Trading Sdn Bhd, a company involved in trading of engineering products, as its director. He was responsible for sales and marketing, and overseeing the company's operations.

In 2015, he left and joined EMESB as Product Development Manager where he was responsible for developing growth strategies, business development, and overseeing the company's sales and marketing operations. He was promoted to his current position on 1 August 2021.

He does not hold any other directorship in public companies and listed corporations.

He does not have any family relationship with any other Directors or major shareholders of the Company.

ANSON SING YUN XIANG

Head of Finance

Nationality:
MalaysiaGender:
MaleAge:
39

Anson Sing Yun Xiang, a Malaysian, male, aged 39, is our Head of Finance. He is responsible for our Group's accounting and financial matters, including financial reporting, treasury functions, credit control, budgeting and taxation.

He obtained his Bachelor's Degree of Science in Accounting and Finance from the University of London in association with the London School of Economics, United Kingdom, in 2007 with a degree in Accounting and Finance. He has been a member of the Association of Chartered Certified Accountants and Malaysian Institute of Accountants since 2016.

He started his career in 2009 when he joined CLK Associates, an audit firm, as an Audit Junior and was subsequently promoted to Senior Auditor in 2012. In 2013, he left and joined Kerry Group Business Services (ASPAC) Sdn Bhd, a shared services company, as Accounts Officer. In June 2016, he left the company to join IOI Lipid Enzymtec Sdn Bhd, a manufacturer of industrial chemicals, as Accountant. Shortly after in September 2016, he joined Kimlun Sdn Bhd, a construction company, as Assistant Accounts Manager where he was responsible for supervising monthly accounts and tax-related matters.

In 2018, he left Kimlun Sdn Bhd to join EMESB as Assistant Finance Manager and was promoted to his current position on 1 August 2021.

He does not hold any other directorship in public companies and listed corporations.

He does not have any family relationship with any other Directors or major shareholders of the Company.

PROFILE OF KEY SENIOR MANAGEMENT

GOH YU MENG

Head of Human Resources and Administration

Nationality: Malaysia	Gender: Female	Age: 69
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Goh Yu Meng, a Malaysian, female, aged 69, is our Head of Human Resources and Administration. She is responsible for our Group’s human resources and administrative function, storekeeping and logistic operations.

She attended Stamford College, Selangor and obtained the LCCI Higher Accounting in 1976. She also obtained her Certificate in Personnel Management from the Malaysian Institute of Personnel Management in 1984.

She began her career with Tampoi Oil Products Sdn Bhd in 1976, a company involved in palm oil refinery as Accounts Assistant. In 1979, she left and joined Felda Vegetable Oil Products Sdn Bhd, a company involved in palm oil refinery as Administrative and Accounts Executive. In 2000, due to the restructuring of Felda group of companies, she was assigned to work under Delima Oil Products Sdn Bhd, a company involved in palm oil refinery and manufacturing of packaged foods as Administrative and Accounts Manager. She left Delima Oil Products Sdn Bhd in April 2011.

In May 2011, she joined EMESB as the Finance and Administration Manager where she was responsible for managing the company’s finances and administrative matters. On 1 August 2021, she assumed her present position and is currently responsible for overseeing our Group’s human resources and administrative functions, storekeeping and logistic operations.

She does not hold any other directorship in public companies and listed corporations.

She does not have any family relationship with any other Directors or major shareholders of the Company.

Additional Information:

Conflict of Interest

None of the Key Senior Management have any conflict of interest with the Company.

Conviction of Offence

None of the Key Senior Management has been convicted of any offence within the past five (5) years other than traffic offences and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2022.

CHAIRMAN'S STATEMENT



“

DEAR SHAREHOLDERS,

On behalf of the Board of Directors (“Board”), it is my pleasure to present to you the first Annual Report of Ecoscience International Berhad (“Ecoscience” or “Company”) for the financial year ended 31 December 2022 (“FY2022”). We have been able to reflect upon our achievements, challenges and progress over the past year, and it is heartening to see how we have grown as a team.

”

Notwithstanding the challenges and uncertainties that we faced, I am pleased to report that Ecoscience has continued to thrive and grow, with our successful debut on the ACE Market of Bursa Malaysia Securities Berhad on 18 July 2022 being our greatest milestone yet. Based on the initial public offering price of RM0.30 per share, our Company has raised total gross proceeds of RM24.7 million from the public issue of the new ordinary shares in our Company. Our achievements thus far are a testament of our hard work and resilience, but they are also a reminder that success is never guaranteed and that we must remain humble in the face of our accomplishments.

DATO' TAN YEE BOON

Independent Non-Executive Chairman

CHAIRMAN'S STATEMENT



2022 YEAR IN REVIEW

During FY2022, Ecoscience and its subsidiaries ("Group") recorded total revenue of RM94.4 million as compared to RM153.2 million documented for the preceding financial year ended 31 December 2021 ("FY2021"). We experienced some setbacks that have significantly affected the Company's top and bottom line.

High raw material cost and the interest rate have delayed the decision making of certain potential customers in the awarding of several projects tendered by our Group, which has adversely affected the Group's performance for the financial year. We have also encountered delays in completion of project due to adverse weather condition. The raw materials, transportation and freight costs which remain high in the year 2022 reduced the Group's gross profit margins accordingly.

The Group registered a loss before tax of RM11.0 million and loss after tax of RM9.4 million for FY2022 respectively, mainly due to the decrease in revenue from the construction of plants and facilities segment and the fabrication of equipment segment, recognition of net impairment loss on financial assets and listing expenses in FY2022.

THE YEAR AHEAD

As we reflect on the past year, we are also looking forward to and excited about the opportunities that lie ahead. For the coming year, the Group will continue to focus on our core competencies, explore new business opportunities and secure new customers that can potentially extend our global footprint into new geographical markets. We will continue to tender for palm oil related projects locally as well as overseas.

As a forward-thinking organisation, we recognise the urgent need to address the global challenge of climate change and we are committed to aligning with the cause of Net Zero 2050. We will be tendering for renewable energy related projects that will enable us to contribute our part in this transition towards renewable energy sources and help create a future of cleaner and more sustainable energy. With these strategies in place, we are focused on creating better value by leveraging our strengths, resources and expertise to deliver better results for all our stakeholders.

APPRECIATION

On behalf of the Board, I would like to express our sincere appreciation towards our valued customers, business partners and shareholders for your unwavering support throughout the years. The Company recognises that our success up to this point has only been made possible with your continued commitment to our brand, products and services. We take great pride in our strong relationships with each one of our stakeholders and we look forward to continuing our journey together.

I would also like to take this opportunity to express my heartfelt gratitude to my esteemed Board members and members of our staff for their continuous hard work and dedication that have been essential in helping us achieve our goals and drive the success of the Company. Their contributions are invaluable, and I am honored to work alongside each and every one of them. As we move forward, there is still much work to be done and I am confident that we will continue to build on our successes, learn from our challenges and work together to achieve greater things.

MANAGEMENT DISCUSSION & ANALYSIS



Managing Director's OVERVIEW OF FY2022

On behalf of the Board of Directors (“Board”), I am pleased to present to you the first Annual Report and Audited Financial Statements of Ecoscience International Berhad (“Ecoscience”) for the financial year ended 31 December 2022 (“FY2022”).

Despite a challenging year arising from, amongst others, delays in contract awards, delays in completion of projects due to adverse weather conditions, and high raw material, transportation and freight costs, which have affected our revenue as well as our gross profit adversely, we managed to mitigate the impact to our businesses through several approaches taken such as cost and inventory controls by the management.

WONG CHOI ONG

Non-Independent Executive Director/
Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

GROUP BUSINESS OVERVIEW

Ecoscience and its subsidiaries (collectively the “Group”) are a one-stop solutions provider for the construction of palm oil mills and supporting facilities, with in-house fabrication capabilities of palm oil milling equipment.

With an established track record of approximately 19 years, the Group’s core activities are in the construction of plants, which are mainly palm oil mills and facilities supported by the Group’s in-house fabrication of equipment, while the Group’s involvement in non-palm oil industries includes, amongst others, rubber, paperboard and packaging, power generation, rubber gloves and explosive manufacturing. Other complementary activities include the supply of materials and equipment, spare parts and provision of maintenance services.

As a turnkey contractor for plant and facility construction, the Group is primarily responsible for project planning, supervision and management, construction of buildings, fabrication of plant equipment and structures, and installation, testing, and commissioning of palm oil mills and facilities. Ecoscience has also registered with the Department of Occupational Safety and Health Malaysia as a manufacturer of unfired pressure vessels.

Other turnkey projects that the Group undertakes include projects in construction of kernel crushing plant and biogas plants for palm oil mills to generate biogas from palm oil mill effluent (POME).

Ecoscience’s clientele encompasses multinational corporations and large global resource companies that strengthen the Group’s market presence throughout Peninsular Malaysia, East Malaysia, as well as overseas markets, principally Indonesia and Gabon, a country on the west coast of Africa. On 18 July 2022, Ecoscience successfully listed on the ACE Market of Bursa Malaysia Securities Berhad.

As we recognise the urgent need to address the global challenge of climate change, we have been tendering for renewable energy related projects to help in promoting environmental-friendly resources and to create a cleaner and more sustainable future.

REVIEW OF FINANCIAL PERFORMANCE

Revenue

The Group recorded total revenue of RM94.4 million for FY2022, 38.4% lower as compared to RM153.2 million documented for the preceding financial year ended 31 December 2021 (“FY2021”). The Group derived the highest revenue from its construction of plants and facilities segment, which contributed 46.9% to the total revenue, while the supply of materials and equipment and fabrication of equipment segments contributed 29.2% and 22.8% respectively to the Group’s total revenue.

The decline in revenue was mainly due to lower revenue contribution from the construction of plants and facilities segment as well as the fabrication of equipment segment as most of the construction and fabrication projects were completed in FY2021. In addition, the revenue recognition was affected by the delay in certification of the completion of a project milestone in FY2022 by a customer and the delays in completion of projects due to adverse weather conditions.

REVENUE
(RM’000)

94,389

2021: 153,163



**(LOSS)/PROFIT
BEFORE TAX**
(RM’000)

(10,959)

2021: 11,075



TOTAL ASSETS
(RM’000)

173,008

2021: 128,413



MANAGEMENT DISCUSSION & ANALYSIS

Revenue by Geographical Locations

On a geographical review, Malaysia remains the largest revenue contributor to the Group, registering RM66.5 million for FY2022 as compared to RM41.8 million for FY2021 following commencement of projects in Malaysia customers during the financial year. Our foreign sales from Indonesia decreased by RM23.2 million to RM18.2 million for the FY2022 (FY2021: RM41.4 million) as the project was at the tail end phase in FY2022. The balance of total revenue for FY2022 is contributed by Gabon and Liberia at RM9.5 million and RM0.2 million, respectively as compared to revenue of RM69.5 million and RM0.5 million from Gabon and Liberia, respectively in FY2021. The decreases were mainly due to lower revenue recognised following the completion of most contracts for the construction of plants.

Gross Profit

Upon deduction of cost of sales, the Group recorded a gross profit of RM8.4 million for FY2022, a 69.1% decrease from RM27.2 million recorded for FY2021. The lower gross profit was a result of lower revenue recorded for FY2022 as explained above.

Loss / Profit Before Tax & After Tax

For FY2022, Ecoscience registered a loss before tax ("LBT") of RM11.0 million and loss after tax ("LAT") of RM9.4 million as compared to profit before tax ("PBT") of RM11.1 million and profit after tax ("PAT") of RM8.1 million generated during FY2021. The losses recorded were mainly attributable to the decrease in revenue as explained in the earlier section, net impairment loss on financial assets of RM3.6 million as a result of receivables that has been outstanding for over 12 months despite several attempts by the group to collect the amount owing from the customers and listing expenses of RM1.6 million which have been expensed off to the profit and loss in FY2022.

Trade Receivables Turnover Period

For FY2022, the trade receivables turnover period stood at 68 days (FY2021: 51 days). The turnover period for FY2022 was higher as compared to FY2021 due to slower collection from the customers mainly from the supply of material and equipment segment. We are monitoring closely on the status of the collections and will evaluate the collectability of the outstanding receivables from time to time.

Trade Payables Turnover Period

Trade payables turnover period stood at 97 days (FY2021: 74 days). The trade payables turnover period for FY2022 was higher as compared to FY2021 mainly attributable to slower payments made to the suppliers.

Liquidity & Capital Resources

While Ecoscience's cash inflow from financing activities increased to RM34.1 million mainly as a result of drawdown of bank borrowings to fund new projects and proceeds generated from its Initial Public Offering ("IPO"), the Group recorded net cash outflow of RM24.9 million for operating activities mainly due to the increase in trade and other receivables and net cash outflow of RM10.5 million for investing activities mainly attributable to purchase of short-term investments and placement of fixed deposits pledged with licensed banks.

Gearing Ratio

Ecoscience's gearing ratio remained constant at 0.7x as at 31 December 2022.

Known Trends and Events

Save for the anticipated risks disclosed in pages 29 to 30 of this annual report, we are not aware of any other known trends and events that are reasonably likely to have a material effect on the Group's operations, performance, financial condition and liquidity.

MANAGEMENT DISCUSSION & ANALYSIS

IPO

The Company had raised gross proceeds of approximately RM24.65 million from its IPO. The Group expects to use the IPO proceeds within an estimated timeframe of up to 24 months, from the date of listing of the Company's shares on the ACE Market of Bursa Malaysia Securities Berhad. From the IPO proceeds, the Group has allocated RM6.0 million (24.4%) for the purpose of business expansion, of which RM5.0 million will be utilised for the establishment of a new fabrication facility and office in Indonesia, and RM1.0 million to be utilised for the expansion of the Group's environmental and energy efficiency business. The Group has further allocated RM7.9 million (31.8%) of the IPO proceeds for working capital requirements, RM7.0 million (28.4%) for repayment of bank borrowings and RM3.8 million (15.4%) for listing expenses.

The utilisation of gross proceeds as disclosed above should be read in conjunction with the Prospectus of Ecoscience dated 21 June 2022.

As of 31 December 2022, the IPO proceeds allocated for working capital requirements, repayment of bank borrowings and listing expenses have been fully utilised and RM0.1 million has been utilised to purchase 1 new unit of non-chemical water treatment equipment for the expansion of the environmental and energy efficiency business. There was a delay in executing our business expansion plan to establish a new fabrication facility and office in Indonesia as we are still in the midst of identifying a suitable piece of land and sorting out the land conversion matters. Notwithstanding the delay, we have engaged a company secretary to assist us in incorporating a new company in Indonesia.

**Share Price Performance**

As of 30 December 2022, the IPO proceeds allocated for working capital requirements, repayment of bank borrowings and listing expenses have been fully utilised and the Group's share price closed at RM0.500 with a total market capitalisation of RM170.0 million.

Dividend

No dividend has been paid or declared by Ecoscience since the end of the previous financial year. The directors do not recommend any dividend payment in respect of the current financial year. Future declaration of dividend is dependent upon various factors including but not limited to our financial performance, cash flow requirements and capital expenditure plans.

MANAGEMENT DISCUSSION & ANALYSIS

REVIEW BY BUSINESS SEGMENT

Construction of Plants and Facilities Segment

Revenue from construction of plants and facilities segment decreased by RM41.8 million to RM44.3 million (FY2021: RM 86.1 million) for FY2022 as most of the construction projects were completed in FY2021. The recognition of revenue was also affected by the delay in certification of a project's milestone completion by a customer, delay in handover of site from a customer to our Group and delays in completion of projects due to adverse weather conditions.



MANAGEMENT DISCUSSION & ANALYSIS

Fabrication of Equipment Segment

For FY2022, revenue from our fabrication segment decreased by RM11.6 million to RM21.5 million (FY2021: RM33.1 million) as most of the fabrication projects were completed in FY2021. We will continue to tender for new projects to enhance the sustainability of our order book. However, there can be no assurance that such tenders will be successful resulting in securing new contracts.

We believe the incorporation of a wholly-owned subsidiary in Indonesia and the establishment of a new fabrication facility and office located at Balikpapan in East Kalimantan province, Indonesia, will place the Group in a stronger position to capitalise on the opportunities available in Indonesia. This strategy for business expansion is expected to improve the Group's efficiency by reducing response time to request from Indonesian customers as well as reducing the Group's shipping costs. Furthermore, we believe that the operation of a fabrication facility in Indonesia could enhance the Group's prospects in securing new contracts for the expansion or development of palm oil plants and facilities as well as other related sectors.

Supply of Materials and Equipment Segment

Our revenue contributed from the supply of material and equipment segment decreased by RM4.6 million to RM27.6 million (FY2021: RM32.2 million) during the FY2022 as a result of lower supply of construction material spun piles to a palm oil mill in Indonesia.



Anticipated Risks & Mitigation

We have identified several risks that the Group may be exposed to that can potentially have impact to our operating activities of each principal business segment as well as business growth. Accordingly, we have developed appropriate approaches or strategies to deal with the effect or outcome of such matters on our business activities and/or to mitigate such risk:

(i) We are dependent on a major customer for their significant contribution to our order book.

In the previous years, there has been a single customer who has contributed 68.5% and 38.2% towards the Group's revenue for FY2020 and FY2021, respectively. The contribution by the aforementioned customer to the Group's revenue, however, has been reduced to 5.7% in FY2022. The ongoing engagement is project-based with no further revenue expected upon completion of current projects, provided new contracts are secured.

We will continue to focus on securing more projects from different customers as depending on a single major customer can be risky for our business, leaving us vulnerable to market fluctuations and changing customer preferences. We will actively seek for new customers to diversify our customer portfolio.

MANAGEMENT DISCUSSION & ANALYSIS

(ii) We are dependent on our ability to continuously secure new projects to ensure the continuity of our order book.

Our financial performance depends on our ability to secure new projects to sustain our order book. As projects are typically awarded based on competitive bidding, there can be no assurance that our bids will be successful, or we will continue to secure new projects. Our order book is also subject to the risk of sudden changes such as delay, termination or suspension of projects, and variation orders, which may affect the scope of our work.

We will continue to tender for new projects in the palm oil industries, both locally and overseas. We will continue to promote our business in supplying heat recovery equipment and non-chemical water treatment equipment using a leasing business concept which will generate recurring revenue for us. In March 2022, we have appointed a distributor for our non-chemical water treatment equipment in Sarawak. In addition, we will also participate in tendering of projects related to renewable energy such as businesses related to the production of biofuel with palm oil waste.

(iii) We are subject to risks associated with Gabon.

We are subject to Gabon's government policies, legal system, taxation system (including withholding tax), monetary policy (including exchange controls and repatriation of profits), licensing and other requirements, and laws and regulations governing business operations, labour, health, safety, and environment and other policies. Failure to comply with any of the necessary laws, rules and other requirements of conducting business in Gabon may result in action by Gabonese authorities, as well as fines and/ or penalties, all of which might have a negative impact on our business operations and financial performance.

We reduce our risk exposure by sub-contracting the local portion of the works to contractors registered in Gabon. We maintain bank accounts in EUR which provide a natural hedge against foreign exchange fluctuations to mitigate the foreign exchange risk. We monitor closely on our project executions in Gabon to ensure compliance with the necessary laws, rules and other requirements of conducting business in Gabon.

(iv) We are exposed to the risks of project delays as well as contract termination or suspension.

Our projects include delivery milestones to achieve within a timeline, which may be affected by several factors, including but not limited to, the availability of materials, labour, the timely delivery of shipments and customs clearance. In this respect, we may be subject to the inability to meet our contractual obligations due to factors that may be beyond our control. During FY2022, we have encountered delays the completion of projects due to adverse weather conditions in Gabon and Malaysia.

It is within our practice to apply for a timeline extension with the respective customer, should there be any experience of delays in implementing our projects. Nevertheless, we remain mindful that there is no assurance that customers will grant us the time extension. On the other hand, it is crucial that we manage the customer's expectations ahead of starting the project to ensure all parties are aligned throughout the implementation of the project.

(v) We are exposed to fluctuations in the market price of steel.

Steel price is affected by, amongst others, overall economic performance, demand, production capacity and supply. We mainly use steel products and pipes for the construction of plants and facilities and fabrication of equipment. During FY2022, some of our potential customers have delayed their decisions in awarding contracts tendered by our Group due to, amongst others, high steel price.

Whenever it is practical, we will lock in the price for all of the steel products and pipes with suppliers for a period of time while we bid for a contract. Else, we might purchase all of the steel materials and pipes that are required for a project promptly after securing the contract or purchase order in order to stay close to the budget that was used to bid for the contract. Nevertheless, there is no assurance that these measures will result in purchasing the required steel materials at prices that are not materially higher than the budgeted prices.

MANAGEMENT DISCUSSION & ANALYSIS

OUTLOOK FOR FY2023

With Malaysia and Indonesia being the largest palm producers in the world, the prospects are looking bright for the overall economic growth of these two nations.

The Malaysian economy recorded strong growth of 8.7% in 2022 and the nation's gross domestic product is forecasted to grow between 4.0% and 5.0% in 2023, underpinned by firm domestic demand, improving labour market conditions and recovery in tourism-related sectors following the reopening of international borders. Moving forward, efforts will be ramped up to uplift and enhance the economic potential for Malaysia to become more competitive, sustainable and inclusive, with the goal to position Malaysia as a major investment destination.

Meanwhile, domestic economic growth in Indonesia was recorded at 5.3% in 2022, improving significantly from 3.7% in 2021. For 2023, the Indonesian economy is forecasted to develop robust growth within the 4.5 to 5.3% range attributed to the release of pent-up domestic demand in the form of household consumption and investment. The latest projection is in line with increasing public mobility after the Indonesian Government fully lifted community activity restrictions, demonstrating a promising business outlook, increasing inflow of foreign direct investment and the ongoing completion of national strategic projects. Moreover, the Indonesian government is encouraging the establishment of local refineries to boost local employment, thus it is expected that more refinery plants will be built in Indonesia in the near future.

For the coming financial year ("FY2023"), the Group will continue to focus on its core competencies in the construction of palm oil mills and supporting facilities, and fabrication of equipment as well as to explore business opportunities with prospective new customers to grow its customer base, including covering new geographical markets.

In addition, the Group will implement the following business strategies and plans: (a) to establish a new fabrication facility and office in Indonesia; and (b) to expand its environmental and energy efficiency business. Considering the above, the Group remains cautiously optimistic of its performance for FY2023, driven by our ongoing projects as well as new projects expected to be secured for the following quarters and we will continue to tender and secure new projects to sustain our order book.

With these strategies in place, we believe that we are better positioned to generate better performance and reinforce our stakeholders. We are excited about the potential of these strategies and we look forward to sharing our progress as we work towards creating greater and more sustainable value for all our stakeholders.



SUSTAINABILITY STATEMENT

REPORTING FRAMEWORK

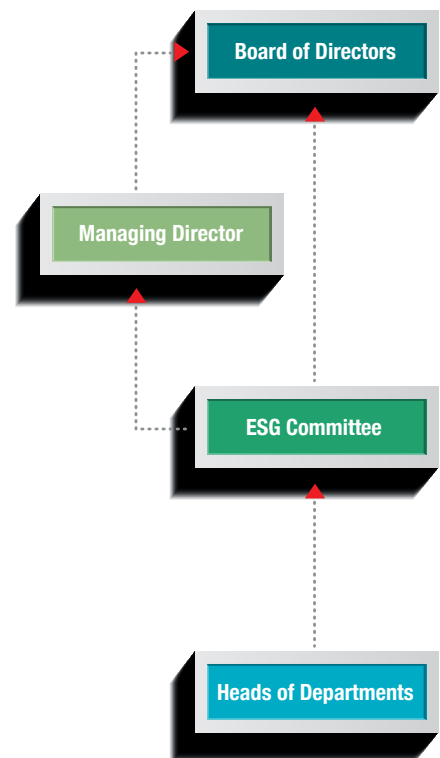
This sustainability statement adheres to the ACE Market Listing Requirements reporting guidelines set by Bursa Malaysia Securities Berhad (“Bursa Securities”) and provides a transparent and comprehensive picture of Ecoscience International Berhad (“Ecoscience”) and all its operating subsidiaries’ (collectively, the “Group”) sustainability journey throughout the financial year ended 31 December 2022 (“FY2022”). The scope of this sustainability statement covers the businesses in construction of plants and facilities, fabrication of equipment, as well as supply of materials and equipment.

The Board of Directors (“Board”) acknowledges the increasing importance of environmental, social and governance (ESG) matters as sustainability considerations in supporting our long-term business strategies. We have established an ESG committee as our commitment to create sustainable progress for the Group. The Board takes guidance from, amongst others, the recommendations under the Malaysian Code of Corporate Governance as well as the Sustainability Reporting Guide 3rd Edition by Bursa Securities, in addressing the Group’s identified sustainability matters and efforts to meet the expectations of stakeholders.

Governance in Sustainability Processes

Board of Directors	<ul style="list-style-type: none"> Responsible for sustainability practices and performances; Review the adequacy of sustainability initiatives and processes; and Oversee the Group’s sustainability matters, provide advices and directions on sustainability issues for the Group as and when necessary.
Managing Director	<ul style="list-style-type: none"> Lead and drive the overall sustainability strategy and implementation across the Group; and Discuss, review and monitor the progress of sustainability matters regularly.
ESG Committee	<ul style="list-style-type: none"> Led by the Business Development Director of the Group; Comprises senior representatives of departments and human resources; Perform materiality assessment on the Group’s sustainability matters; and Drive, track and monitor progress and improvements towards achieving the Group’s key sustainability objectives.
Heads of Departments	<ul style="list-style-type: none"> Responsible for the management and performance of sustainability matters; and Report to ESG Committee on the status of action plans and performances in relation to sustainability matters.

Sustainability Governance Structure



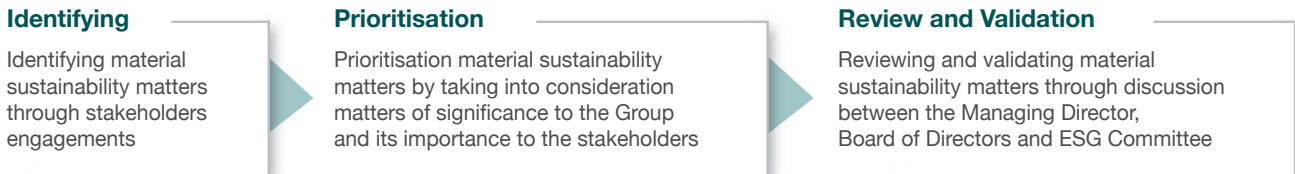
Material Sustainable Matters

As an integrated service provider for the palm oil milling industry, Ecoscience is enhancing our focus and role in contributing towards a sustainable supply chain. Being a one-stop solution provider for the construction of palm oil mills and supporting facilities, and fabrication of equipment, our business activities include the construction of plants, which are mainly palm oil mills and facilities supported by our in-house fabrication of equipment, supply of materials and equipment, spare parts and the provision of maintenance services.

SUSTAINABILITY STATEMENT

Material Sustainable Matters (Cont'd)

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



In line with the Group’s business, we have identified material sustainability matters pertaining to the economic, environmental, social and governance, and our current practices and actions taken to deal with these sustainability matters are as follows:

Stakeholder Engagement Table

Stakeholder engagement is a vital component of our Group’s business sustainability and long-term performance. It enables our Group to identify possible difficulties, build trust, and create mutually beneficial solutions that suit the objectives of all parties involved by understanding the wants and concerns of our numerous stakeholders.

Our Group’s initiatives on stakeholder engagement are illustrated in the table below:

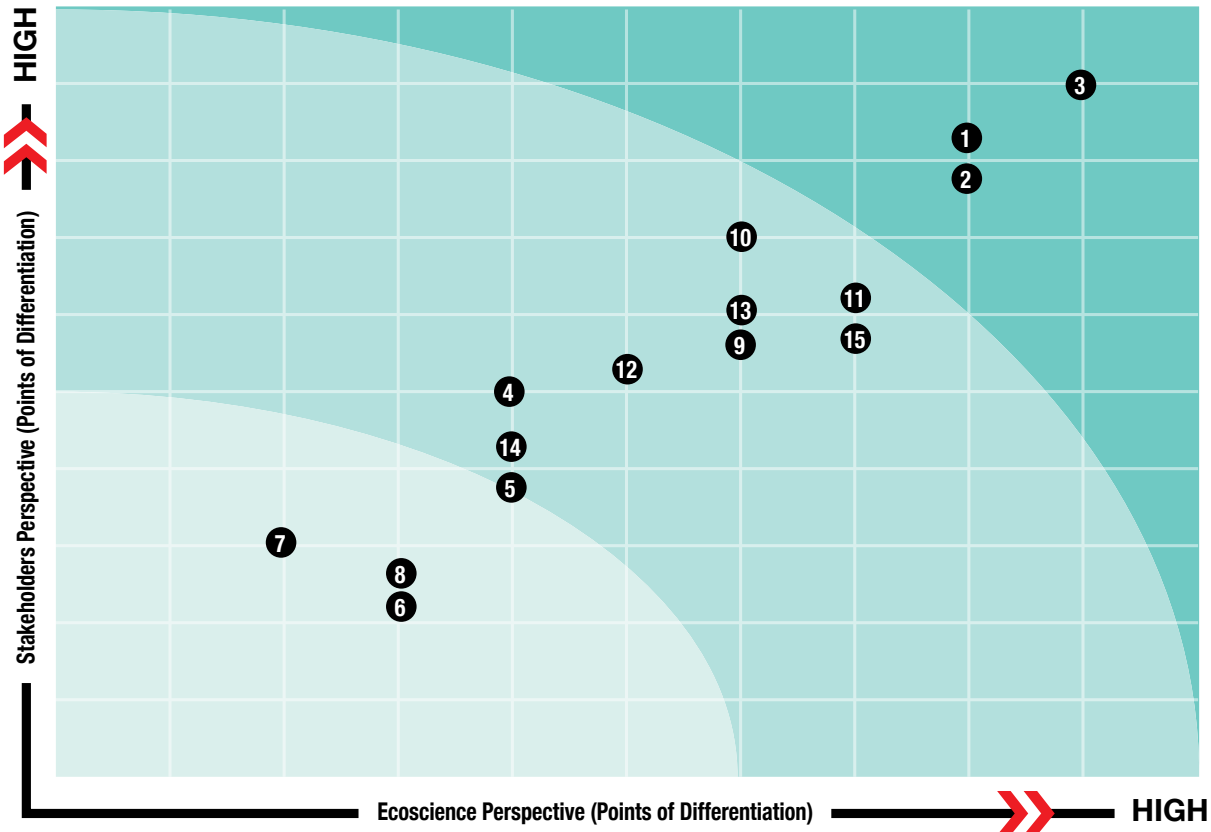
Stakeholder	Expectations & Interests	Engagement Methods
Investors	<ul style="list-style-type: none"> Financial performance Sustainable financial returns Business strategy Sustainable dividend policy Corporate governance 	<ul style="list-style-type: none"> Annual general meetings Annual reports Quarterly financial reports Corporate website
Customers	<ul style="list-style-type: none"> Good relationship rapport Ensure timely service and product delivery Resolving complaints efficiently Compliant with health and safety standards operating procedure (SOP) when attending meetings 	<ul style="list-style-type: none"> Actively engage and build relationships Regular meetings and feedback Participation in industry networking events
Local Communities	<ul style="list-style-type: none"> Impact of operations Interaction with local communities Building good relationships 	<ul style="list-style-type: none"> Corporate Social Responsibility
Regulatory Agencies	<ul style="list-style-type: none"> Compliance with corporate governance Compliance with all local laws and regulations Compliance with labour, environmental and health & safety regulations 	<ul style="list-style-type: none"> Annual reports Compliance with relevant government laws and regulations Participation in seminars and information sessions conducted by the authorities
Suppliers	<ul style="list-style-type: none"> Transparent procurement practices & pricing Regular payment schedule Timely delivery 	<ul style="list-style-type: none"> Timely payments Vendor registration (as needed) Contract engagement (as needed)
Industry Peers	<ul style="list-style-type: none"> Industry best practices 	<ul style="list-style-type: none"> Participation in industry networking events
Employees	<ul style="list-style-type: none"> Training and development Occupational health and safety Competitive remuneration and rewards 	<ul style="list-style-type: none"> Training and development programmes Safety training and awareness Annual appraisals Whistle Blowing Policy

SUSTAINABILITY STATEMENT

Sustainability Materiality Assessment

The Materiality Matrix impacts value creation in Ecoscience within the three areas according to the colour shades below:

- **Points of Differentiation**
 Topics where Ecoscience can lead
- **Value Enhancement**
 Topics that can add operational value to Ecoscience
- **Value Protection**
 Foundation topics for Ecoscience



Economic Sustainability Matters	1. We are a one-stop solution provider. 2. We have in-house capabilities for the design and fabrication of equipment. 3. Our established track record as a strong platform for continuous business sustainability and growth.
Environmental Sustainability Matters	4. Supply of Regulatory-Compliant and Environmental-Friendly Products & Services 5. Solar Energy 6. Waste Management 7. Digitalised Processes 8. Reducing Single-Use Materials
Social Sustainability Matters	9. Workforce Demographic 10. Health and Safety 11. Employees 12. Talent Management 13. Employee Remuneration & Retention 14. Social Investments
Governance	15. Policies and Governance Practices

Material Sustainability Matters Identified and Its Importance

The importance of these sustainability matters selected to Ecoscience International Berhad are as follow:

- To ensure long-term sustainability to our core business.
- To adapt and adopt environmental issues to address the current global climate change.
- To create healthy organisational social culture.
- To be a responsible organisation to adhere to our values and goals.

SUSTAINABILITY STATEMENT



ECONOMIC Sustainability Matters

The Group practices the following measures to ensure business success and long-term sustainable growth:



We are a one-stop solution provider

We are well-positioned to provide a one-stop solution for the construction of plants and supporting facilities for palm oil mills and plantations as our core competencies include procurement, construction and the commissioning of palm oil mills and facilities that are in support of the operations of plantations and mills. Our construction segment is supported by our fabrication capabilities for palm oil milling equipment. We believe that this has been and will continue to be the Group’s key competitive advantage as we provide convenience to customers, simplifying their dealings with only one turnkey contractor for the entirety of the project.



We have in-house capabilities for the design and fabrication of equipment

Having in-house capabilities to fabricate some of the palm oil milling equipment allows us to control a portion of the cost components and timing of delivery for some of our products. In addition, we are also able to provide customised solutions based on our customers’ specific requirements. From time to time, we engage with third party consultants and engineers to develop new designs for palm oil milling equipment, of which we will then work on areas for improvement and modification to ensure the equipment meets our ever-advancing key performance measures.



Our established track record is a strong platform for continuous business sustainability and growth

We have built a solid track record of approximately 19 years in providing construction and fabrication solutions for plants, facilities and equipment in Malaysia and overseas, including Indonesia, Gabon and Liberia. The Group’s market presence locally as well as in foreign countries will serve as a reference site and platform for us to grow our business, gearing up for continuous business sustainability and growth.



Environmental Sustainability Matters

The Group adopts several sustainable practices in response to environmental issues such as climate change, waste and pollution, which are identified as below:



Supply of Regulatory-Compliant and Environmental-Friendly Products & Services

The Group is involved in providing environmental-friendly systems and products, such as non-chemical treatment for cooling towers and boilers as well as biogas plants. We construct biogas plants for palm oil mill effluent (POME) treatment at palm oil mills for our customers, which comprise POME pre-treatment systems, bioreactor tanks, biogas treatment systems and power generation systems following the standards set under the Department of Environment Malaysia.

The Group conducts research and development initiatives on water treatment with the aim to achieve zero discharge from palm oil mills. Additionally, we have allocated budget of RM1.0 million from the proceeds raised from the initial public offerings to promote our environmental and energy efficiency business segment to customers in the coming financial year.

SUSTAINABILITY STATEMENT

ENVIRONMENTAL SUSTAINABILITY MATTERS (Cont'd)



Solar Energy

The Group had in November 2021 installed a solar photovoltaic system to reduce the consumption of electricity at the office and manufacturing plant located at Pasir Gudang, Johor, and has received approval from the Malaysian Green Technology and Climate Change Corporation (MGTC) for Green Investment Tax Allowance and approval from the Energy Commission to operate the solar photovoltaic system.

Usage of electricity (over a period of 3 years):

Year	Usage (kWh)
2020	514,702
2021	401,472
2022	303,854



Waste Management

The Group has a standard operating procedure to recycle or dispose all unwanted hardware components by handing them over to the scrap material collector. As at 31 December 2022, the Group has recycled and disposed a total of 4,623 kgs of waste materials, namely 4,060 kgs of mild steel and 563 kgs of stainless steel respectively. The Company only start to collect the data in 2022 and there was no historical data available for comparison.



Digitalised Processes

We have a Computerised Numerical Control (CNC) machine, which computerises manufacturing processes, in which pre-programmed software and codes control the movement of our production equipment. This technology allows for high precision and repeatability, as well as complex geometries and shapes to be produced with ease, compared to manual machining.

On the other hand, manual machining involves the use of hand-operated tools, such as lathes, mills, and drill presses, to perform machining operations. The process is performed by skilled machinists who use their experience and judgement to produce parts and components. Manual machining requires a high level of skill and experience, and the end-product may vary in precision from that produced by CNC machining.

Percentage of time saved and defected products reduced:

Items	Percentage
Time Saved	80%
Defected Products Reduced	10%



Reducing Single-Use Materials

We recycle our packaging materials for logistics when repacking our products for export. For FY2022, we have repurposed 45 wooden pallets and 112 carton boxes for the transportation of goods via containers and vessel shipments. There was no historical data available for comparison.



Social Sustainability Matters

The Group is constantly striving for improvement in organisational culture and adopting best practices to create the best working environment for all our staff members and serve the interests of the wider communities as well.



Health and Safety

Having a Health and Safety Committee in place is crucial for promoting a safe and healthy work environment. Our committee, consisting of six (6) members, is responsible for monitoring and evaluating the workplace for potential health and safety hazards as well as for implementing measures to mitigate any identified risks. As at FY2022, we have received two (2) Green Books and two (2) Yellow Books awarded by the Department of Occupational Safety and Health (DOSH) of Malaysia to certify that our business premises are safe for operations.

SUSTAINABILITY STATEMENT

SOCIAL SUSTAINABILITY MATTERS (Cont'd)

The Green Books have been awarded to the Group’s Safety and Health Officers (SHO) who are involved in the manufacturing, construction, services and utilities segments of our business. Meanwhile, the Yellow Books have been awarded to the Group’s Site Safety Supervisors (SSS) who are involved in the construction segment and have excelled in their main role to ensure the safety of our business premises for the comfort of our entire workforce.

With the outbreak of COVID-19 face masks and sanitiser have become essential tools in preventing the spread of illness. By making these items readily available, we can help to ensure that our employees feel protected and secure while at work. The Group also exercises safety measures according to an established standard operating procedure for COVID-19. We hope that these initiatives help to boost employee morale and increase productivity with less distraction of health concerns.

The Group is dedicated to providing a supportive and healthy work environment for our employees by providing several essential amenities in the workplace. To ensure this, we have implemented several initiatives to meet the needs of our staff. Firstly, we have installed water filtration systems in the pantry to ensure that employees have access to clean drinking water at all times as well as a constant supply of beverages to keep employees refreshed and energised throughout the day. Secondly, for staff members who are working overtime, we provide packed meals to ensure that they have access to nutritious and hot meals and serves as a reminder for them to take breaks and refuel while still on the job.

Thirdly, we offer comprehensive insurance coverage to our employees to ensure that they have access to quality medical care and support in case of illness or injury. Fourth, our initiative to raise awareness on sexual harassment with posters aims to educate and empower individuals to take a stand against this issue. We believe that everyone has a role to play in creating a safe and respectful environment. Our posters feature clear and concise information on what constitutes harassment, its effects, and ways for prevention. These initiatives demonstrate our commitment to creating a positive and supportive work environment that promotes the health, happiness, and productivity of our employees.

Lastly, employees who did not apply for medical leave throughout the year were incentivised as well. Those with zero medical claim will receive an RM200 as a one-time reward for that financial year. In addition, unclaimed medical expenses from the annual budget are rewarded.

Number of work-related fatalities & lost time incident rate:

Year 2020

Man Days:
 $135 \text{ Average Workers} \times 8 \text{ Hours Daily} \times 22 \text{ Days Works} \times 12 \text{ Months}$
 = **285,120 Man Hours Working**

Lost Time Incident Rate:
 $\text{Man Hours Working} \times \text{Number of Incident} \div 1 \text{ Million Rate Hours}$
 $285,120 \times 0 \div 1,000,000$
 = **0**

Year 2021

Man Days:
 $85 \text{ Average Workers} \times 8 \text{ Hours Daily} \times 22 \text{ Days Works} \times 12 \text{ Months}$
 = **179,520 Man Hours Working**

Lost Time Incident Rate:
 $\text{Man Hours} \times \text{Number of Incident} \div 1 \text{ Million Rate Hours}$
 $179,520 \times 0 \div 1,000,000$
 = **0**

Year 2022

Man Days:
 $80 \text{ Average Workers} \times 8 \text{ Hours Daily} \times 26 \text{ Days Work} \times 12 \text{ Months}$
 = **199,680 Man Hours Working**

Lost Time Incident Rate:
 $\text{Man Hours} \times \text{Number of Incident} \div 1 \text{ Million Rate Hours}$
 $199,680 \times 0 \div 1,000,000$
 = **0**

SUSTAINABILITY STATEMENT

SOCIAL SUSTAINABILITY MATTERS (Cont'd)



Employees

We ensure that all our employees are given an equal opportunity to grow their career pathway and we are ready to invest in professional development trainings as needed for employees to groom them for future business expansion. The Board is also committed to involving employees of the Group in making decisions in relation to social policies.

As we are now in the endemic phase of the COVID-19 virus, we intend to reintroduce our annual company traditions such as monthly birthday celebrations for staff members, annual dinner events and annual company trips to encourage social engagement and strengthen the bond amongst our team of staff, whilst be cautious of the safety and wellbeing of all our staff members.



Workforce Demographic

As at 31 December 2022, Ecoscience employs a total of 113 employees (2021: 90 employees), of which 89 are male employees (2021: 68 male employees) and 24 are female employees (2021: 22 female employees).



Talent Management

Effective talent management enables the Group to attract, retain, and engage the top talent in order to support our long-term goals and objectives. This not only leads to improved productivity and skills enhancement, but also helps to foster a positive and supportive work environment, where employees are motivated, engaged, and committed to their work. Additionally, talent management also helps companies to plan for future talent needs, to build a pipeline of talented individuals, and to proactively manage the risks associated with workforce transitions, such as turnover and skill shortages.

For FY2022, the Group had focused upskilling our talent pool in the areas of Engineering, Safety, Finance and Human Resources. We have invested in a total of 216 hours of training, five (5) mid-management staff and ten (10) executive staff which helped to identify the key competencies and requirements for managerial and key senior positions for succession planning. We have also provided a total of 28 hours of training for four (4) foreign employees.



Employee Remuneration & Retention

In order to retain our top employees, we offer a competitive package that includes a competitive salary, bonus payment, and other benefits that are in line with industry standards. Furthermore, we offer a well-defined internal career progression path that allows individuals to take on new responsibilities and enhance their careers over time. This path gives individuals the opportunities they need to fulfil their long-term career goals while working with us. We believe in giving our employees the skills and resources they need to succeed, and we are dedicated to creating an atmosphere in which they can grow and prosper.



Social Investments

To contribute towards social investment, our employee, En Nizam, a road accident victim that become disabled to work for 6 months has received a RM1,000 donation from the company along with other forms of assistance. This contribution was a show of sympathy for the family of the victim of the tragic incident.

SUSTAINABILITY STATEMENT



GOVERNANCE

Sustainable governance within an organisation is essential for the long-term business success, which involves establishing systems, processes, and policies that prioritise sustainability in decision-making and operations. By embedding sustainable governance practices into the foundation of our Group, we are better able to ensure that our business strategies are aligned with our values and goals to act in the best interests of all our stakeholders. Ultimately, good governance will help build trust with stakeholders, reduce risks, and create a positive reputation, which can lead to increased brand loyalty and long-term business success.



Policies and Governance Practices

The Group is committed to conducting our business ethically and in compliance with the approved code of conduct, which is available on our website. We have in place Ecoscience’s Code of Conduct, Anti-Bribery and Corruption Policy, Whistle Blowing Policy, Board Charter, Fit & Proper Policy, and Risk Management Framework for all departments within the Group to ensure close monitoring of risk towards the achievement of Ecoscience’s objectives. These policies are applicable to all employees of the Group and it reflects the underlying shared values that we uphold.

Every employee is made to adhere to the confidentiality of company privacy information at all time during the tenure of service by signing of the acceptance letter. We strictly adhere to the Malaysia Employment Act 1955.



SUMMARY

In summary, the Group believes that ESG sustainability is pivotal for business growth as well as to remain relevant and competitive within today’s competitive business environment. As a publicly traded organisation, we are just getting started on the road to sustainability, and there is much more work to be done to advance our position. We will engage with experienced parties to provide consulting and training for our existing ESG committee so that we are well-equipped to meet the ESG criteria.

We are committed to making good progress and establishing a more sustainable future for all of our stakeholders. We will continue to develop and implement best practices in order to increase the Group’s sustainability.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of Ecoscience International Berhad (“Ecoscience” or the “Company”) recognises the importance in applying the Principles and Practices stipulated in the Malaysian Code on Corporate Governance (“MCCG”) issued by the Securities Commission Malaysia throughout the Company and its subsidiaries (“Group”). The Board is committed to ensure highest standards of accountability and transparency are being observed and practised to promote good corporate governance throughout the Group as those are essential to the effective operations of the Group.

This statement is prepared in compliance with ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and it is to be read together with the Corporate Governance Report 2022 of the Company (“CG Report”) which is available on the Company’s website at www.ecosciencegroup.com and the Company’s announcement on the website of Bursa Securities.

The Board is pleased to set out below the manner in which the Group has applied the three main principles in the MCCG during the financial year ended 31 December 2022 (“FY2022”), which are as follows:

Principle A: Board Leadership and Effectiveness;

Principle B: Effective Audit and Risk Management; and

Principle C: Integrity in Corporate Reporting and Meaningful Relationship with Stakeholders.

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

BOARD RESPONSIBILITIES

The Board takes full responsibility for the performance of the Group and leading the Group towards achieving its short and long-term objectives, setting corporate strategies for growth and new business development. The Board has delegated the day-to-day operations of the Group to the Managing Director (“MD”) and the Executive Director (“ED”). They manage the Group in accordance with the strategies and policies approved by the Board.

For the Board to discharge their functions and responsibilities orderly and effectively, the Board has delegated specific powers and responsibilities to various Board Committees namely Audit and Risk Management Committee, Remuneration Committee and Nomination Committee. The functions of each Board Committee are set out in the Terms of Reference (“TOR”) of the respective Committees which were approved by the Board. The TOR of each Board Committee are available on the Company’s website at www.ecosciencegroup.com and will be annually or periodically reviewed by the NC and/or Board.

The principal roles and responsibilities of the Board are as follows:

- (a) Formulating a strategic plan for the Company and tailoring the same from time to time by taking practical, realistic and holistic approaches;
- (b) Reviewing, challenging and deciding on management’s proposals and monitor its implementation;
- (c) Promoting good corporate governance culture within the Group;
- (d) Identifying principal risks and ensuring the implementation of appropriate systems to mitigate these risks;
- (e) Reviewing the adequacy and integrity of the Company’s internal control systems for compliance with applicable laws, regulations, rules and guide;
- (f) Assessing management’s response to ensure the Company’s business is properly managed and sustained; and
- (g) Overseeing the development and implementation of the investor relations programme.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CHAIRMAN

The Chairman of the Board, Dato' Tan Yee Boon, who is an Independent Non-Executive Director ("Chairman"), is responsible for leading the Board in ensuring the integrity and effectiveness of the Group's corporate governance practices, acts as a facilitator at the meetings and ensures that Board proceedings comply with good conduct and best practices.

The Board recognises the importance of having a clearly accepted division of power and responsibilities between the Chairman and the MD of the Company to ensure a balance of power and authority.

Therefore, the positions of the Chairman and the MD were held by different individuals. The Chairman is a non-executive member of the Board.

The Chairman carries out a leadership role in the conduct of the Board and the primary responsibilities of the Chairman are, amongst others, as follows:

- (a) Providing leadership for the Board in ensuring the Board discharge its responsibilities effectively;
- (b) The efficient organisation and conduct of the Board's function, chairing Board meetings and encouraging all directors to play an active role in Board activities;
- (c) Taking the lead in setting the values and standards of the Company;
- (d) Ensuring complete and accurate information is furnished to Board members on a timely basis to facilitate decision-making;
- (e) Ensuring accurate and timely information, in particular, about the performance of the Company, is furnished to Board members;
- (f) Setting the Board meeting agenda and ensuring that the complete and accurate information will be received by the Directors and adequate time is allocated for discussion of issues tabled to the Board for deliberation;
- (g) Encouraging active participation at Board meetings and allowing dissenting views to be freely expressed;
- (h) Chairing general meetings of shareholders and ensuring orderly conduct and proceedings of such meetings;
- (i) Ensuring effective communication with shareholders and stakeholders and that their views are communicated to the Board as a whole; and
- (j) Facilitating the contribution of Non-Executive Directors and ensuring constructive relations be maintained between Executive and Non-Executive Directors.

The MD, Mr Wong Choi Ong bears overall responsibilities for the Group's business performance and managing the Group in accordance with the strategies and policies approved by the Board. The MD is also responsible for the day-to-day operations of the Group, within the authorities as delegated by the Board.

Our ED, Mr Pan Kum Wan is involved in leadership roles to oversee the day-to-day operations and management within his specific areas of expertise or assigned responsibilities. He is also responsible for the implementation of strategic plans and policies set by the Board and to assist the MD in discharging his duties.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

CHAIRMAN OF THE BOARD SHOULD NOT BE A MEMBER OF THE BOARD COMMITTEES

The Board complies with Practice 1.4 of the MCCG whereby the Chairman of the Board is not a member of Audit and Risk Management Committee, Nomination Committee or Remuneration Committee. This is to enable the Chairman to exercise his independence and objective view, and also to provide advice and guidance to the Board Committees based on his vast experiences.

QUALIFIED AND COMPETENT COMPANY SECRETARY

The Board is supported by two (2) qualified and competent Company Secretaries to provide support and guidance in advising the Board on all secretarial matters of the Company in relation but not limited to Companies Act 2016, AMLR of Bursa Securities and MCCG.

The Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators and are qualified to act as Company Secretary pursuant to Section 235(2) of the Companies Act 2016.

The Company Secretaries are responsible for providing support and guidance in advising the Board on all secretarial matters of the Company, in particular its compliance with the AMLR of Bursa Securities as well as informing and keeping the Board abreast of the latest development in corporate governance, changes in the legal regulatory framework, new statutory requirements and best practices.

ACCESS TO INFORMATION AND ADVICE

The meeting materials of each Board and Board Committees meeting were given to all the Directors at least three (3) days in advance prior to the respective meeting. Reasonable time were given to Directors to review the Board papers so that matters arising could be properly deliberated at the Board and Board Committees meetings and appropriate decisions could be made by the Board and respective Board Committees.

The Board shall have full access to the advice and services of the Company Secretaries and may request information and documents relating to the Company from the Company Secretary in order to facilitate their work duties as a Director.

The Board may also seek for independent professional advice at the Company's expense to enable them to discharge their duties with adequate knowledge on the matters being deliberated.

COMPANY'S POLICIES

The Board encourages employees across the Group to adhere to and to maintain the highest standard of ethical behaviour, hence the Group has adopted the following policies as a mechanism to minimise any risks that may occur.

1. Board Charter

The Board had on 20 August 2021 adopted a Board Charter to set out their roles, duties and responsibilities to be in line with the principles of good corporate governance. The Board Charter would be periodically reviewed and updated as and when necessary to ensure that it remains consistent with the Group's policies and procedures, the Board's overall responsibilities as well as changes to legislation and regulations.

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

2. Code of Conduct

The Group had on 1 July 2020 adopted a Code of Conduct which serves as a documentation of its commitment in business dealings with customers, vendors, suppliers, contractors, government, regulators, investors, the business community as a whole in a manner that is efficient, effective and fair. The Code of Conduct is available on the Company's website at www.ecosciencegroup.com.

3. Whistle Blowing Policy

The Group had on 1 July 2020 adopted a Whistle Blowing Policy to provide an avenue for the employees of the Group and members of the public to raise genuine concerns of any wrongdoing or improper conduct involving the Group and its directors or employees. The Whistle Blowing Policy is available on the Company's website at www.ecosciencegroup.com.

4. Anti Bribery and Corruption Policy

The Group is committed to conducting business in an ethical and honest manner while upholding zero-tolerance position on bribery and corruption and hence had adopted an Anti Bribery and Corruption Policy on 30 July 2021. The Anti Bribery and Corruption Policy is available on the Company's website at www.ecosciencegroup.com.

5. Directors' Fit and Proper Policy

The Board had on 12 July 2022 adopted a Directors' Fit and Proper Policy to ensure that Directors possess the character, integrity, relevant range of skills, knowledge, experience, competence and time commitment to carry out their roles and responsibilities effectively in the best interest of the Company and its stakeholders. The Directors' Fit and Proper Policy is available on the Company's website at www.ecosciencegroup.com.

BOARD COMPOSITION

The Board is committed to ensuring that its composition not only reflects the diversity as recommended by MCGG, as best as it can, but also the right mix of skills and balance to contribute to the achievement of the Group's goal and business objectives.

The current Board consists of six (6) members, comprising two (2) Non-Independent Executive Directors and four (4) Independent Non-Executive Directors. The Company has complied with Rule 15.02 of the AMLR of Bursa Securities of having at least two (2) or one third (1/3) of the Board as independent directors. The Company is also in line with Practice 5.2 of the MCGG where at least half of the Board are independent directors.

Currently, there are two (2) female members on the Board, namely Ms Ang Chye Kian and Ms Andrea Huong Jia Mei which representing 33% of the total Board members. The female Directors provide the Board with gender diversity that serves to bring value to the Board discussions from different perspectives and approaches as well as different leadership styles.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

BOARD MEETINGS

During the FY2022, four (4) Board meetings were held in which the Board deliberated upon and considered various issues including the Group's financial results, performance of the Group's business, major investment, business plan and policies and strategies issues affecting the Group's business.

The following is the record of attendance of the Board Members:

Name of Directors	Attendance for FY2022
Dato' Tan Yee Boon	4/4
Wong Choi Ong	4/4
Pan Kum Wan	4/4
Law Sang Thiam	4/4
Ang Chye Kian	4/4
Andrea Huong Jia Mei	4/4

CONTINUING PROFESSIONAL DEVELOPMENT

The Directors are encouraged to attend continuous education programmes/seminars/conferences and shall as such receive further training from time to time to keep themselves abreast of the latest development in statutory laws, regulations and best practices, where appropriate, in line with the changing business environment and enhance their business acumen and professionalism in discharging their duties to the Group. Further, all Directors, including newly appointed Directors, are required to attend the Mandatory Accreditation Programme as prescribed by Bursa Securities from time to time.

The Nomination Committee has reviewed the training requirement of the Directors in order for them to discharge their duty diligently.

Details of seminars/conferences/training programmes attended by the Board members during the FY2022 as listed below:

Name of Directors	Seminars/Conferences/Training Programmes Attended
Dato' Tan Yee Boon	<ul style="list-style-type: none"> • Corporate Liabilities Risk Under Section 17A of the MACC Act 2009 and its Mitigations • Plan your ESG Journey : Lessons For the Boardroom
Wong Choi Ong	Mandatory Accreditation Program
Pan Kum Wan	Mandatory Accreditation Program
Law Sang Thiam	<ul style="list-style-type: none"> • LHDN Audit & Capital Statement Workshop • Half Yearly Tax Updates • Key Taxation Issues: Individual and Companies • Tax Optimisation on Capital & Industrial Building Allowances in 2022 • Taxation of Estate and Trust in Malaysia • ISQM1 Guide and illustrative Manual (IGIM) • Key Learning Points from Review of MIA's Illustrative MPERS • ISAs for Audit Planning: ISA 300, 315 (Revised), 320 & 450
Ang Chye Kian	Mandatory Accreditation Program
Andrea Huong Jia Mei	<ul style="list-style-type: none"> • Key Amendments To Listing Requirements 2022 • Decoding Transactions & RPT Rules • The Corporate Governance Overview Statement, CG Report, Audit Committee Report, and Statement on Risk Management & Internal Control

CORPORATE GOVERNANCE OVERVIEW STATEMENT

RE-ELECTION OF DIRECTORS

In accordance with the Company's Constitution and in compliance with Rule 7.26(2) of the AMLR of Bursa Securities, all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Pursuant to Clause 76(3) of the Company's Constitution, an election of Directors shall take place each year at the Annual General Meeting ("AGM") of the Company, where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the AGM and be eligible for re-election. The Directors to retire in every year shall be the Directors who have been longest in office since their last election.

Pursuant to Clause 78 of the Company's Constitution, any Director so appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

The Nomination Committee ("NC") has conducted a fit and proper assessment of the retiring directors who seek for re-election at the forthcoming AGM namely, Mr Pan Kum Wan and Mr Law Sang Thiam pursuant to the Fit and Proper Policy adopted by the Company. The assessment includes the submission of the Fit and Proper Declaration Forms by the retiring Directors to the NC.

Based on the evaluation of the individual Directors, the NC was satisfied with the performance of the retiring Directors and the Board has on 12 April 2023 concurred with the NC, to recommend the above retiring Directors for re-election at the forthcoming AGM based on the following justifications:

1. Mr Pan Kum Wan remains objective in expressing his view and managing the daily operations of the Group efficiently. He has enormous experience in palm oil refinery operation and the construction of palm oil mills and facilities. He has been contributing significantly to the growth and development of the Group including the expansion of business operations to serve foreign markets since 2006. Mr Pan is responsible for the management and implementation of projects to ensure timely delivery to customers. He is also involved in implementation of business strategies and business development. He has exercised his due care and carried out his professional duties proficiently during his tenure as Non-Independent Executive Director of the Company.
2. Mr Law Sang Thiam fulfils the requirements of independence set out in Guidance Note 9 of the AMLR of Bursa Securities. He remains objective and independent in expressing his view and participating in Board deliberations and decision-making. He has vast experience in audit, accounting, tax advisory and other corporate exercises, and is able to provide the Board with a diverse set of expertise and perspective. He has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

TENURE OF INDEPENDENT DIRECTORS

In line with the MCCG and in accordance with the Board Charter, the tenure of an independent director should not exceed a term limit of nine (9) years. In the event that the Board intends to retain the independent director beyond the nine (9) years, the Board should provide justification and seek annual shareholders' approval through a two-tier voting process and the manner to obtain the shareholders' approval on the resolution shall follow the recommendation of MCCG.

Currently, none of the Independent Director of the Company whose tenure has exceeded a cumulative term of nine (9) years.

NOMINATION COMMITTEE

The NC which comprises of three (3) Independent Non-Executive Directors is to support and advise the Board in fulfilling their responsibilities to shareholders in ensuring that the Board consists of the right group of people, with an appropriate mix of skills, knowledge, experience and independent elements that fit the Company's objectives and strategic goals.

The Board has through the NC undertakes an annual assessment of the performance and effectiveness of the Board as a whole, Board Committees and individual Director's contribution to the effectiveness on the process of the Board. The effectiveness of the Board is assessed based on specific criteria, including the mix of skills, experience, tenure and other core qualities possessed by Directors.

One (1) committee meeting was held during the FY2022 for the review and approval for the adoption of the relevant evaluation forms. Meanwhile, the NC had on 12 April 2023 conducted the annual assessment on the effectiveness of the Board, the Board Committees and all individual Directors, based on their performance for the FY2022.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Based on the assessment, the NC concluded that the current structure, size and composition of the Board, which comprises Directors who possess a wide range of expertise, experience and skill in various fields enable them to discharge their duties and responsibilities effectively. The Chairman of the Board had performed excellently and contributed to the Board.

REMUNERATION COMMITTEE

The Board has set up a Remuneration Committee (“RC”) which comprises exclusively Independent Non-Executive Directors, is responsible for reviewing and recommending to the Board matters relating to the remuneration of the Board and senior management, which consist of compensation, bonuses, incentives and benefits.

The RC meets when required and is entrusted, among others, to establish a formal and transparent procedure for developing executive remuneration, fixing and examining the remuneration packages and other benefits of the Executive Directors and senior management. The contribution, responsibilities and performance of each Executive Director and senior management is taken into account when determining their respective remuneration packages.

Non-Executive Directors’ fees are determined by the Board as a whole with the Director concerned abstaining from deliberations and voting on decisions in respect of his fee.

There was no committee meeting held during the FY2022 as the Company was only listed on the ACE Market of Bursa Securities on 18 July 2022. However, the RC has recommended the adoption of the Remuneration Policy to the Board for approval via written resolution and the remuneration policy of the Group was adopted on 16 January 2023. The Remuneration Policy is available on the Company’s website at www.ecosciencegroup.com.

DIRECTORS’ REMUNERATION

The details of the Directors’ remuneration comprising remuneration and material benefits-in-kind received from the Company and the Group for the FY2022 are as follows:-

Category	Salaries (RM)	Fees (RM)	Benefits- in-kind (RM)	*Other emoluments (RM)	Total (RM)
Executive Directors					
Wong Choi Ong	1,827,099	-	27,325	133,602	1,988,026
Pan Kum Wan	1,206,532	-	17,400	74,743	1,298,675
Non-Executive Directors					
Dato’ Tan Yee Boon	-	35,000	-	3,000	38,000
Law Sang Thiam	-	21,000	-	3,000	24,000
Ang Chye Kian	-	21,000	-	3,000	24,000
Andrea Huong Jia Mei	-	21,000	-	3,000	24,000

Note:

*Other emoluments comprise contributions to Employees Provident Fund, Social Security Organisation and Employment Insurance System, and allowances.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The MCCG recommended the Board to disclose on a named basis the top five senior management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000. However, the Board is of the view that due to the highly competitive nature of the human resource market, the disclosure on a named basis for the top senior management would not be in the best interest of the Company.

Nevertheless, the details of the remuneration of the top five senior management in each successive band of RM100,000 during the FY2022 are as follows:-

Range of Remuneration (RM)	Number of Employees
100,000 – 200,000	1
200,001 – 300,000	2
300,001 – 400,000	-
400,001 – 500,000	-
500,001 – 600,000	2

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT**AUDIT AND RISK MANAGEMENT COMMITTEE**

The Board is assisted by the Audit and Risk Management Committee (“ARMC”) which comprises solely three (3) Independent Non-Executive Directors, to oversee the Group's corporate accounting, financial reporting practices, system of risk management and internal control, the audit process and the process of monitoring compliance with laws and regulations. The Chairman of the ARMC is not the Chairman of the Board.

The Board took note of Practice 9.2 of the MCCG that the ARMC to have a policy that requires a former partner of the external audit firm of the listed company to observe a cooling-off period of at least three (3) years before being appointed as a member of the ARMC and has incorporated the said practice in the TOR of the ARMC. No former partner of the Company's external audit firm and/or the affiliate firm has been appointed to the Board thus far.

The independence, suitability and appointment/re-appointment of the External Auditors is reviewed by the ARMC annually.

The composition of the ARMC is reviewed annually with the view to maintain an independent and effective ARMC, and in line with the principles of the MCCG, all members of the ARMC will undertake continuous professional training relating to development in accounting and auditing standards by attending trainings on the developments and changes in the Malaysian Financial Reporting Standards in order for them to discharge their duties effectively.

Details of the activities carried out by the ARMC for the FY2022 are set out in the ARMC Report in the Annual Report.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board is entrusted with the overall responsibility of continually maintaining a sound system of risk management and internal controls, which covers not only financial controls but also operational and compliance controls as well as risk management, and the need to review its effectiveness regularly in order to safeguard stakeholders' interest and the Group's assets. The internal control system is designed to assess current and emerging risks and respond appropriately to the risks encountered.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

As an effort to enhance the system of risk management and internal controls, the Board together with the assistance of an external professional Internal Audit firm adopted on-going monitoring and review of the existing risk management process in place within the various business operations, with the aim of formalising the risk management functions across the Group. This function also acts as a source to assist the ARMC and the Board to strengthen and improve current management and operating style in pursuit of best practices.

As an ongoing process, significant business risks faced by the Group are identified and evaluated, and consideration is given to the potential impact in achieving the business objectives. This includes examining principal business risks in critical areas, assessing the likelihood of material exposures and identifying the measures taken to mitigate, avoid or eliminate these risks. This process is regularly reviewed and is in accordance with the Statement on Risk Management and Internal Control: Guidance for Directors of Public Listed Companies.

The Statement on Risk Management and Internal Control of the Group is set out in the Annual Report which provides an overview of the state of risk management and internal controls within the Group.

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

COMMUNICATION WITH STAKEHOLDERS

The Board acknowledges the importance of being accountable to the shareholders and investing public via a direct and effective line of communication. The Company always ensures timely release of announcement of events, quarterly announcement of financial results and product information on the Company's website at www.ecosciencegroup.com.

The Company also maintains various methods of dissemination of information to shareholders, stakeholders and the public at large such as announcements and disclosure to Bursa Securities, Annual Reports, General Meetings and investor relations and media briefings.

CONDUCT OF GENERAL MEETINGS

General meetings serve as an invaluable platform for shareholders to engage with the Board and Key Senior Management in productive dialogue and provide constructive feedback that contributes to the overall betterment of the Group.

As recommended by the MCCG, the notice of AGM will be sent to shareholders at least twenty-eight (28) days before the AGM, to allow shareholders to have additional time to go through the Annual Report and make the necessary attendance and voting arrangements. The notice of AGM, which sets out the business to be transacted at the AGM, is also published in a major local newspaper.

The Board will ensure that each item of special business included in the notices of the AGM or Extraordinary General Meeting is accompanied by a full explanation of the effects of any proposed resolution. In line with Rule 8.31A of the AMLR of Bursa Securities, all resolutions set out in the notice of general meeting will be put to vote by poll. The Company will also appoint an independent scrutineer to validate the vote cast in the general meeting. The outcome of the general meeting will then be announced to Bursa Securities on the same meeting day while the minutes of the general meeting will be uploaded on the Company's website within thirty (30) business days from the date of the general meeting.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

As the Company was only listed on 18 July 2022, the upcoming AGM will be the Company's first AGM as a public listed company. Barring unforeseen circumstances, all Directors will present at the forthcoming AGM of the Company to enable the shareholders to raise questions and concerns directly to the Board.

COMPLIANCE STATEMENT

Saved as disclosed above, the Board is of the view that the Group has complied with and shall remain committed to attaining the highest possible standards through the continuous adoption of the principles and best practices set out in MCCG and all other applicable laws, where applicable and appropriate.

This Corporate Governance Overview Statement was approved by the Board on 12 April 2023.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Board of Directors (“the Board”) of Ecoscience International Berhad (“Ecoscience” or “the Company”) is pleased to present its Audit and Risk Management Committee (“ARMC”) Report for the financial year ended (“FY”) 31 December 2022.

OBJECTIVES

The principal objectives of ARMC is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to the financial reporting process, internal controls and risk management of the Company and its subsidiaries (collectively “the Group”).

MEMBERS OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC was formed by the Board on 20 August 2021. Our ARMC comprises three (3) members, all of whom are Independent Non-Executive Directors, and each satisfies the independence requirements contained in the ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

The composition of the ARMC are as follows:

ARMC Members	Designation	Directorship
Law Sang Thiam	Chairman	Independent Non-Executive Director
Ang Chye Kian	Member	Independent Non-Executive Director
Andrea Huong Jia Mei	Member	Independent Non-Executive Director

The Chairman of the ARMC, namely Mr Law Sang Thiam, has been a member of the Malaysian Institute of Accountants since 2003 and Malaysian Institute of Certified Public Accountants since 2004. Hence, the Company complies with Rule 15.09(1)(c)(i) of the AMLR of Bursa Securities.

The Company has complied with Rule 15.09(1)(b) of the AMLR of Bursa Securities which required all the ARMC members to be non-executive directors, with majority of them being independent directors.

Details of the members of the ARMC are contained in the Profile of Directors as set out in pages 16 to 18 of this Annual Report.

MEETINGS AND ATTENDANCE

During the FY2022, three (3) meetings were held. The details of attendance of each member at the ARMC meetings were as follows:

ARMC Members	No. of meeting attended	Percentage
Law Sang Thiam	3/3	100%
Ang Chye Kian	3/3	100%
Andrea Huong Jia Mei	3/3	100%

Senior management were invited to attend the meetings for clarification of matters raised at the meetings as and when required.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

Minutes of each ARMC meeting were recorded by the Company Secretaries and tabled for confirmation and adoption at the next ARMC meeting. The Chairman of the ARMC reported the salient issues of each meeting to the Board.

TERMS OF REFERENCE

The ARMC is guided by its Terms of Reference, which is available on the Company's website at www.ecosciencegroup.com. The Terms of Reference shall be assessed, reviewed and updated when necessary.

SUMMARY OF WORK OF THE AUDIT AND RISK MANAGEMENT COMMITTEE

The ARMC carried out its duties for the FY2022 in accordance with its Terms of Reference.

The following summarises the works carried out by the ARMC during FY2022:

Financial Performance and Reporting

- Reviewed unaudited quarterly interim financial reports for the quarters ended 31 March 2022, 30 June 2022 and 30 September 2022 of the Group before recommending to the Board for their consideration, approval and subsequent announcement to Bursa Securities.
- Reviewed the Company's compliance in particular, the quarterly interim financial report with the Listing Requirements of Bursa Securities, applicable approved accounting standards of the Malaysian Accounting Standards Board (MASB) and other relevant legal and statutory requirements.

External Audit

- Reviewed External Auditors' works to ensure compliance with the various approved accounting standards in the preparation of the Group's financial statements for FY2022.
- Reviewed the suitability and performance as well as factors relating to the independence of the External Auditors with due consideration to the quality, robustness and timeliness of the audit and report furnished, audit governance, level of understanding demonstrated of the Group's business and communication about new and applicable accounting practices and auditing standards and its impact on the Group's financial statements as well as the quality of the people and service level.
- On 30 November 2022, the ARMC reviewed and approved the external audit plan for FY2022, which covers the audit approach, areas of audit emphasis, group audit, internal auditors, reporting and deliverables, engagement team, fees and other matters for the FY2022, as presented by Mr Piong Yew Peng, the partner of our External Auditors, Crowe Malaysia PLT.
- Based on the review on 12 April 2023, the ARMC was satisfied with the External Auditors' suitability, objectivity, independence as well as the quality of audit services provided, sufficiency of audit resources and interactions with the management for FY2022.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

Internal Audit

- On 17 June 2022, the ARMC assessed the suitability of the new internal audit service provider and agreed with the management's recommendation to appoint GovernanceAdvisory.com Sdn Bhd ("GA") as the Internal Auditors of the Group.
- On 26 August 2022, reviewed and approved the internal audit review plan for the FY2022 and FY2023 to ensure adequate scope and coverage on key activities of the Group.
- Reviewed the first internal audit report prepared by GA in respect of project tendering management during the review period from 1 August 2022 to 31 October 2022 as presented by GA on 28 February 2023 which covers the scope of work of GA, objective, review approach, summary of projects invited to tender in year 2022, details of targeted project tender, standard operating policies and procedures and summary of observations.

INTERNAL AUDIT FUNCTION

The Board acknowledges the need for an effective system of internal control covering all aspects of the Group's activities including the mapping and management of risks which the Group may be exposed to.

The Group has engaged an independent internal audit service provider, GA to provide internal audit function to the Group. This is to assist the ARMC in discharging its duties and responsibilities in carrying out regular reviews on the effectiveness of the internal control system and risk management framework. During the FY2022, GA has conducted review on internal control of the Group on its project tendering management for the period from 1 August 2022 to 31 October 2022. The professional fee incurred in respect of the internal audit function of the Group for FY2022 was RM16,000.

The principal role of the internal audit function is to undertake independent and periodic review of the system of internal control and risk management so as to provide a reasonable assurance to the ARMC that such system continues to operate satisfactorily and effectively.

GA adopts a risk-based approach in planning the internal audit review, based on the International Professional Practices Framework (IPPF), the Code of Ethics and the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.

EVALUATION

The Board, through the Nomination Committee, has evaluated the performance of the ARMC and its members. Based on the assessment conducted for FY 2022, the ARMC and its members are found to have effectively discharged their duties and responsibilities in accordance with the ARMC's Terms of Reference.

This report was approved by the ARMC on 12 April 2023.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors of Ecoscience International Berhad (“Board”) is pleased to present this Statement on Risk Management and Internal Control (“Statement”) of Ecoscience International Berhad and its subsidiaries (collectively the “Group”) prepared in accordance with Rule 15.26(b) of the ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers and the Malaysian Code on Corporate Governance.

BOARD RESPONSIBILITIES

The Board acknowledges its responsibility and re-affirms its commitment to maintaining sound systems of risk management and internal control to promote good corporate governance, safeguard stakeholders’ interest and the Group’s assets as well as to review the adequacy and effectiveness of these systems.

The Board has delegated the review of the adequacy, effectiveness and integrity of the risk management and internal control systems to the Audit and Risk Management Committee (“ARMC”), which keeps the Board informed of any significant issues arising from the risk management and internal control systems of the Group that has brought to the attention of the ARMC by the management, the Internal Auditors and the External Auditors.

Due to the inherent limitations in any system of risk management and internal control, the Board recognises that such systems are designed to manage rather than to eliminate all the risks that may hinder the Group from achieving its business objectives. As such, the systems could only provide reasonable but not absolute assurance against the risks of material misstatement of financial information, financial losses and fraud or breaches of laws or regulations. The Board remains responsible for the governance of risk and all the actions of the ARMC with regard to the execution of delegated oversight responsibilities.

RISK MANAGEMENT

Risk management is an integral part of business operations and this process goes through a review process by the Board. This is to ensure that all high risks are adequately addressed at various levels within the Group.

The Group has in place a risk management framework as an ongoing process for identifying, analysing, managing and monitoring risks faced by the Group. The risk management process includes identifying significant risks and assessing the likelihood of occurrence, impact and severity of each risk identified. Appropriate mitigating, reporting and monitoring measures are proposed to manage the risks. Managing Director, Executive Director and Heads of Departments are delegated with the responsibility to manage identified risks within defined parameters and standards.

The duties and responsibilities of the ARMC in relation to risk management are as follows:

- (i) To recommend risk management strategies, policies and risk tolerance levels for the Board’s approval.
- (ii) To review and assess the adequacy and effectiveness of risk management policies and framework in identifying, evaluating, controlling and monitoring risks and the extent to which these are operating effectively.
- (iii) To ensure infrastructure, resources and systems are in place for risk management, i.e. ensure that the staff responsible for implementing risk management systems perform those duties independently of the risk-originating activities of the Group (where applicable).
- (iv) To review periodic risk assessment and business exposures reports from the respective business units of the Group (where applicable) on risk exposures, risk portfolio compositions and risk management activities.

Management meetings and/or discussions will be held regularly to ensure that the risks faced by the Group are monitored and the existing mitigating actions are adequate. During these meetings, the key risks and corresponding controls implemented will be deliberated, reviewed, communicated and agreed upon.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTERNAL CONTROL SYSTEM

The Group has incorporated various key elements into its system of internal control, among which includes:

Limits of Authority

A documented delegation of authority that sets out decisions that need to be taken and the appropriate levels of management involved including matters that require the Board's approval.

Policies and Procedures

Documented internal policies and procedures are in place to ensure compliance with internal controls and the relevant rules and regulations. These are reviewed regularly to ensure that the gaps in controls are addressed and where required, revised to meet the business condition.

Code of Conduct

A Code of Conduct policy practices strict commitment to high standards of legal compliance as well as business ethics and expects all employees to adhere to these standards.

Whistle Blowing Policy

A Whistle Blowing Policy is established to provide an avenue for employees and other stakeholders to report any breach or suspected breach of any law or regulation in a safe and confidential manner.

Anti Bribery and Corruption Policy

An Anti Bribery Management and Corruption Policy is established to call for commitment from all stakeholders to uphold the highest standards of ethical conduct, integrity and accountability in our business activities and operations.

Internal Audit Function

The Group has outsourced its internal audit function to an independent internal audit service provider, GovernanceAdvisory.com Sdn Bhd, who reports directly to the ARMC on a regular basis. Their primary responsibility is to provide independent assessment of the adequacy, efficiency and effectiveness of the Group's risk management and internal control system. The management is responsible for ensuring that corrective actions are taken on reported weaknesses and the internal audit function will carry out subsequent follow-up reviews to ensure the identified areas are rectified for control improvement.

The outsourced internal audit function is free from any relationship or conflict of interest which could impair their objectivity and independence. The outsourced internal audit function possesses relevant experience, knowledge, competency and authority to discharge its functions effectively; obtained sufficient resources and has unrestricted access to employees and information for the internal audit activity.

An internal audit review was conducted in respect of the scope on project tendering management for the FY2022.

The Board has reviewed the adequacy and effectiveness of the Group's risk management activities and internal control framework and ensured that necessary actions have been or are being taken to rectify identified weaknesses. The Board concludes that continual improvement on the effective system of risk management and internal control is in place to safeguard the shareholders' interest and the Group's assets.

Based on the internal audit review conducted, none of the weaknesses noted has resulted in any material losses, contingencies, or uncertainties that would require separate disclosure in this Annual Report.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

ASSURANCE

The Board has received assurances from the Managing Director, Executive Director and Head of Finance that the Group's risk management and internal control systems are operating adequately and effectively in all material aspects during FY2022. There are no significant areas of concern that may affect the financial, operational and compliance controls.

REVIEW OF STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL BY EXTERNAL AUDITORS

Pursuant to Rule 15.23 of the AMLR of Bursa Securities, the External Auditors have reviewed this Statement for inclusion in this Annual Report 2022. Their limited assurance review is guided by the Audit and Assurance Practice Guide 3 ("AAPG3") issued by the Malaysian Institute of Accountants. 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 the Statement is not prepared, in all material aspects, in accordance with the disclosures required by Paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, nor is the Statement factually inaccurate.

AAPG3 does not require the External Auditors to consider whether the Statement covers all risks and controls, or to form an opinion on the adequacy and effectiveness of the Group's risk management and internal control systems including the assessment and opinion by the Board of Directors and management thereon. The External Auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the problems.

CONCLUSION

The Board is of the view that the Group's risk management and internal control systems in place for FY2022, and up to the date of approval of this Statement, is adequate and effective to safeguard the stakeholders' interest and the Group's assets.

This Statement was approved by the Board on 12 April 2023.

DIRECTORS' RESPONSIBILITY STATEMENT

STATEMENT OF DIRECTORS' RESPONSIBILITY IN RELATION TO THE FINANCIAL STATEMENTS

The Directors are required under Rule 15.26(a) of the ACE Market Listing Requirements of Bursa Securities to issue a statement on its responsibility in the preparation of the annual audited financial statements.

The Directors are responsible for ensuring that the financial statements are properly drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and the Company as at 31 December 2022 and of the financial performance and cash flows for the financial year then ended on that date.

During the preparation of the financial statements for the financial year ended 31 December 2022, the Directors have:

- (i) Applied the appropriate and relevant accounting policies consistently and in accordance with applicable approved accounting standards;
- (ii) Made judgements and estimates that are reasonable and prudent; and
- (iii) Applied the going concern basis for the preparation of the financial statements.

The Directors also have a general responsibility to maintain accounting records which disclose the financial position of the Group and of the Company with reasonable accuracy to ensure compliance with the Companies Act 2016 as well as to take reasonable steps to safeguard the assets of the Group and of the Company to prevent and to detect fraud and other irregularities.

The Statement is made in accordance with a resolution of Board of Directors dated 12 April 2023.

The cover page features a collage of financial and industrial imagery. In the top left, there's a photograph of industrial storage tanks. The background is overlaid with semi-transparent images of a hand holding a paper with a large number '12', a candlestick chart, and a line graph. The title 'FINANCIAL STATEMENTS' is prominently displayed in the upper right quadrant.

FINANCIAL STATEMENTS

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DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2022.

PRINCIPAL ACTIVITIES

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

RESULTS

	The Group RM	The Company RM
Loss after tax for the financial year	9,390,219	2,530,688
<hr/>		
Attributable to:- Owners of the Company	9,390,219	2,530,688
<hr/>		

DIVIDENDS

No dividend was recommended by the directors for the financial year.

RESERVES AND PROVISIONS

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

ISSUES OF SHARES AND DEBENTURES

During the financial year:-

- (a) the Company increased its issued and paid-up share capital from RM51,566,102 to RM76,216,952 by way of issuance of 82,169,500 new ordinary shares at an issue price of RM0.30 each per ordinary share pursuant to the listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad for a total consideration of approximately RM24,650,850. The listing expenses arising from the issuance of new ordinary shares amounting to RM1,225,772 were offset against share capital.

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

- (b) there were no issues of debentures by the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

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

DIRECTORS' REPORT

BAD AND DOUBTFUL DEBTS

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

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

CURRENT ASSETS

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

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

VALUATION METHODS

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

CONTINGENT AND OTHER LIABILITIES

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

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

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

CHANGE OF CIRCUMSTANCES

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

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

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

DIRECTORS' REPORT

DIRECTORS

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

Wong Choi Ong*
Pan Kum Wan*
Andrea Huong Jia Mei
Ang Chye Kian
Dato' Tan Yee Boon
Law Sang Thiam

* Directors of the Company and its subsidiaries.

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

Ding Rui Zhen, Claire
Pan Ching Looi
Thing Jin Suan

DIRECTORS' INTERESTS

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

	<-----Number of Ordinary Shares----->			
	At 1.1.2022	Bought	Sold	At 31.12.2022
The Company				
<i>Direct Interests</i>				
Wong Choi Ong	106,524,626	-	(92,596,626)	13,928,000
Pan Kum Wan	90,403,374	-	(90,403,374)	-
Ang Chye Kian	-	200,000	(100,000)	100,000
Dato' Tan Yee Boon	-	200,000	-	200,000
Law Sang Thiam	-	200,000	-	200,000
<i>Indirect Interests</i>				
Wong Choi Ong #	-	153,198,000	(81,000)	153,117,000
Pan Kum Wan *	10,069,727	154,364,200	(50,000)	164,383,927

Deemed interested by virtue of his indirect substantial shareholding in Rajawali Wang Sdn. Bhd. through Caiwan Capital Sdn. Bhd. and Visionary Support Sdn. Bhd. and interest through children's shareholding in the Company.

* Deemed interested by virtue of his indirect substantial shareholding in Rajawali Wang Sdn. Bhd. through Dynagear Technologies Sdn. Bhd. and Visionary Support Sdn. Bhd. and interest through spouse's and children's shareholding in the Company.

By virtue of their shareholding in the Company, Wong Choi Ong and Pan Kum Wan are deemed to have interests in shares in its related corporations during the financial year to the extent of the Company's interests, in accordance with Section 8 of the Companies Act 2016.

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

DIRECTORS' REPORT

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive any benefit (other than directors' remuneration as disclosed in the "Directors' Remuneration" of this report) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 35(b) to the financial statements.

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

DIRECTORS' REMUNERATION

The details of the directors' remuneration paid or payable to the directors of the Company during the financial year are as follows:-

	The Group RM	The Company RM
Fees	98,000	98,000
Salaries, bonuses and other benefits	3,047,276	12,000
Defined contribution benefits	206,700	-
	3,351,976	110,000

The estimated monetary value of benefits-in-kind provided by the Group to the directors of the Company were RM44,725.

INDEMNITY AND INSURANCE COST

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

SUBSIDIARIES

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

SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

The significant event during the financial year is disclosed in Note 40 to the financial statements.

SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

The significant event after the reporting period is disclosed in Note 41 to the financial statements.

DIRECTORS' REPORT

AUDITORS

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

The details of the auditors' remuneration for the financial year are as follows:-

	The Group RM	The Company RM
Audit fees	173,296	48,000
Non-audit fees	5,000	5,000
	178,296	53,000

Signed in accordance with a resolution of the directors dated 12 April 2023.

Wong Choi Ong

Pan Kum Wan

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

We, Wong Choi Ong and Pan Kum Wan, being two of the directors of Ecoscience International Berhad, state that, in the opinion of the directors, the financial statements set out on pages 68 to 145 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2022 and of their financial performance and cash flows for the financial year ended on that date.

Signed in accordance with a resolution of the directors dated 12 April 2023.

Wong Choi Ong

Pan Kum Wan

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

I, Wong Choi Ong, being the director primarily responsible for the financial management of Ecoscience International Berhad, do solemnly and sincerely declare that the financial statements set out on pages 68 to 145 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by the abovementioned
Wong Choi Ong, NRIC Number: 640814-05-5189
at Johor Bahru
in the State of Johor
on 12 April 2023

Before me

Wong Choi Ong

Nur Amreeta Kaur Gubachen Singh (J276)
Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Ecoscience International Berhad, which comprise the statements of financial position as at 31 December 2022 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 68 to 145.

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

Basis for 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.

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

Reasonableness of revenue recognition arising from contracts with customers	
Refer to Notes 4.1(e), 4.21 and 27 to the financial statements	
Key Audit Matter	How our audit addressed the Key Audit Matter
<p>The Group's revenue is principally derived from the following businesses:</p> <ul style="list-style-type: none"> • Construction of Plants and Facilities • Fabrication of Equipment • Supply of materials and equipment • Others <p>Pursuant to MFRS 15, revenue may be recognised at a point in time or progressively over time and judgements required to assess the performance obligations and revenue recognition. Judgements impacting the revenue recognition are as follow:-</p> <ul style="list-style-type: none"> • Interpreting of contract terms and conditions; • Assessing and identifying the performance obligations; and • Assessing the computation of revenue recognition. 	<p>To address this risk, our audit procedures involved the following:</p> <ul style="list-style-type: none"> • Reviewing the contract terms and identifying performance obligations stipulated in the contracts on sample basis; • Evaluating whether the performance obligations are satisfied at a point in time or over time; and • Assessing whether the revenue is recognised are in accordance with MFRS 15 "Revenue with Contract Customers".

INDEPENDENT AUDITORS' REPORT

Key Audit Matters (cont'd)

Reasonableness of attributable profit arising from construction contracts Refer to Notes 4.1(e) and 4.21(a) to the financial statements	
Key Audit Matter	How our audit addressed the Key Audit Matter
<p>The Group recognises certain revenue and costs relating to its construction activities over time, by reference to the progress towards complete satisfaction of the performance obligation at the end of the reporting period using the input method. This requires the use of estimates on construction contract revenue and cost.</p> <p>Revenue and cost recognised on over time have an inherent risk as they involves judgement and estimates. Substantial changes to construction contract revenue and cost estimates in the future can have a significant effect on the Group's results.</p>	<p>To address this risk, our audit procedures involved the following:</p> <ul style="list-style-type: none"> • Making inquiries and obtaining an understanding from management on the procedures and controls in relation to the estimation of and revision to the construction contract revenue and cost; • Reviewing the reasonableness of the estimated construction contract revenue by comparing the letter of awards, progress claims certified by the construction customers' consultants and variation orders on sample basis; and • Reviewing the reasonableness of the estimated construction contract cost by reviewing the contract works awarded to subcontractors and suppliers, assessing the basis of estimation for contract works not awarded and comparing to the actual costs incurred up to the end of the reporting period on sample basis.

INDEPENDENT AUDITORS' REPORT

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITORS' REPORT

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiary of which we have not acted as auditors, is disclosed in Note 6 to the financial statements.

OTHER MATTERS

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

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

Johor Bahru

12 April 2023

Piong Yew Peng
03070/06/2023 J
Chartered Accountant

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Note	The Group		The Company	
		2022 RM	2021 RM (Restated)	2022 RM	2021 RM
ASSETS					
NON-CURRENT ASSETS					
Investments in subsidiaries	5	-	-	51,566,100	51,566,100
Property, plant and equipment	6	25,282,227	24,864,408	-	-
Other investments	7	2,036,700	2,068,841	-	-
		27,318,927	26,933,249	51,566,100	51,566,100
CURRENT ASSETS					
Inventories	8	18,169,801	15,213,335	-	-
Trade receivables	9	22,694,034	12,600,043	-	-
Other receivables, deposits and prepayments	10	12,450,675	7,283,952	178,167	500
Short-term investment	11	5,915,926	-	5,915,926	-
Contract assets	12	57,678,761	42,865,604	-	-
Amount owing by subsidiaries	13	-	-	14,428,187	-
Current tax assets		5,164,799	3,491,034	45,000	-
Fixed deposits with licensed banks	14	17,195,605	13,518,743	-	-
Cash and bank balances		6,419,820	6,507,094	50,178	2
		145,689,421	101,479,805	20,617,458	502
TOTAL ASSETS		173,008,348	128,413,054	72,183,558	51,566,602

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

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2022 (CONT'D)

	Note	The Group		The Company	
		2022 RM	2021 RM (Restated)	2022 RM	2021 RM
EQUITY AND LIABILITIES					
EQUITY					
Share capital	15(a)	74,991,180	51,566,102	74,991,180	51,566,102
Invested equity	15(b)	-	-	-	-
Merger deficit	16	(45,209,495)	(45,209,495)	-	-
Foreign exchange translation reserve	17	(461,365)	(248,843)	-	-
Retained profits/(Accumulated losses)		43,667,059	53,057,278	(2,969,279)	(438,591)
TOTAL EQUITY		72,987,379	59,165,042	72,021,901	51,127,511
NON-CURRENT LIABILITIES					
Hire purchase payables	18	968,628	485,374	-	-
Term loans	19	8,143,248	8,687,789	-	-
Deferred tax liabilities	20	638,598	2,421,092	-	-
		9,750,474	11,594,255	-	-
CURRENT LIABILITIES					
Trade payables	21	29,682,015	16,102,720	-	-
Other payables and accruals	22	5,552,779	9,943,314	161,657	21,200
Amount owing to a subsidiary	13	-	-	-	417,891
Provision	23	810,232	810,030	-	-
Contract liabilities	12	8,616,288	55	-	-
Hire purchase payables	18	490,986	443,126	-	-
Term loans	19	1,103,922	1,032,718	-	-
Short-term borrowings	24	30,815,635	16,674,161	-	-
Bank overdrafts	25	13,191,611	11,757,993	-	-
Current tax liabilities		7,027	889,640	-	-
		90,270,495	57,653,757	161,657	439,091
TOTAL LIABILITIES		100,020,969	69,248,012	161,657	439,091
TOTAL EQUITY AND LIABILITIES		173,008,348	128,413,054	72,183,558	51,566,602

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	The Group		The Company	
		2022 RM	2021 RM	2022 RM	2021 RM
REVENUE	27	94,388,776	153,164,345	-	-
COST OF SALES		(85,967,314)	(125,939,394)	-	-
GROSS PROFIT		8,421,462	27,224,951	-	-
OTHER INCOME		593,387	579,303	624,813	-
		9,014,849	27,804,254	624,813	-
ADMINISTRATIVE EXPENSES		(14,083,337)	(14,285,468)	(3,131,382)	(425,579)
OTHER OPERATING INCOME/(EXPENSES)		354,945	(328,107)	(23,967)	-
FINANCE COSTS		(2,640,374)	(2,769,485)	(152)	-
NET (IMPAIRMENT LOSS)/REVERSAL OF IMPAIRMENT LOSS ON FINANCIAL ASSETS	28	(3,604,927)	654,497	-	-
(LOSS)/PROFIT BEFORE TAX	29	(10,958,844)	11,075,691	(2,530,688)	(425,579)
TAX INCOME/(EXPENSE)	30	1,568,625	(3,003,910)	-	-
(LOSS)/PROFIT AFTER TAX		(9,390,219)	8,071,781	(2,530,688)	(425,579)
OTHER COMPREHENSIVE EXPENSE	31				
<u>Items that Will be Reclassified</u> <u>Subsequently to Profit or Loss</u>					
Foreign currency translation differences		(212,522)	(916,550)	-	-
TOTAL COMPREHENSIVE (EXPENSES)/INCOME FOR THE FINANCIAL YEAR		(9,602,741)	7,155,231	(2,530,688)	(425,579)
EARNINGS/(LOSS) PER SHARE (SEN)					
Basic	32	(3.18)	3.13		
Diluted	32	(3.18)	3.13		

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

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

	Non-Distributable		Distributable		Total Equity RM	
	Share Capital RM	Invested Capital RM	Merger Deficit RM	Foreign Exchange Translation Reserve RM		Retained Profits RM
The Group						
Balance at 1.1.2021	2	6,356,605	-	667,707	44,985,497	52,009,811
Profit after tax for the financial year	-	-	-	-	8,071,781	8,071,781
Other comprehensive expense for the financial year	-	-	-	(916,550)	-	(916,550)
- Foreign currency translation differences						
Total comprehensive income for the financial year	-	-	-	(916,550)	8,071,781	7,155,231
Contributions by and distributions to owners:						
- Issuance of shares pursuant to acquisitions of subsidiaries	51,566,100	(6,356,605)	(45,209,495)	-	-	-
Balance at 31.12.2021	51,566,102	-	(45,209,495)	(248,843)	53,057,278	59,165,042

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

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

	Non-Distributable		Distributable		Total Equity RM
	Share Capital RM	Merger Deficit RM	Foreign Exchange Translation Reserve RM	Retained Profits RM	
The Group					
Balance at 1.1.2022	51,566,102	(45,209,495)	(248,843)	53,057,278	59,165,042
Loss after tax for the financial year	-	-	-	(9,390,219)	(9,390,219)
Other comprehensive expense for the financial year	-	-	(212,522)	-	(212,522)
- Foreign currency translation differences					
Total comprehensive expenses for the financial year	-	-	(212,522)	(9,390,219)	(9,602,741)
Contributions by and distributions to owners:					
- Issuance of shares for public issue	24,650,850	-	-	-	24,650,850
- Listing expenses	(1,225,772)	-	-	-	(1,225,772)
Total contributions by and distributions to owners	23,425,078	-	-	-	23,425,078
Balance at 31.12.2022	74,991,180	(45,209,495)	(461,365)	43,667,059	72,987,379

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

STATEMENTS OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

	Share Capital RM	Accumulated Losses RM	Total Equity RM
The Company			
Balance at 1.1.2021	2	(13,012)	(13,010)
Loss after tax/Total comprehensive expenses for the financial year	-	(425,579)	(425,579)
Contribution by and distribution to owners of the Company:-			
- Issuance of shares for the acquisition of subsidiaries	51,566,100	-	51,566,100
Balance at 31.12.2021/1.1.2022	51,566,102	(438,591)	51,127,511
Loss after tax/Total comprehensive expenses for the financial year	-	(2,530,688)	(2,530,688)
Contribution by and distribution to owners of the Company:-			
- Issuance of shares for public issue	24,650,850	-	24,650,850
- Listing expenses	(1,225,772)	-	(1,225,772)
Total contributions by and distributions to owners	23,425,078	-	23,425,078
Balance at 31.12.2022	74,991,180	(2,969,279)	72,021,901

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	The Group		The Company	
		2022 RM	2021 RM (Restated)	2022 RM	2021 RM
CASH FLOWS (FOR)/FROM OPERATING ACTIVITIES					
(Loss)/Profit before tax		(10,958,844)	11,075,691	(2,530,688)	(425,579)
Adjustments for:-					
Bad debts written off		-	16,200	-	-
Impairment loss on trade receivables		3,675,527	105,900	-	-
Depreciation of property, plant and equipment		1,181,867	1,258,419	-	-
Provision/(realisation of provision) for onerous contract		202	(372,391)	-	-
Provision for liquidated ascertained damages		-	215,048	-	-
Fair value loss/(gain) on other investments		32,678	(116,693)	-	-
Fair value gain on short-term investment		(42,673)	-	(42,673)	-
Interest expenses		2,375,766	2,077,825	-	-
Gain on disposal of property, plant and equipment		-	(59,999)	-	-
Interest income		(359,780)	(194,094)	(260,740)	-
Reversal of impairment loss on trade receivables		(70,600)	(776,597)	-	-
Unrealised loss on foreign exchange		157,551	-	-	-
Operating (loss)/profit before working capital changes		(4,008,306)	13,229,309	(2,834,101)	(425,579)

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

STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

	Note	The Group		The Company	
		2022 RM	2021 RM (Restated)	2022 RM	2021 RM
Operating (loss)/profit before working capital changes		(4,008,306)	13,229,309	(2,834,101)	(425,579)
Increase in inventories		(2,956,466)	(6,565,978)	-	-
Decrease in contract cost assets		-	2,676,478	-	-
(Increase)/Decrease in contract assets		(815,769)	630,729	-	-
(Increase)/Decrease in trade and other receivables		(32,863,029)	14,382,551	(177,667)	-
Increase/(Decrease) in contract liabilities		8,616,233	(1,906,262)	-	-
Increase/(Decrease) in trade and other payables		9,886,619	(16,269,795)	140,457	19,700
(Decrease)/Increase in amount owing to a related party		-	-	-	(12,012)
CASH (FOR)/FROM OPERATIONS		(22,140,718)	6,177,032	(2,871,311)	(417,891)
Income tax paid		(2,801,000)	(4,332,382)	(45,000)	-
Income tax refunded		47,011	7,346	-	-
NET CASH (FOR)/FROM OPERATING ACTIVITIES		(24,894,707)	1,851,996	(2,916,311)	(417,891)
CASH FLOWS (FOR)/FROM INVESTING ACTIVITIES					
Interest received		359,780	194,094	260,740	-
Advances to subsidiaries		-	-	(14,846,078)	-
Purchase of short-term investment		(5,873,253)	-	(5,873,253)	-
Proceeds from disposal of property, plant and equipment		-	60,000	-	-
(Placement)/Withdrawal of fixed deposits pledged with licensed banks		(3,676,862)	256,547	-	-
Purchase of other investments		(537)	-	-	-
Purchase of property, plant and equipment	33(a)	(1,305,540)	(469,649)	-	-
NET CASH FLOW (FOR)/FROM INVESTING ACTIVITIES		(10,496,412)	40,992	(20,458,591)	-

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

STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

	Note	The Group		The Company	
		2022 RM	2021 RM (Restated)	2022 RM	2021 RM
CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES					
Repayment to a director	33(b)	-	(100,000)	-	-
Repayment to a shareholder	33(b)	-	(120,000)	-	-
Advances from a subsidiary		-	-	-	417,891
Drawdown of short-term borrowings	33(b)	88,464,296	73,091,335	-	-
Drawdown of term loans	33(b)	673,050	-	-	-
Interest paid	33(b)	(2,375,766)	(2,077,825)	-	-
Net proceeds from issuance of shares		23,425,078	-	23,425,078	-
Repayment of short-term borrowings	33(b)	(74,322,822)	(76,009,521)	-	-
Repayment of hire purchase obligations	33(b)	(483,686)	(485,427)	-	-
Repayment of term loans	33(b)	(1,285,609)	(1,003,919)	-	-
NET CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES		34,094,541	(6,705,357)	23,425,078	417,891
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(1,296,578)	(4,812,369)	50,176	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR		(5,250,899)	320,031	2	2
EFFECTS OF TRANSLATION RESERVE		(224,314)	(758,561)	-	-
CASH AND CASH EQUIVALENTS AT THE END OF THE FINANCIAL YEAR	33(d)	(6,771,791)	(5,250,899)	50,178	2

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

1. GENERAL INFORMATION

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

Registered office	:	Unit 30-01, Level 30 Tower A, Vertical Business Suite Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur W.P. Kuala Lumpur
Principal place of business	:	PLO 555, Jalan Keluli 8 Pasir Gudang Industrial Estate 81700 Pasir Gudang Johor Darul Takzim

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 12 April 2023.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and the provision of management services. The principal activities of the subsidiaries are set out in Note 6 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

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

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

MFRSs (Including The Consequential Amendments)

Amendment to MFRS 3: Reference to the Conceptual Framework

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

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

Amendments to MFRS 137: Onerous Contracts – Cost of Fulfilling a Contract

Annual Improvements to MFRS Standards 2018 – 2020

The adoption of the above applicable accounting standard (including the consequential amendments, if any) did not have any material impact on the Group's financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

3. BASIS OF PREPARATION (CONT'D)

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

MFRSs (Including The Consequential Amendments)	Effective Date
MFRS 17 Insurance Contracts	1 January 2023
Amendments to MFRS 10 and MFRS 128: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
Amendment to MFRS 16: Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 17 Insurance Contracts	1 January 2023
Amendment to MFRS 17: Initial Application of MFRS 17 and MFRS 9 – comparative information	1 January 2023
Amendments to MFRS 101: Disclosure of Accounting Policies	1 January 2023
Amendment to MFRS 101: Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to MFRS 101: Non-current Liabilities with Covenants	1 January 2024
Amendments to MFRS 108: Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023

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

4. SIGNIFICANT ACCOUNTING POLICIES**4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS***Key Sources of Estimation Uncertainty*

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

(a) Depreciation of Property, Plant and Equipment

The estimates for the residual values, useful lives and related depreciation charges for the property, plant and equipment are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions. The Group anticipates that the residual values of its property, plant and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amount of property, plant and equipment as at the reporting date is disclosed in Note 6 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

Key Sources of Estimation Uncertainty (Cont'd)

(b) Impairment of Property, Plant and Equipment

The Group determines whether an item of its property, plant and equipment is impaired by evaluating the extent to which the recoverable amount of the asset is less than its carrying amount. This evaluation is subject to changes such as market performance, economic and political situation of the country. A variety of methods is used to determine the recoverable amount, such as valuation reports and discounted cash flows. For discounted cash flows, significant judgement is required in the estimation of the present value of future cash flows generated by the assets, which involve uncertainties and are significantly affected by assumptions used and judgements made regarding estimates of future cash flows and discount rates. The carrying amount of property, plant and equipment as at the reporting date is disclosed in Note 6 to the financial statements.

(c) Write-down of Inventories

Reviews are made periodically by management on damaged, obsolete and slow-moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories. The carrying amount of inventories as at the reporting date is disclosed in Note 8 to the financial statements.

(d) Impairment of Trade Receivables and Contract Assets

The Group uses the simplified approach to estimate a lifetime expected credit loss allowance for all trade receivables and contract assets. The contract assets are grouped with trade receivables for impairment assessment because they have substantially the same risk characteristics as the trade receivables for the same types of contracts.

The Group develops the expected loss rates based on the payment profiles of past sales and the corresponding historical credit losses, and adjusts for qualitative and quantitative reasonable and supportable forward-looking information. If the expectation is different from the estimation, such difference will impact the carrying values of trade receivables and contract assets. The carrying amounts of trade receivables and contract assets as at the reporting date are disclosed in Notes 9 and 12 to the financial statements respectively.

(e) Revenue Recognition for Construction Contracts

The Group recognises construction revenue by reference to the construction progress using the input method, determined based on the proportion of construction costs incurred for work performed to-date over the estimated total construction costs. The total estimated costs are based on approved budgets, which require assessment and judgement to be made on changes in, for example, work scope, changes in costs and costs to completion. In making the judgement, management relies on past experience and the work of specialists. The carrying amounts of contract assets and contract liabilities as at the reporting date are disclosed in Note 12 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.1 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

Key Sources of Estimation Uncertainty (Cont'd)

(f) Income Taxes

There are certain transactions and computations for which the ultimate tax determination may be different from the initial estimate. The Group recognises tax liabilities based on its understanding of the prevailing tax laws and estimates of whether such taxes will be due in the ordinary course of business. Where the final outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax expense and deferred tax balances in the period in which such determination is made.

Critical Judgements Made in Applying Accounting Policies

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

(a) Lease Terms

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

(b) Contingent Liabilities

The recognition and measurement for contingent liabilities are based on management's view of the expected outcome on contingencies after consulting legal counsel for litigation cases and experts, for matters in the ordinary course of business.

4.2 BASIS OF CONSOLIDATION

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.2 BASIS OF CONSOLIDATION (CONT'D)

(a) Business Combinations

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

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

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

However, an acquisition that resulted in a business combination involving common control entities is outside the scope of MFRS 3 Business Combination. For such common control combinations, the merger accounting principles are used to include the assets, liabilities, results, equity changes and cash flows of the combining entities in the audited financial statements.

In applying merger accounting, financial statements items of the combining entities or businesses for the reporting period in which common control combination occurs are included in the audited financial statements of the Group as if the combination had occurred from the date when the combining entities or businesses first come under the control of the controlling party or parties. Under merger accounting, the Group recognises the assets, liabilities and equity of the combining entities or businesses at the carrying amount as if such audited financial statements had been prepared by the controlling party including adjustments required for conforming to the Groups' accounting policies and applying those policies to all period presented. There is no recognition of any goodwill or gain from bargain purchase at the time of the common control combination. The effect of all transactions and balances between combining entities, whether occurring before or after the combination, are eliminated in preparing the audited financial statements of the Group.

(b) Non-controlling Interests

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.2 BASIS OF CONSOLIDATION (CONT'D)

(d) Loss of Control

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

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

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

4.3 FUNCTIONAL AND FOREIGN CURRENCIES

(a) Functional and Presentation Currency

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

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

(b) Foreign Currency Transactions and Balances

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

(c) Foreign Operations

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

Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the end of the reporting period.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**4.4 FINANCIAL INSTRUMENTS**

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

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

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

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

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

(a) Financial Assets

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

*Debt Instruments***(i) Amortised Cost**

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

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

(ii) Fair Value through Other Comprehensive Income

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 FINANCIAL INSTRUMENTS (CONT'D)

(a) Financial Assets (Cont'd)*Debt Instruments (Cont'd)*

(iii) Fair Value through Profit or Loss

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

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

Equity Instruments

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

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

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

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial Liabilities

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

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

(ii) Other Financial Liabilities

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

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

(c) Equity Instruments

Equity instruments classified as equity are measured initially at cost and are not remeasured subsequently. Ordinary shares are classified as equity and recorded at the proceeds received, net of directly attributable transaction costs. Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

(d) Derivative Financial Instruments

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 FINANCIAL INSTRUMENTS (CONT'D)

(e) Derecognition

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

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

(f) Financial Guarantee Contracts

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

4.5 INVESTMENTS IN SUBSIDIARIES

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**4.6 PROPERTY, PLANT AND EQUIPMENT**

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

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

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

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

Leasehold land	Over the remaining lease period
Buildings	2%
Plant and machinery	20%
Furniture, fittings and office equipment	20%
Motor vehicles	20%
Renovations	20%
Electrical installation	20%

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**4.7 LEASE**

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

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

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

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

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

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

4.8 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in-first-out method and comprises the purchase price, production or conversion costs and incidentals incurred in bringing the inventories to their present location and condition. The cost of conversion includes cost directly related to the units of production, and a proportion of fixed production overheads based on normal capacity of the production facilities.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.9 CONTRACT COST ASSETS

Costs to Fulfil A Contract

The Group recognises costs that relate directly to a contract (or an anticipated contract) with customer as an asset when the costs generate or enhance resources of the Group, will be used in satisfying performance obligation in the future and are recovered.

The contract cost assets are initially measured at cost and amortised on a systematic basis that is consistent with the pattern of revenue recognition to which the asset relates.

An impairment loss is recognised in the profit or loss when the carrying amount of the contract cost assets exceeds the expected revenue less expected cost that will be incurred. Any impairment loss recovered shall be reversed to the extent of the carrying amount of the contract cost assets does not exceed the amount that would have been recognised had there been no impairment loss recognised previously.

4.10 CONTRACT ASSET AND CONTRACT LIABILITY

A contract asset is recognised when the Group's right to consideration is conditional on something other than the passage of time. A contract asset is subject to impairment requirements of MFRS 9.

A contract liability is stated at cost and represents the obligation of the Group to transfer goods or services to a customer for which consideration has been received (or the amount is due) from the customers.

4.11 CASH AND CASH EQUIVALENTS

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

4.12 IMPAIRMENT

(a) Impairment of Financial Assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at fair value through other comprehensive income, trade receivables and contract assets.

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.12 IMPAIRMENT (CONT'D)

(a) Impairment of Financial Assets (Cont'd)

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

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

(b) Impairment of Non-Financial Assets

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

An impairment loss is recognised in profit or loss.

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

4.13 PROVISIONS

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.13 PROVISIONS (CONT'D)

Onerous Contracts

A provision for onerous contract is recognised when the expected benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

4.14 EMPLOYEE BENEFITS

(a) Short-term Benefits

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

(b) Defined Contribution Plans

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

4.15 INCOME TAXES

(a) Current Tax

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

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

(b) Deferred Tax

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

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.15 INCOME TAXES (CONT'D)

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

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

4.16 CONTINGENT LIABILITIES

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

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

4.17 OPERATING SEGMENTS

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

4.18 EARNINGS PER ORDINARY SHARE

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

Diluted earnings per ordinary share is determined by adjusting the consolidated profit or loss attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

4.19 BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of those assets, until such time as the assets are ready for their intended use or sale. The capitalisation of borrowing costs is suspended during extended periods in which active development is interrupted.

All other borrowing costs are recognised in profit or loss as expenses in the period in which they incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**4.20 FAIR VALUE MEASUREMENTS**

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

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

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

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

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

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

4.21 REVENUE FROM CONTRACTS WITH CUSTOMERS

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

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

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

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

(a) Construction of Plants and Facilities

Revenue from construction services is recognised over time in the period in which the services are rendered using the input method, determined based the proportion of construction costs incurred for work performed to date over the estimated total construction costs. Transaction price is computed based on the price specified in the contract and adjusted for any variable consideration such as incentives and penalties. Past experience is used to estimate and provide for the variable consideration, using most likely method and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.21 REVENUE FROM CONTRACTS WITH CUSTOMERS (CONT'D)

(a) Construction of Plants and Facilities (Cont'd)

A receivable is recognised when the construction services are rendered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. If the construction services rendered exceed the payment received, a contract asset is recognised. If the payments exceed the construction services rendered, a contract liability is recognised.

(b) Fabrication of Equipment

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

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

Revenue from fabrication of equipment which either creates or enhances an asset that the customer controls as the asset is created or enhances or the customer simultaneously receives and consumes the benefits provided as the Group performs is recognised over time according to the accounting policy as described in Note 4.21(a).

(c) Others

Revenue from others include the sales of material, equipment and spare parts, repair and maintenance services and other services.

Sales of material, equipment and spare parts is recognised when the Group has transferred control of the goods to the customers, being when the goods have been delivered to the customer and upon its acceptance. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, and bears the risks of obsolescence and loss in relation to the goods.

Revenue from repair and maintenance and other services is recognised at a point in time when the service have been rendered to the customers and coincides with the delivery of services and acceptance by customers.

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

Revenue from other services which the customer simultaneously receives and consumes the benefits provided as the Group performs is recognised over time according to the accounting policy as described in Note 4.21(a).

4.22 OTHER OPERATING INCOME

(a) Interest income

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

(b) Rental income

Rental income is accounted for on a straight-line method over the lease term.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

5. INVESTMENTS IN SUBSIDIARIES

	The Company	
	2022	2021
	RM	RM
Unquoted shares, at cost	51,566,100	51,566,100

The details of the subsidiaries are as follows:-

Name of Subsidiaries	Principal Place of Business/Country of Incorporation	Percentage of Issued Share Capital Held by Parent		Principal Activities
		2022	2021	
		%	%	
<i>Subsidiaries of the Company</i>				
Ecoscience Manufacturing & Engineering Sdn. Bhd. ("EMESB")	Malaysia	100	100	Construction of plants and facilities, fabrication of equipment, and supply of materials and equipment
Asia Ecoscience Pte Ltd ^ ("AEPL")	Singapore	100	100	Construction of plants and facilities, and fabrication of equipment
<i>Subsidiaries of EMESB</i>				
Ecoscience Technologies Sdn. Bhd.	Malaysia	100	100	Fabrication and supply of energy and environmental related equipment
Top Well Trading & Services Sdn. Bhd.	Malaysia	100	100	Supply of spare sparts and construction materials, and provision of maintenance services

^ This subsidiary was audited by a member firm of Crowe Global of which Crowe Malaysia PLT is a member.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

6. PROPERTY, PLANT AND EQUIPMENT

	At 1.1.2022 RM	Additions (Note 33(a)) RM	Reclassification RM	Translation Differences RM	Depreciation Charges (Note 29) RM	At 31.12.2022 RM
The Group						
2022						
<i>Carrying Amount</i>						
<u>Owned assets</u>						
Freehold land	1,814,000	-	-	-	-	1,814,000
Buildings	16,084,916	-	-	(22,394)	(319,563)	15,742,959
Plant and machinery	692,978	120,608	1,006,962	-	(264,241)	1,556,307
Furniture, fittings, and office equipment	234,875	124,945	-	(23)	(102,729)	257,068
Motor vehicles	647,481	1,154,378	-	-	(367,666)	1,434,193
Renovations	65,598	-	-	(381)	(43,041)	22,176
Electrical installation	39	-	-	-	-	39
Asset under construction	784,412	222,550	(1,006,962)	-	-	-
	20,324,299	1,622,481	-	(22,798)	(1,097,240)	20,826,742
<u>Right-of-use asset</u>						
Leasehold land	4,540,109	-	-	-	(84,624)	4,455,485
	24,864,408	1,622,481	-	(22,798)	(1,181,864)	25,282,227

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

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

	At 1.1.2021 RM	Additions (Note 33(a)) RM	Reclassification RM	Disposal RM	Translation Differences RM	Depreciation Charges (Note 29) RM	At 31.12.2021 RM
2021 (Restated)							
<i>Carrying Amount</i>							
<u>Owned assets</u>							
Freehold land	1,814,000	-	-	-	-	-	1,814,000
Buildings	16,576,626	-	-	-	(168,557)	(323,153)	16,084,916
Plant and machinery	572,868	303,258	24,695	(1)	-	(207,842)	692,978
Furniture, fittings, and office equipment	261,161	78,351	-	-	(129)	(104,508)	234,875
Motor vehicles	1,008,397	-	-	-	-	(360,916)	647,481
Renovations	243,723	-	-	-	(1,289)	(176,836)	65,598
Electrical installation	579	-	-	-	-	(540)	39
Asset under construction	23,208	785,899	(24,695)	-	-	-	784,412
	20,500,562	1,167,508	-	(1)	(169,975)	(1,173,795)	20,324,299
<u>Right-of-use asset</u>							
Leasehold land	4,624,733	-	-	-	-	(84,624)	4,540,109
	25,125,295	1,167,508	-	(1)	(169,975)	(1,258,419)	24,864,408

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

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

	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
The Group			
2022			
<u>Owned assets</u>			
Freehold land	1,814,000	-	1,814,000
Buildings	17,805,818	(2,062,859)	15,742,959
Plant and machinery	5,446,169	(3,889,862)	1,556,307
Furniture, fittings, and office equipment	1,538,140	(1,281,072)	257,068
Motor vehicles	3,618,734	(2,184,541)	1,434,193
Renovations	1,197,014	(1,174,838)	22,176
Electrical installation	57,313	(57,274)	39
	31,477,188	(10,650,446)	20,826,742
<u>Right-of-use asset</u>			
Leasehold land	5,000,000	(544,515)	4,455,485
	36,477,188	(11,194,961)	25,282,227

	At Cost RM	Accumulated Depreciation RM	Carrying Amount RM
The Group			
2021 (Restated)			
<u>Owned assets</u>			
Freehold land	1,814,000	-	1,814,000
Buildings	17,828,957	(1,744,041)	16,084,916
Plant and machinery	4,318,599	(3,625,621)	692,978
Furniture, fittings, and office equipment	1,413,301	(1,178,426)	234,875
Motor vehicles	2,464,356	(1,816,875)	647,481
Renovations	1,198,018	(1,132,420)	65,598
Electrical installation	57,313	(57,274)	39
Asset under construction	784,412	-	784,412
	29,878,956	(9,554,657)	20,324,299
<u>Right-of-use asset</u>			
Leasehold land	5,000,000	(459,891)	4,540,109
	34,878,956	(10,014,548)	24,864,408

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

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

- (a) The Group has lease contracts for leasehold land used in its operations. Their lease terms are as follows:-

Leasehold land The Group has entered into 1 (2021 – 1) non-cancellable operating lease agreement for the use of land. The leases are for a period of 60 (2021 – 60) years with no renewal or purchase option included in the agreement. The leases do not allow the Group to assign, transfer or sublease or create any charge, lien or trust in respect of or dispose of the whole or any part of the land without the prior approval from lessor.

- (b) Included in the carrying amount of property, plant and equipment at the reporting period are the following assets pledged to financial institutions as security for banking facilities granted to the Group as disclosed in Notes 19, 24 and 25:-

	The Group	
	2022	2021
	RM	RM
Plant and machinery	946,200	-
Freehold land	1,814,000	1,814,000
Leasehold land	4,455,485	4,540,109
Buildings	15,238,630	15,570,943
	22,454,315	21,925,052

- (c) Included in the property, plant and equipment of the Group were motor vehicles and plant and machinery with a total carrying amount of RM1,572,098 (2021 – RM911,944) held under hire purchase arrangements. These assets have had been pledged as security for the hire purchase payables of the Group as disclosed in Note 18 to the financial statements.

7. OTHER INVESTMENTS

	The Group	
	2022	2021
	RM	RM
At 1 January	2,068,841	1,952,148
Additions	207,658	-
Disposal	(207,121)	-
Fair value (loss)/gain during the financial year (Note 29)	(32,678)	116,693
At 31 December	2,036,700	2,068,841

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

7. OTHER INVESTMENTS (CONT'D)

Other investments represent life insurance policies (the “Policy”) taken to insure managing director and one of the key management personnel (“KMP”) of the Group (the “Insured Person”). Under the Policy, the beneficiary is a bank (the “Bank”) and the total insured sum is RM3,010,000 (2021 – RM2,650,000). At the inception of the Policy, the Group paid an upfront payment of RM2,208,962 (2021 – RM2,180,963). For any insured events happened to the Insured Person, the insured sum will be used to settle the outstanding bank loan of the Group from the Bank and thereafter any excess amount will be payable to the Group. The Policy can be withdrawn at any time with surrender charges if such withdrawal occurs before the maturity date of the Policy and a cash refund will be based on the cash surrender value of the Policy at the date of withdrawal.

As at 31 December 2022, the directors of the Group expect that the Policy will be terminated at the maturity date and there will be no specific surrender charges in accordance with the terms of the Policy. The directors of the Group consider that the expected life of the Policy will remain unchanged from initial recognition.

In the event of death of the Insured Person, the other investments will be derecognised and any resulting gains or losses will be recognised in profit or loss.

8. INVENTORIES

	The Group	
	2022	2021
	RM	RM
Raw materials	4,177,026	4,732,124
Trading goods	-	57,209
Finished goods	896,579	-
Work-in-progress	13,096,196	10,424,002
	18,169,801	15,213,335
Recognised in profit or loss:-		
Inventories recognised as cost of sales	48,774,292	46,904,588

9. TRADE RECEIVABLES

	The Group	
	2022	2021
	RM	RM
Third parties	26,455,317	12,756,399
Allowance for impairment losses	(3,761,283)	(156,356)
	22,694,034	12,600,043
Allowance for impairment losses:-		
At 1 January	156,356	827,053
Addition during the financial year (Note 28)	3,675,527	105,900
Reversal during the financial year (Note 28)	(70,600)	(776,597)
At 31 December	3,761,283	156,356

The Group's normal credit terms range from 30 to 60 (2021 – 30 to 60) days.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

10. OTHER RECEIVABLES, DEPOSITS, AND PREPAYMENTS

	The Group		The Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Other receivables:-				
Third parties	11,348,797	179,677	-	-
Goods and services tax recoverable	824	1,020	-	-
	11,349,621	180,697	-	-
Advance payments to suppliers	69,479	5,926,708	-	-
Deposits	653,575	527,719	178,167	500
Prepayments	378,000	648,828	-	-
	12,450,675	7,283,952	178,167	500

The advance payments to suppliers are unsecured and interest-free. The amount owing will be offset against future purchases from the suppliers.

11. SHORT-TERM INVESTMENT

	The Group/The Company	
	2022 RM	2021 RM
Money market fund, at fair value	5,915,926	-

The fund invests mainly into Islamic money market instruments and thus have minimum exposure to changes in market value. There is no maturity period for money market funds as these money is callable on demand.

12. CONTRACT ASSETS/(LIABILITIES)

	The Group	
	2022 RM	2021 RM
Contract Assets		
Construction contracts	51,831,404	41,685,969
Fabrication of goods	5,847,357	1,179,635
	57,678,761	42,865,604
Contract Liabilities		
Construction contracts	(8,518,019)	(50)
Fabrication of goods	(98,269)	(5)
	(8,616,288)	(55)
	49,062,473	42,865,549

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

12. CONTRACT ASSETS/(LIABILITIES) (CONT'D)

- (a) The contract assets primarily relate to the Group's right to consideration for works completed on construction contracts and fabrication works but not yet billed as at the reporting date. The amount will be invoiced within 180 days.

Included in contract assets are retention sum receivables approximately RM8,449,713 (2021 – RM15,557,373). These retention sums are expected to be collected within the periods ranging from 360 to 720 (2021 – 360 to 720) days.

- (b) The contract liabilities primarily relate to advance considerations received from few customers for construction contracts, fabrication works and trading of goods of which the revenue will be recognised over the remaining contract term of the specific contract it relates to within 30 (2021 – 30) days.
- (c) The changes to contract assets balances during the financial year are summarised below:-

	The Group	
	2022	2021
	RM	RM
At 1 January	42,865,549	41,590,016
Revenue recognised in profit or loss during the financial year	94,365,776	153,164,345
Billings to customers during the financial year	(88,089,197)	(150,872,702)
Translation difference	(79,655)	(1,016,110)
At 31 December	49,062,473	42,865,549

13. AMOUNT OWING BY/(TO) SUBSIDIARIES

	The Company	
	2022	2021
	RM	RM
Amount Owing by Subsidiaries		
<u>Current</u>		
Non-trade balance	14,428,187	-
Amount Owing to a Subsidiary		
<u>Current</u>		
Non-trade balance	-	(417,891)

- (a) The non-trade balances amount owing by represent unsecured advances granted to subsidiaries which are repayable on demand. Interest is charged ranging from 2.25% to 3.25% (2021 – Nil) per annum on the outstanding balance. The amounts owing are to be settled in cash.
- (b) In the previous financial year, the non-trade balances amount owing to represents unsecured interest-free advances. The amount owing is repayable on demand and is to be settled in cash.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

14. FIXED DEPOSITS WITH LICENSED BANKS

- (a) The fixed deposits with licensed banks of the Group at the end of the reporting period bore effective interest rates of 1.60% to 2.85% (2021 – 1.40% to 2.20%) per annum. The fixed deposits have maturity periods of 30 to 365 (2021 – 30 to 365) days for the Group.
- (b) All the fixed deposits of the Group have been pledged to licensed banks as security for banking facilities granted to Group as disclosed in Notes 19, 24 and 25 to the financial statements.

15. SHARE CAPITAL AND INVESTED EQUITY

- (a) Share capital

	The Group/The Company			
	2022	2021	2022	2021
	Number of Shares		RM	RM
Issued and Fully Paid-up				
Ordinary Shares				
At 1 January	257,830,500	2	51,566,102	2
Issuance of new shares:				
- acquisition of subsidiaries	-	257,830,498	-	51,566,100
- public issue	82,169,500	-	24,650,850	-
Listing expenses	-	-	(1,225,772)	-
At 31 December	340,000,000	257,830,500	74,991,180	51,566,102

- (i) The holders of ordinary shares are entitled to receive dividends as and when declared by the Company and are entitled to one vote per ordinary share at meetings of the Company. The ordinary shares have no par value.
- (ii) During the current financial year, the Company increased its issued and paid-up share capital from RM51,566,102 to RM76,216,952 by way of issuance of 82,169,500 new ordinary shares at an issue price of RM0.30 per share pursuant to the listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad for a total cash consideration of RM24,650,850. The listing expenses arising from the issuance of new ordinary shares amounting to RM1,225,772 were offset against share capital.
- The new ordinary shares issued rank pari passu in all respects with the existing ordinary shares of the Company.
- (iii) In the previous financial year, the Company increased its issued and paid-up share capital from RM2 to RM51,566,101.60 by way of issuance of 179,125,000 and 78,705,498 new ordinary shares at RM0.20 each to acquire the entire equity interest in EMESB and AEPL for a purchase consideration of RM35,825,000 and RM15,741,099.60 respectively.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

15. SHARE CAPITAL AND INVESTED EQUITY (CONT'D)

(b) Invested equity

	The Group/The Company			
	2022	2021	2022	2021
	Number of Shares		RM	
Issued and Fully Paid-up				
Ordinary Shares				
At 1 January	-	5,950,002	-	6,356,605
Adjustment pursuant to the acquisition of subsidiaries	-	(5,950,002)	-	(6,356,605)
At 31 December	-	-	-	-

In the previous financial year, the amount of invested equity has been reversed pursuant to the completion of the acquisitions of subsidiaries.

16. MERGER DEFICIT

The merger deficit arises from the difference between the carrying value of the investment in subsidiaries and the nominal value of shares of the Group's subsidiaries upon consolidation under the merger accounting principle.

17. FOREIGN EXCHANGE TRANSLATION RESERVE

The foreign exchange translation reserve arose from the translation of the financial statements of a foreign subsidiary whose functional currency is different from the Group's presentation currency.

18. HIRE PURCHASE PAYABLES

	The Group	
	2022	2021
	RM	RM (Restated)
Minimum hire purchase payments:		
- not later than 1 year	1,043,362	502,755
- later than 1 year and not later than 5 years	544,336	476,090
	1,587,698	978,845
Less: Future finance charges	(128,084)	(50,345)
Present value of hire purchase payables	1,459,614	928,500
Analysed by:-		
Current liabilities	490,986	443,126
Non-current liabilities	968,628	485,374
	1,459,614	928,500

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

19. TERM LOANS

	The Group	
	2022	2021
	RM	RM
Current liabilities	1,103,922	1,032,718
Non-current liabilities	8,143,248	8,687,789
	9,247,170	9,720,507

(a) The term loans at the end of the reporting period are secured by:-

- (i) legal charges over property, plant and equipment as disclosed in Note 6(b) and fixed deposits with licensed banks of the Group as disclosed in Note 14(b);
- (ii) jointly and severally guaranteed by certain directors of the Group.

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

	Effective	The Group	
	Interest Rate	2022	2021
	%	RM	RM
Floating rate term loans	3.00 - 5.56	9,247,170	9,720,507

20. DEFERRED TAX LIABILITIES

	At	Recognised in	At
	1.1.2022	Profit or Loss (Note 30)	31.12.2022
	RM	RM	RM
2022			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	2,302,080	62,900	2,364,980
Contract assets/liabilities	313,412	(313,412)	-
	2,615,492	(250,512)	2,364,980
<i>Deferred Tax Assets</i>			
Provisions	(194,400)	-	(194,400)
Contract assets/liabilities	-	(617,082)	(617,082)
Allowance for impairment losses in trade receivables	-	(865,700)	(865,700)
Unutilised tax losses	-	(49,200)	(49,200)
	(194,400)	(1,531,982)	(1,726,382)
	2,421,092	(1,782,494)	638,598

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

20. DEFERRED TAX LIABILITIES (CONT'D)

	At 1.1.2021 RM	Recognised in Profit or Loss (Note 30) RM	At 31.12.2021 RM
2021			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	2,256,890	45,190	2,302,080
Contract assets/liabilities	-	313,412	313,412
	2,256,890	358,602	2,615,492
<i>Deferred Tax Assets</i>			
Provisions	(232,200)	37,800	(194,400)
Contract assets/liabilities	(234,581)	234,581	-
Allowance for impairment losses in trade receivables	(186,400)	186,400	-
	(653,181)	458,781	(194,400)
	1,603,709	817,383	2,421,092

21. TRADE PAYABLES

The normal trade credit term granted to the Group is 30 to 60 (2021 – 30 to 60) days.

22. OTHER PAYABLES AND ACCRUALS

	The Group		The Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Other payables - third parties	1,753,493	4,893,073	107,847	-
Deposit received	382,500	390,750	-	-
Accruals	2,261,428	1,773,819	53,810	21,200
Payroll liabilities	1,155,358	2,885,672	-	-
	5,552,779	9,943,314	161,657	21,200

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

23. PROVISION

	The Group	
	2022 RM	2021 RM
Provision for onerous contract		
At 1 January	-	372,391
Provision made during the financial year (Note 29)	202	-
Realisation of provision made in previous financial year	-	(372,391)
At 31 December	202	-
Provision for liquidated ascertained damages		
At 1 January	810,030	594,982
Provision made during the financial year (Note 29)	-	215,048
At 31 December	810,030	810,030
	810,232	810,030

24. SHORT-TERM BORROWINGS

	The Group	
	2022 RM	2021 RM
Invoice financing	21,295,318	9,527,847
Revolving credit	500,000	500,000
Bankers' acceptances	9,020,317	6,646,314
Total	30,815,635	16,674,161

- (a) The short-term borrowings of the Group at the end of the reporting period bore interest rates of 3.48% to 7.06% (2021 – 2.58% to 5.41%) per annum. The short-term borrowings drawn for a period of 58 to 150 (2021 – 114 to 150) days for the Group.
- (b) The short-term borrowings of the Group are secured in the same manner as the term loans disclosed in Note 19 to the financial statements.

25. BANK OVERDRAFTS

- (a) The bank overdrafts of the Group are secured in the same manner as the term loans disclosed in Note 19 to the financial statements.
- (b) The bank overdrafts of the Group at the end of the reporting period bore floating interest rates of 7.45% to 10.40% (2021 – 6.45% to 9.40%) per annum.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

26. DERIVATIVE LIABILITIES

	Contract/Notional Amount	
	2022 RM	2021 RM
The Group		
Derivative Liabilities		
Forward currency contracts	-	1,245,000

The fair value of the derivative liabilities were not material and not recognised by the Group.

27. REVENUE

	The Group	
	2022 RM	2021 RM
Revenue from Contracts with Customers		
<u>Recognised over time:</u>		
Construction of plants and facilities	44,290,696	86,113,422
Fabrication of equipment	6,556,774	24,289,827
	50,847,470	110,403,249
<u>Recognised at a point in time:</u>		
Fabrication of equipment	14,950,379	8,770,659
Supply of material and equipment	27,601,358	32,233,122
Others	966,569	1,748,315
	43,518,306	42,752,096
	94,365,776	153,155,345
Revenue from Other Source		
Rental income from equipment	23,000	9,000
	94,388,776	153,164,345

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

28. NET IMPAIRMENT LOSS/(REVERSAL OF IMPAIRMENT LOSS) ON FINANCIAL ASSETS

	The Group	
	2022 RM	2021 RM
Bad debt written off	-	16,200
Impairment losses on trade receivables (Note 9)	3,675,527	105,900
Reversal of impairment losses on trade receivables (Note 9)	(70,600)	(776,597)
	<hr/>	<hr/>
	3,604,927	(654,497)

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

29. (LOSS)/PROFIT BEFORE TAX

	The Group		The Company	
	2022 RM	2021 RM (Restated)	2022 RM	2021 RM
(Loss)/Profit before tax is arrived at after charging/(crediting):-				
Auditors' remuneration:				
- current financial year	173,296	123,769	48,000	20,000
- underprovision in the previous financial year	-	1,500	-	-
- non-audit fees	5,000	-	5,000	-
Depreciation of property, plant and equipment (Note 6)	1,181,864	1,258,419	-	-
Fair value loss on other investment	32,678	-	-	-
Interest expense on financial liabilities that are not at fair value through profit or loss:				
- bank overdrafts	834,175	736,771	-	-
- bankers' acceptances	1,171,062	984,917	-	-
- hire purchase payables	40,785	58,018	-	-
- term loans	329,744	298,119	-	-
Lease expenses:				
- short-term leases	487,062	417,013	-	-
- low-value assets	9,200	9,048	-	-
Listing expenses	1,624,433	653,786	2,924,748	254,282
Loss on foreign exchange:				
- realised	241,139	328,107	23,967	-
- unrealised	157,551	-	-	-
Provisions:				
- onerous contract	202	-	-	-
- liquidated ascertained damages	-	215,048	-	-
Staff costs:				
- short-term employee benefits	8,998,066	9,285,748	-	-
- defined contribution benefits	715,992	785,154	-	-
Fair value gain on financial assets measured at fair value through profit or loss mandatorily:				
- other investments	-	(116,693)	-	-
- short-term investment	(42,673)	-	(42,673)	-
Gain on disposal of property, plant and equipment	-	(59,999)	-	-
Gain on foreign exchange:-				
- realised	(348,203)	-	-	-
Interest income received on short-term investment	(3,253)	-	(3,253)	-
Interest income on financial assets measured at amortised cost:				
- bank	(57,264)	-	(57,264)	-
- fixed deposits with licensed banks	(298,901)	(193,839)	-	-
- advances to subsidiaries	-	-	(200,223)	-
- others	(362)	(255)	-	-
Realisation of provision of onerous contract	-	(372,391)	-	-
Rental income	(184,275)	(185,775)	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

30. TAX (INCOME)/EXPENSE

	The Group		The Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Income tax:				
- current year	15,200	2,231,280	-	-
- under/(over)provision in the previous financial year	198,669	(44,753)	-	-
	213,869	2,186,527	-	-
Deferred tax (Note 20):				
- origination and reversal of temporary differences	(1,657,294)	789,283	-	-
- (over)/underprovision in the previous financial year	(125,200)	28,100	-	-
	(1,782,494)	817,383	-	-
	(1,568,625)	3,003,910	-	-

A reconciliation of income tax expense applicable to (loss)/profit before taxation at the statutory tax rate to tax (income)/expense at the effective tax rate of the Group and of the Company is as follows:-

	The Group		The Company	
	2022 RM	2021 RM	2022 RM	2021 RM
(Loss)/Profit before tax	(10,958,844)	11,075,691	(2,530,688)	(425,579)
Tax at the statutory tax rate of 24% (2021- 24%)	(2,630,123)	2,658,166	(607,365)	(102,139)
Tax effects of:-				
Non-deductible expenses	311,225	939,057	528,146	102,139
Reduction in tax rates on small scale company up to RM600,000 at 17% (2021 - 17%)	-	(1,554)	-	-
Non-taxable income	(132,814)	(56,449)	(781)	-
Effects of differential in tax rate of a foreign subsidiary	476,503	(438,302)	-	-
Utilisation of deferred tax assets not recognised in the previous financial year	(21,900)	(26,600)	-	-
Deferred tax assets not recognised during the financial year	355,015	-	80,000	-
Tax incentive, rebates and exemptions	-	(53,755)	-	-
Under/(Over)provision of income tax in the previous financial year	198,669	(44,753)	-	-
(Over)/Underprovision of deferred tax in the previous financial year	(125,200)	28,100	-	-
	(1,568,625)	3,003,910	-	-

Domestic income tax is calculated at the Malaysian statutory tax rate of 24% (2021 – 24%) of the estimated assessable profit for the financial years. The taxation of other jurisdiction is calculated at the rate prevailing in the jurisdiction.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

30. TAX (INCOME)/EXPENSE (CONT'D)

At the end of the reporting period, the amounts of deferred tax assets not recognised (stated at gross) due to uncertainty of their realisation are as follows:-

	The Group		The Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Unused tax losses:				
- expires year of assessment 2028	-	45,000	-	-
- expires year of assessment 2029	480,000	490,000	-	-
- expires year of assessment 2030	454,000	454,000	-	-
- expires year of assessment 2032	360,000	-	333,000	-
	1,294,000	989,000	333,000	-

Based on the current legislation, the unused tax losses are allowed to be utilised for 10 (2021 – 10) consecutive years of assessment (“YA”).

31. OTHER COMPREHENSIVE EXPENSE

	The Group	
	2022 RM	2021 RM
Item that Will be Reclassified Subsequently to Profit or Loss		
Foreign currency translation:		
- changes during the financial year	(212,522)	(916,550)

32. (LOSS)/EARNINGS PER SHARE

	The Group	
	2022 RM	2021 RM
(Loss)/Profit attributable to the owners of the Company	(9,390,219)	8,071,781
Weighted average number of ordinary shares	295,425,860	257,830,500
Basis (loss)/earnings per shares (Sen)	(3.18)	3.13
Diluted (loss)/earnings per shares (Sen)	(3.18)	3.13

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

33. CASH FLOW INFORMATION

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

	The Group	
	2022	2021
	RM	RM
Property, plant and equipment		
Cost of property, plant and equipment purchased (Note 6)	1,622,481	1,167,508
Less: Acquired through hire purchase arrangements	(1,014,800)	-
Less: Amount owing to other payables	-	(697,859)
Add: Payments in respect of previous financial year's purchases	697,859	-
	<hr/> 607,681	<hr/> 469,649

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

33. CASH FLOW INFORMATION (CONT'D)

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

The Group	Bank Overdrafts RM	Term Loans RM	Hire Purchase Payables RM	Short-term Borrowings RM	Total RM
2022					
At 1 January	*	9,720,507	928,500	16,674,161	27,323,168
Changes in Financing Cash Flows					
Proceeds from drawdown	*	673,050	-	88,464,296	89,137,346
Repayment of principal	*	(1,285,609)	(483,686)	(74,322,822)	(76,092,117)
Repayment of interests		(329,744)	(40,785)	(1,171,062)	(2,375,766)
		(942,303)	(524,471)	12,970,412	10,669,463
Other Changes					
Acquisition of new hire purchase arrangements for assets purchased in current financial year (Note 33(a))	-	-	1,014,800	-	1,014,800
Foreign exchange adjustments	-	139,222	-	-	139,222
Interest expenses recognised in profit or loss (Note 29)	834,175	329,744	40,785	1,171,062	2,375,766
	834,175	468,966	1,055,585	1,171,062	3,529,788
At 31 December	*	9,247,170	1,459,614	30,815,635	41,522,419

* Bank overdrafts have formed part of the cash and cash equivalents, therefore, no movement for principal amount is presented.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

33. CASH FLOW INFORMATION (CONT'D)

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

The Group	Bank Overdrafts RM	Term Loans RM	Hire Purchase Payables RM	Short-term Borrowings RM	Amount Owing To Director RM	Amount Owing To Shareholder RM	Total RM
2021 (Restated)							
At 1 January	*	10,687,900	1,413,927	19,592,347	100,000	120,000	31,914,174
<u>Changes in Financing Cash Flows</u>							
Proceeds from drawdown	*	-	-	73,091,335	-	-	73,091,335
Repayment of principal	*	(1,003,919)	(485,427)	(76,009,521)	(100,000)	(120,000)	(77,718,867)
Repayment of interests		(298,119)	(58,018)	(984,917)	-	-	(2,077,825)
<u>Other Changes</u>							
Foreign exchange adjustments	-	36,526	-	-	-	-	36,526
Interest expenses recognised in profit or loss (Note 29)	736,771	298,119	58,018	984,917	-	-	2,077,825
	736,771	334,645	58,018	984,917	-	-	2,114,351
At 31 December	*	9,720,507	928,500	16,674,161	-	-	27,323,168

* Bank overdrafts have formed part of the cash and cash equivalents, therefore, no movement for principal amount is presented.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

33. CASH FLOW INFORMATION (CONT'D)

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

	The Group	
	2022	2021
	RM	RM (Restated)
Payment of short-term leases	487,062	417,013
Payment of low-value assets	9,200	9,048
	496,262	426,061

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

	The Group		The Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Fixed deposits with licensed banks	17,195,605	13,518,743	-	-
Cash and bank balances	6,419,820	6,507,094	50,178	2
Bank overdrafts	(13,191,611)	(11,757,993)	-	-
	10,423,814	8,267,844	50,178	2
Less: Fixed deposits pledged to licensed banks (Note 14)	(17,195,605)	(13,518,743)	-	-
	(6,771,791)	(5,250,899)	50,178	2

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

34. KEY MANAGEMENT PERSONNEL COMPENSATION

The key management personnel of the Group and of the Company include executive directors and non-executive directors of the Company and certain members of senior management of the Group and of the Company.

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

	The Group		The Company	
	2022 RM	2021 RM	2022 RM	2021 RM
(a) Directors				
<u>Directors of the Company</u>				
Short-term employee benefits:				
- fees	98,000	542,073	98,000	-
- salaries, bonuses and other benefits	3,047,276	3,599,439	12,000	-
	3,145,276	4,141,512	110,000	-
Defined contribution benefits	206,700	264,600	-	-
	3,351,976	4,406,112	110,000	-
<u>Directors of the Subsidiaries</u>				
Short-term employee benefits:				
- fees	19,374	-	-	-
- salaries, bonuses and other benefits	264,489	-	-	-
	283,863	-	-	-
Defined contribution benefits	30,108	-	-	-
	313,971	-	-	-
Total directors' remuneration	3,665,947	4,406,112	110,000	-

The estimated monetary value of benefits-in-kind provided by the Group to the directors of the Group were RM44,725 (2021 – RM45,400).

(b) Other Key Management Personnel

Short-term employee benefits	1,392,527	2,046,213	-	-
Defined contribution benefits	105,768	161,382	-	-
	1,498,295	2,207,595	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

35. RELATED PARTY DISCLOSURES**(a) Identities of Related Parties**

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

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

(b) Significant Related Party Transactions and Balances

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

	The Group		The Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Subsidiaries				
Management fees	-	-	321,400	-
Interest income	-	-	200,223	-
A company in which a shareholder of the Group has substantial financial interest				
Sales	-	6,210,922	-	-

The significant outstanding balances of the related parties (including the allowance for impairment loss made) together with their terms and conditions are disclosed in the respective notes to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

36. OPERATING SEGMENTS

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

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

- Construction of Plants and Facilities Segment – involved in the construction of palm oil mill, and its facilities, rubber plantation facilities and other industry facilities.
 - Fabrication of Equipment Segment – involved in the fabrication of palm oil mill equipment.
 - Supply of Material and Equipment – involved in trading of construction material and equipment.
 - Others – involved in fabrication of other equipment and other services.
- (a) The directors assess the performance of the reportable segments based on their profit before interest expense and tax. The accounting policies of the reportable segments are the same as the Group's accounting policies.

Borrowings and investment-related activities are managed on a group basis by the central treasury function and are not allocated to reportable segments.

- (b) Each reportable segment assets is measured based on all assets of the segment other than tax-related assets. Assets used jointly by reportable segments are allocated on the basis of the revenue earned by individual reportable segments.
- (c) Each reportable segment liabilities is measured based on all liabilities of the segment other than borrowings and other tax-related liabilities. Liabilities for which reportable segments are jointly liable are allocated in proportion to segment assets.
- (d) Assets, liabilities and expenses which are common and cannot be meaningfully allocated to the reportable segments are presented under unallocated items. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters) and head office expenses and listing expenses.

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

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

36. OPERATING SEGMENTS (CONT'D)

36.1 BUSINESS SEGMENTS

2022	Construction of Plants and Facilities RM	Fabrication of Equipment RM	Supply of Material and Equipment RM	Others RM	The Group RM
Revenue					
External revenue	44,290,696	21,530,153	27,601,358	966,569	94,388,776
Results					
Segment (loss)/profit before interest and taxation	(9,247,428)	4,565,564	(427,184)	(157,262)	(5,266,310)
Finance costs					(2,640,374)
Unallocated expenses					(3,052,160)
Loss before taxation					(10,958,844)
Other Information					
Depreciation of property, plant and equipment	515,841	328,405	319,892	17,726	1,181,864
Fair value loss on other investments	16,540	6,272	9,576	290	32,678
Fair value loss on short- term investment	-	-	-	(42,673)	(42,673)
Gain on foreign exchange - realised	(13,145)	(203,786)	(131,272)	-	(348,203)
Impairment loss on trade receivables	2,968,827	220,990	482,280	3,430	3,675,527
Interest income	(151,475)	(57,437)	(87,696)	(63,172)	(359,780)
Interest expenses	1,113,163	566,894	668,094	27,615	2,375,766
Loss on foreign exchange - realised	95,101	57,269	55,058	33,711	241,139
- unrealised	5,948	92,206	59,397	-	157,551
Provision - onerous contract	102	39	59	2	202
Reversal of impairment losses on trade receivables	-	(65,598)	-	(5,002)	(70,600)

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

36. OPERATING SEGMENTS (CONT'D)

36.1 BUSINESS SEGMENTS (CONT'D)

2022	Construction of Plants and Facilities RM	Fabrication of Equipment RM	Supply of Material and Equipment RM	Others RM	The Group RM
Assets					
Segment assets	93,798,453	33,549,488	33,240,847	7,254,761	167,843,549
Unallocated assets:					
- current tax assets					5,164,799
Total assets					173,008,348
Additions to non-current assets other than financial instruments and deferred tax assets are:-					
Property, plant and equipment	757,827	403,753	438,741	22,160	1,622,481
Liabilities					
Segment liabilities	25,216,402	8,400,763	10,540,660	503,489	44,661,314
Unallocated liabilities:					
- current tax liabilities					7,027
- deferred tax liabilities					638,598
- short-term borrowings					30,815,635
- hire purchase payables					1,459,614
- term loans					9,247,170
- bank overdrafts					13,191,611
Total liabilities					100,020,969

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

36. OPERATING SEGMENTS (CONT'D)

36.1 BUSINESS SEGMENTS (CONT'D)

2021	Construction of Plants and Facilities RM	Fabrication of Equipment RM	Supply of Material and Equipment RM	Others RM	The Group RM
Revenue					
External revenue	86,113,422	33,069,486	32,233,122	1,748,315	153,164,345
Results					
Segment profit before interest and taxation	7,748,468	1,877,762	4,589,766	454,263	14,670,259
Finance costs					(2,769,485)
Unallocated expenses					(825,083)
Profit before taxation					11,075,691
Other Information					
Bad debt written off	-	-	-	16,200	16,200
Depreciation of property, plant and equipment	568,741	374,013	306,976	8,689	1,258,419
Fair value gain on other investments	(54,004)	(31,068)	(30,946)	(675)	(116,693)
Gain on disposal of property, plant and equipment	(27,767)	(15,974)	(15,911)	(347)	(59,999)
Impairment losses on trade receivables	105,900	-	-	-	105,900
Interest income	(89,824)	(51,676)	(51,472)	(1,122)	(194,094)
Loss on foreign exchange - realised	278,286	23,037	11,195	15,589	328,107
Provision of liquidated ascertained damages	-	215,048	-	-	215,048
Reversal of impairment losses on trade receivables	-	(776,597)	-	-	(776,597)
Reversal of provision of onerous contract	(204,092)	(168,299)	-	-	(372,391)

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

36. OPERATING SEGMENTS (CONT'D)

36.1 BUSINESS SEGMENTS (CONT'D)

2021	Construction of Plants and Facilities RM	Fabrication of Equipment RM	Supply of Material and Equipment RM	Others RM	The Group RM
Assets					
Segment assets	76,679,910	26,270,225	20,792,678	683,476	124,426,289
Unallocated assets:					
- prepayment					495,731
- current tax assets					3,491,034
Total assets					128,413,054
Additions to non-current other than financial instruments and deferred tax assets are:-					
Property, plant and equipment	477,803	380,816	301,230	7,659	1,167,508
Liabilities					
Segment liabilities	12,236,702	7,756,831	6,592,315	249,071	26,834,919
Unallocated liabilities:					
- accruals					21,200
- current tax liabilities					889,640
- deferred tax liabilities					2,421,092
- short-term borrowings					16,674,161
- hire purchase payables					928,500
- term loans					9,720,507
- bank overdrafts					11,757,993
Total liabilities					69,248,012

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

36. OPERATING SEGMENTS (CONT'D)

36.2 GEOGRAPHICAL INFORMATION

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

The Group	2022	2021
	RM	RM
Malaysia	66,476,836	41,849,599
Foreign		
Gabon	9,474,363	69,504,018
Liberia	224,128	451,439
Indonesia	18,213,449	41,359,289
	94,388,776	153,164,345

Non-current assets are determined according to the country where these assets are located.

The Group	Non-current assets	
	2022	2021
	RM	RM
Malaysia	23,888,085	23,419,779
Singapore	3,430,842	3,513,470
	27,318,927	26,933,249

36.3 MAJOR CUSTOMERS

The following are major customers with revenue equal to or more than 10% of the Group's total revenue:-

	Revenue	
	The Group	
	2022	2021
	RM	RM
Customer A	16,913,331	58,433,394
Customer B	22,742,912	25,818,060
Customer C	12,274,517	-
Customer D	10,935,253	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

37. CAPITAL COMMITMENTS

	The Group	
	2022	2021
	RM	RM
Purchase of property, plant and equipment	-	224,550

38. CONTINGENT LIABILITIES

	The Group	
	2022	2021
	RM	RM
Performance guarantees extended to third parties	7,180,454	3,830,386

39. FINANCIAL INSTRUMENTS

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

39.1 FINANCIAL RISK MANAGEMENT POLICIES

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

(a) Market Risk**(i) Foreign Currency Risk**

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than the functional currency of the Group. The currencies giving rise to this risk are primarily Euro Dollar ("EUR"), United States Dollar ("USD") and Singapore Dollar ("SGD"). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level. The Group also holds cash and cash equivalents denominated in foreign currencies for working capital purposes.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

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

The Group	Euro RM	United States Dollar RM	Singapore Dollar RM
2022			
<u>Financial Assets</u>			
Trade receivables	4,717,113	2,194,777	-
Other receivables	6,678,464	2,460,764	70,603
Fixed deposits with licensed banks	-	2,024,770	-
Cash and bank balances	63,205	191,817	98,634
	11,458,782	6,872,128	169,237
<u>Financial Liabilities</u>			
Trade payables	-	(1,070,042)	-
Other payables	-	-	(21,951)
Term loans	-	-	(2,379,491)
	-	(1,070,042)	(2,401,442)
Net financial assets/(liabilities)	11,458,782	5,802,086	(2,232,205)

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

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

The Group	Euro RM	United States Dollar RM	Singapore Dollar RM
2021			
<u>Financial Assets</u>			
Trade receivables	636,361	1,186,847	292
Other receivables	5,431	5,967	-
Cash and bank balances	20,091	2,162,225	163,644
	661,883	3,355,039	163,936
<u>Financial Liabilities</u>			
Trade payables	(20,143)	-	-
Other payables	-	-	(718,727)
Term loans	-	-	(2,573,845)
	(20,143)	-	(3,292,572)
Net financial assets/(liabilities)	641,740	3,355,039	(3,128,636)
Less: Forward foreign currency contracts (contracted notional principal)	-	(1,245,000)	-
	641,740	2,110,039	(3,128,636)

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(i) Foreign Currency Risk (Cont'd)

Foreign currency risk sensitivity analysis

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

	The Group	
	2022	2021
	RM	RM
Effects on (Loss)/Profit After Tax		
EUR/RM - strengthened by 8% (2021 - 7%)	609,325	32,834
- weakened by 8% (2021 - 7%)	(609,325)	(32,834)
USD/RM - strengthened by 14% (2021 - 6%)	649,830	96,529
- weakened by 14% (2021 - 6%)	(649,830)	(96,529)
SGD/RM - strengthened by 10% (2021 - 3%)	(190,171)	(71,333)
- weakened by 10% (2021 - 3%)	190,171	71,333
<hr/>		
Effects on Equity		
EUR/RM - strengthened by 8% (2021 - 7%)	1,026,755	-
- weakened by 8% (2021 - 7%)	(1,026,755)	-
<hr/>		

(ii) Interest Rate Risk

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

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

The Group's exposure to interest rate risk that based on the carrying amounts of the financial instruments at the end of the reporting period is disclosed in Notes 19, 24 and 25 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(a) Market Risk (Cont'd)

(ii) Interest Rate Risk (Cont'd)

Interest Rate Risk Sensitivity Analysis

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

	The Group	
	2022	2021
	RM	RM
Effects on (Loss)/Profit After Tax		
Increase of 100 (2021 - 25) basis points	(302,289)	(81,890)
Decrease of 100 (2021 - 25) basis points	302,289	81,890

There is no impact on the Group's equity.

(iii) Equity Price Risk

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

(b) Credit Risk

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

(i) Credit Risk Concentration Profile

The Group's major concentration of credit risk relates to the amounts owing by 4 (2021 – 2) customers which constituted approximately 59% (2021 – 68%) of its trade receivables (including related parties) at the end of the reporting period.

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

	The Group	
	2022	2021
	RM	RM
Malaysia	13,949,717	6,435,190
Gabon	6,833,631	6,022,853
Indonesia	1,910,686	142,000
	22,694,034	12,600,043

(ii) Maximum Exposure to Credit Risk

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

In addition, the Company's maximum exposure to credit risk also includes corporate guarantees provided to its subsidiaries of RM 29,839,697 (2021 – Nil), representing the outstanding banking facilities of the subsidiaries as at the end of the reporting period.

(iii) Assessment of Impairment Losses

The Group has an informal credit policy in place and the exposure to credit risk is monitored on an on-going basis through periodic review of the ageing of the trade receivables. The Group closely monitors the trade receivables' financial strength to reduce the risk of loss.

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

The gross carrying amounts of financial assets are written off against the associated impairment, if any, when there is no reasonable expectation of recovery despite the fact that they are still subject to enforcement activities.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

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

A financial asset is credit impaired when any of following events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred:

- Significant financial difficulty of the receivable;
- A breach of contract, such as a default or past due event;
- Restructuring of a debt in relation to the receivable's financial difficulty;
- It is becoming probable that the receivable will enter bankruptcy or other financial reorganization.

The Group considers a receivable to be in default when the receivable is unlikely to repay its debt to the Group in full or is more than 12 months past due.

Trade Receivables and Contract Assets

The Group applies the simplified approach in measuring expected credit losses using a lifetime expected loss allowance for all trade receivables and contract assets.

Inputs, Assumptions and Techniques used for Estimating Impairment Losses

To measure the expected credit loss, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. Therefore, the Group concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The Group measures the expected credit losses of certain major customers, trade receivables that are credit impaired and trade receivables with a high risk of default on individual basis.

The expected loss rates are based on the payment profiles of sales over a period of 12 months (2021 – 12 months) before the reporting date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the trade receivables to settle their debts using the linear regressive analysis. The Group has identified the unemployment rate as the key macroeconomic factor of the forward-looking information.

There are no significant changes in the estimation techniques and assumptions as compared to the previous financial year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

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

Trade Receivables and Contract Assets (Cont'd)*Allowance for Impairment Losses*

	Gross Amount RM	Individual Impairment RM	Carrying Amount RM
The Group			
2022			
Current (not past due)	11,694,240	-	11,694,240
1 to 90 days past due	10,480,939	-	10,480,939
91 to 180 days past due	320,100	-	320,100
181 to 365 days past due	2,477,844	(2,477,844)	-
more than 365 days past due	1,482,194	(1,283,439)	198,755
Trade receivables	26,455,317	(3,761,283)	22,694,034
Contract assets	57,678,761	-	57,678,761
	84,134,078	(3,761,283)	80,372,795
2021			
Current (not past due)	8,038,155	-	8,038,155
1 to 90 days past due	3,782,877	-	3,782,877
91 to 180 days past due	698,691	(35,300)	663,391
181 to 365 days past due	115,620	-	115,620
more than 365 days past due	121,056	(121,056)	-
Trade receivables	12,756,399	(156,356)	12,600,043
Contract assets	42,865,604	-	42,865,604
	55,622,003	(156,356)	55,465,647

The movements in the loss allowances in respect of trade receivables is disclosed in Note 9 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

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

Other Receivables

The Group applies the 3-stage general approach to measuring expected credit losses for its other receivables.

Under this approach, loss allowance is measured on either 12-month expected credit losses or lifetime expected credit losses, by considering the likelihood that the receivable would not be able to repay during the contractual period (probability of default, PD), the percentage of contractual cash flows that will not be collected if default happens (loss given default, LGD) and the outstanding amount that is exposed to default risk (exposure at default, EAD).

In deriving the PD and LGD, the Group considers the receivable's past payment status and its financial condition as at the reporting date. The PD is adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the receivable to settle its debts.

Allowance for Impairment Losses

No expected credit loss is recognised on other receivable as it is negligible.

Fixed Deposits with Licensed Banks and Cash and Bank Balances

The Group considers the banks have low credit risks. In addition, some of the bank balances are insured by Government agencies. Therefore, the Group is of the view that the loss allowance is immaterial and hence, it is not provided for.

Amount Owing by Subsidiaries

The Company applies the 3-stage general approach to measuring expected credit losses for all inter-company balances. The Company considers loans and advances to subsidiaries have low credit risks. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly.

The Company measures the expected credit losses on individual basis, which is aligned with its credit risk management practices on the inter-company balances.

For loans and advances that are repayable on demand, impairment loss is assessed based on the assumption that repayment of the outstanding balances is demanded at the reporting date. If the subsidiary does not have sufficient highly liquid resources when the loans and advances are demanded, the Company will consider the expected manner of recovery to measure the impairment loss; the recovery manner could be either through 'repayable over time' or a fire sale of less liquid assets by the subsidiary.

For loans and advances that are not repayable on demand, impairment loss is measured using techniques that are similar for estimating the impairment losses of other receivables as disclosed above.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(b) Credit Risk (Cont'd)

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

Amount Owing by Subsidiaries (Cont'd)Allowance for Impairment Losses

At the end of the reporting period, there was no indication that the amount owing is not recoverable other than those which had already impaired in the previous financial year.

Financial Guarantee Contracts

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

(c) Liquidity Risk

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

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk (Cont'd)*Maturity Analysis*

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

The Group	Weighted Average Effective Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 – 5 Years RM	Over 5 Years RM
2022						
<u>Non-derivative Financial Liabilities</u>						
Trade payables	-	29,682,015	29,682,015	29,682,015	-	-
Other payables and accruals	-	5,170,279	5,170,279	5,170,279	-	-
Short-term borrowings	4.81	30,815,635	30,815,635	30,815,635	-	-
Hire purchase payables	5.12	1,459,614	1,587,698	544,336	602,730	440,632
Term loans	4.25	9,247,170	12,057,568	1,495,436	4,012,927	6,549,205
Bank overdrafts	7.79	13,191,611	13,191,611	13,191,611	-	-
		89,566,324	92,504,806	80,899,312	4,615,657	6,989,837

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

(c) Liquidity Risk (Cont'd)*Maturity Analysis (Cont'd)*

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

The Group	Weighted Average Effective Interest Rate %	Carrying Amount RM	Contractual Undiscounted		Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
			Cash Flows RM				
2021 (Restated)							
<u>Non-derivative Financial Liabilities</u>							
Trade payables	-	16,102,720	16,102,720				-
Other payables and accruals	-	9,552,564	9,552,564				-
Short-term borrowings	4.03	16,674,161	16,674,161				-
Hire purchase payables	5.60	928,500	978,845		492,152		-
Term loans	2.80	9,720,507	12,007,801		4,108,625		6,592,958
Bank overdrafts	6.81	11,757,993	11,757,993				-
<u>Derivative Financial Liabilities</u>							
Foreign currency contracts (gross settled):							
- gross payments	-	-	1,252,216				-
- gross receipts	-	-	(1,245,000)				-
		64,736,445	67,081,300	55,887,565	4,600,777		6,592,958

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.1 FINANCIAL RISK MANAGEMENT POLICIES (CONT'D)

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

(c) Liquidity Risk (Cont'd)*Maturity Analysis (Cont'd)*

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

The Company	<i>Weighted Average Effective Interest Rate %</i>	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM
2022				
<u>Non-derivative Financial Liabilities</u>				
Other payables and accruals	-	161,657	161,657	161,657
Financial guarantee contracts in relation to corporate guarantee given to certain subsidiaries	-	*	29,839,697	29,839,697
		161,657	30,001,354	30,001,354
2021				
<u>Non-derivative Financial Liabilities</u>				
Other payables and accruals	-	21,200	21,200	21,200
Amount owing to a subsidiary	-	417,891	417,891	417,891
		439,091	439,091	439,091

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.2 CAPITAL RISK MANAGEMENT

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

The Group manages its capital based on debt-to-equity ratio that complies with debt covenants and regulatory, if any. The debt-to-equity ratio is calculated as net debt divided by total equity. The Group includes within net debt, loans and borrowings from financial institutions less cash and bank balances and fixed deposits with licensed banks. Capital includes equity attributable to the owners of the parent. The debt-to-equity ratio of the Group at the end of the reporting period was as follows:-

	The Group	
	2022	2021
	RM	RM
		(Restated)
Short-term borrowings	30,815,635	16,674,161
Hire purchase payables	1,459,614	928,500
Term loans	9,247,170	9,720,507
Bank overdrafts	13,191,611	11,757,993
	54,714,030	39,081,161
Less: Fixed deposits with licensed banks (Note 14)	(17,195,605)	(13,518,743)
Less: Cash and bank balances	(6,419,820)	(6,507,094)
Net debt	31,098,605	19,055,324
Total equity	72,987,379	59,165,042
Debt-to-equity ratio	43%	32%

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS

	The Group		The Company	
	2022 RM	2021 RM (Restated)	2022 RM	2021 RM
Financial Assets				
<u>Fair Value Through Profit or Loss</u>				
Other investments (Note 7)	2,036,700	2,068,841	-	-
Short-term investment (Note 11)	5,915,926	-	5,915,926	-
	7,952,626	2,068,841	5,915,926	-
<u>Amortised Cost</u>				
Amount owing by subsidiaries (Note 13)	-	-	14,428,187	-
Trade receivables (Note 9)	22,694,034	12,600,043	-	-
Other receivables (Note 10)	11,348,797	179,677	-	-
Fixed deposits pledged with licensed banks (Note 14)	17,195,605	13,518,743	-	-
Cash and bank balances	6,419,820	6,507,094	50,178	2
	57,658,256	32,805,557	14,478,365	2
Financial Liabilities				
<u>Amortised Cost</u>				
Hire purchase payables (Note 18)	1,459,614	928,500	-	-
Term loans (Note 19)	9,247,170	9,720,507	-	-
Trade payables (Note 21)	29,682,015	16,102,720	-	-
Other payables and accruals (Note 22)	5,170,279	9,552,564	161,657	21,200
Amount owing to a subsidiary (Note 13)	-	-	-	417,891
Short-term borrowings (Note 24)	30,815,635	16,674,161	-	-
Bank overdrafts (Note 25)	13,191,611	11,757,993	-	-
	89,566,324	64,736,445	161,657	439,091

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.4 GAINS OR LOSSES ARISING FROM FINANCIAL INSTRUMENTS

	The Group		The Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
		(Restated)		
Financial Assets				
<u>Fair Value Through Profit or Loss</u>				
Net gains recognised in profit or loss	13,248	116,693	45,926	-
<hr/>				
<u>Amortised Cost</u>				
Net (losses)/gains recognised in profit or loss	(3,066,375)	514,863	243,808	-
<hr/>				
Financial Liabilities				
<u>Amortised Cost</u>				
Net losses recognised in profit or loss	(2,454,564)	(2,061,500)	(10,288)	-
<hr/>				

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)**39.5 FAIR VALUE INFORMATION**

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

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

	Fair Value of Financial Instrument Carried at Fair Value			Fair Value of Financial Instrument not Carried at Fair Value			Total Fair Value	Carrying Amount
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3		
	RM	RM	RM	RM	RM	RM	RM	RM
The Group								
2022								
Financial Assets								
Short-term investment	5,915,926	-	-	-	-	-	5,915,926	5,915,926
Other investments	-	2,036,700	-	-	-	-	2,036,700	2,036,700
	5,915,926	2,036,700	-	-	-	-	7,952,626	7,952,626
Financial Liabilities								
Hire purchase payables	-	-	-	-	1,459,614	-	1,459,614	1,459,614
Term loans	-	-	-	-	9,247,170	-	9,247,170	9,247,170
	-	-	-	-	10,706,784	-	10,706,784	10,706,784

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.5 FAIR VALUE INFORMATION (CONT'D)

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

	Fair Value of Financial Instrument Carried at Fair Value			Fair Value of Financial Instrument not Carried at Fair Value			Total Fair Value	Carrying Amount
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
The Group								
2021 (Restated)								
<u>Financial Assets</u>								
Other investments	-	2,068,841	-	-	-	-	2,068,841	2,068,841
<u>Financial Liabilities</u>								
Hire purchase payables	-	-	-	-	928,500	-	928,500	928,500
Term loans	-	-	-	-	9,720,507	-	9,720,507	9,720,507
	-	-	-	-	10,649,007	-	10,649,007	10,649,007

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.5 FAIR VALUE INFORMATION (CONT'D)

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

	Financial Instrument Carried at Fair Value			Financial Instrument not Carried at Fair Value			Total Fair Value	Carrying Amount
	Level 1 RM	Level 2 RM	Level 3 RM	Level 1 RM	Level 2 RM	Level 3 RM		
The Company								
2022								
<u>Financial Assets</u>								
Short-term investment	5,915,926	-	-	-	-	-	5,915,926	5,915,926

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

39. FINANCIAL INSTRUMENTS (CONT'D)

39.5 FAIR VALUE INFORMATION (CONT'D)

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

- (i) The fair value of other investments and short-term investment are determined by reference to information provided by the respective financial institutions, with which the investments were entered into.
- (ii) There were no transfers between level 1 and level 2 during the financial year.

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

- (i) The fair value of the Group's term loans that carry floating interest rates approximated their carrying amounts as they are repriced to market interest rates on or near the reporting date.
- (ii) The fair value of hire purchase payables are determined by discounting the relevant future contractual cash flows using current market interest rates for similar instruments at the end of the reporting period. The interest rates used to discount the estimated cash flows are as follows:-

	2022	2021
	%	%
Hire purchase payables	4.81	5.60

40. SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

On 18 July 2022, the Company was admitted to the Official List of Bursa Malaysia Securities Berhad ("Bursa Securities") with the listing of and quotation for its entire enlarged issued share capital of RM76,216,952 comprising 340,000,000 ordinary shares on the ACE Market of Bursa Securities.

41. SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

On 28 February 2023, the Company announced a proposal to undertake an issuance of up to 170,000,000 free warrants on the basis of 1 warrant for every 2 ordinary shares in the ("Proposed Free Warrants Issue"). The Proposed Free Warrants Issue is subject to the approval of Bursa Securities and shareholders in the general meeting.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

42. COMPARATIVE FIGURES

The following figures have been reclassified to conform with the presentation of the current financial year.

	As Previously Reported RM	As Restated RM
The Group		
Statement of Financial Position (Extract):-		
<u>Non-current liabilities</u>		
Lease liabilities	485,374	-
Hire purchase payables	-	485,374
<u>Current liabilities</u>		
Lease liabilities	443,126	-
Hire purchase payables	-	443,126
Statements of Cash Flows (Extract):-		
CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES		
Repayment of hire purchase obligation	-	(485,427)
Repayment of lease liabilities	(485,427)	-

ADDITIONAL COMPLIANCE INFORMATION

UTILISATION OF PROCEEDS

The Company had raised gross proceeds of approximately RM24.65 million from the initial public offering exercise and the utilisation of proceeds raised as at 18 April 2023 are as follows:

Utilisation of proceeds	Proposed utilisation RM'000	Amount utilised RM'000	Balance to be utilised RM'000	Estimated timeframe for utilisation upon listing
Business expansion				
- Establishment of new fabrication facility and office in Indonesia	5,000	-	5,000	Within 24 months
- Expansion of environmental and energy efficiency business	1,000	225	775	Within 24 months
Working capital	7,851	7,851	-	Within 12 months
Repayment of bank borrowings	7,000	7,000	-	Within 12 months
Estimated listing expenses	3,800	3,800	-	Within 1 month
Total	24,651	18,876	5,775	

The utilisation of gross proceeds as disclosed above should be read in conjunction with the Prospectus of Ecoscience dated 21 June 2022.

AMOUNT OF AUDIT FEES AND NON-AUDIT FEES

The audit and non-audit fees incurred for services rendered to the Company and its subsidiaries for the financial year ended 31 December 2022 by the Company's Auditors, or a firm or a corporation affiliated to the Auditors are as follow:

	Group (RM)	Company (RM)
Audit fees	173,296	48,000
Non-audit fees*	41,800	6,200
Total	215,096	54,200

* Non-audit fees consist of fees for reviewing Statement on Risk Management and Internal Control, transfer pricing documentation and tax fees

MATERIAL CONTRACTS

There was no material contract entered into by the Group involving the interest of the Directors and major shareholders subsisting at the end of the financial year under review.

LIST OF PROPERTIES

No.	Location	Description/ Existing Use	Area (Sq. Metres)	Tenure	Date of Revaluation/ Date of Acquisition	Age of Building (Years)	Carrying Amount as at 31/12/2022 (RM'000)
1	PLO 555 & PLO 506, Jalan Keluli 8, Pasir Gudang Industrial Estate, 81700 Pasir Gudang, Johor	Head Office and manufacturing plant	Gross floor area: 103,344 for factory and 9,300 for office	60 years leasehold expiring on 2 July 2067 (remaining tenure of 45 years)	24 August 2016 (Revaluation)	16	12,543
2	No. 37, Jalan Ekoflora 1/11, Taman Ekoflora, 81100 Johor Bahru, Johor	Tenanted to one of our Key Senior Management, Tia Tuan Sim	3,595	Freehold	9 May 2017	5	1,378
3	No. 8, Jalan Ekoperniagaan 1/10, Taman Ekoperniagaan, 81100 Johor Bahru, Johor	Office	8,785	Freehold	8 August 2017	6	2,779
4	2 Venture Drive, #13-04 Vision Exchange, Singapore 608526	Office	517	99 Years leasehold expiring on 9 June 2112 (remaining tenure of 90 years)	15 September 2017	9	3,431

ANALYSIS OF SHAREHOLDINGS

AS AT 3 APRIL 2023

SHARE CAPITAL

Total number of issued Shares: 340,000,000
 Class of Shares: Ordinary Shares
 Voting Rights: One vote for each ordinary share held

DISTRIBUTION OF SHAREHOLDINGS AS AT 3 APRIL 2023

SIZE OF SHAREHOLDINGS	No of shareholders	Percentage of shares (%)	No. of Shares	Percentage of shares (%)
LESS THAN 100	-	0.000	-	0.000
100 TO 1,000	305	21.224	126,800	0.037
1,001 TO 10,000	590	41.058	3,405,300	1.002
10,001 TO 100,000	405	28.184	14,178,500	4.170
100,001 TO 16,999,999*	136	9.464	169,289,400	49.791
17,000,000 AND ABOVE**	1	0.070	153,000,000	45.000
	1,437	100.000	340,000,000	100.000

* Less than 5% of issued shares ** 5% and above of issued shares

DIRECTORS' SHAREHOLDINGS AS AT 3 APRIL 2023

NO.	NAMES	Direct		Indirect	
		No of Shares	Percentage of share held (%)	No of Shares	Percentage of share held (%)
1	TAN YEE BOON	200,000	0.059	-	-
2	WONG CHOI ONG	13,928,000	4.096	153,117,000 ⁽¹⁾	45.034
3	PAN KUM WAN	-	-	164,393,927 ⁽²⁾	48.351
4	LAW SANG THIAM	200,000	0.059	-	-
5	ANG CHYE KIAN	100,000	0.029	-	-
6	ANDREA HUONG JIA MEI	-	-	-	-

Notes:

⁽¹⁾ Deemed interested by virtue of his indirect shareholdings in Rajawali Wang Sdn. Bhd. through Caiwan Capital Sdn. Bhd. and Visionary Support Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and indirect interest held through his daughter, Wong Pei Li's shareholdings in our Company.

⁽²⁾ Deemed interested by virtue of his indirect shareholdings in Rajawali Wang Sdn. Bhd. through Dynagear Technologies Sdn. Bhd. and Visionary Support Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and indirect interest held through his spouse, Li Siok Go's and his sons, Pan Ching Looi's and Pan Ching Yeong's shareholdings in our Company.

LIST OF SUBSTANTIAL SHAREHOLDERS AS AT 3 APRIL 2023

NO.	NAMES	Direct		Indirect	
		No of Shares	Percentage of share held (%)	No of Shares	Percentage of share held (%)
1	WONG CHOI ONG	13,928,000	4.096	153,117,000 ⁽¹⁾	45.034
2	PAN KUM WAN	-	-	164,393,927 ⁽²⁾	48.351
3	RAJAWALI WANG SDN. BHD.	153,000,000	45.000	-	-
4	CAIWAN CAPITAL SDN. BHD.	-	-	153,000,000 ⁽³⁾	45.000
5	VISIONARY SUPPORT SDN. BHD.	-	-	153,000,000 ⁽³⁾	45.000
6	DYNAGEAR TECHNOLOGIES SDN. BHD.	-	-	153,000,000 ⁽³⁾	45.000

Notes:

⁽¹⁾ Deemed interested by virtue of his indirect shareholdings in Rajawali Wang Sdn. Bhd. through Caiwan Capital Sdn. Bhd. and Visionary Support Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and indirect interest held through his daughter, Wong Pei Li's shareholdings in our Company.

⁽²⁾ Deemed interested by virtue of his indirect shareholdings in Rajawali Wang Sdn. Bhd. through Dynagear Technologies Sdn. Bhd. and Visionary Support Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and indirect interest held through his spouse, Li Siok Go's and his sons, Pan Ching Looi's and Pan Ching Yeong's shareholdings in our Company.

⁽³⁾ Deemed interested by virtue of its shareholdings in Rajawali Wang Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016.

ANALYSIS OF SHAREHOLDINGS AS AT 3 APRIL 2023

LIST OF TOP 30 SHAREHOLDERS/DEPOSITORS AS AT 3 APRIL 2023

NO.	Name of Shareholders	No of Shares	Percentage of share held (%)
1	RAJAWALI WANG SDN. BHD.	153,000,000	45.000
2	LIM SIEW KUEN	16,121,250	4.742
3	WONG CHOI ONG	13,928,000	4.096
4	WONG YEW CHOO	12,881,364	3.789
5	CHOW PUI HEE	12,017,000	3.534
6	LI SIOK GO	10,069,727	2.962
7	KENANGA NOMINEES (TEMPATAN) SDN BHD RAKUTEN TRADE SDN BHD FOR ANDY TAN BOON KIONG	7,637,710	2.246
8	TAY HONG SING	5,935,500	1.746
9	CITIGROUP NOMINEES (ASING) SDN BHD UBS AG	5,393,500	1.586
10	THAM YEW LEONG	5,293,600	1.557
11	GOH YU MENG	5,150,565	1.515
12	LEE YOON HUAT	4,410,900	1.297
13	YOH SHEUE SHYUAN	3,869,700	1.138
14	LOW GUAN HONG	3,865,000	1.137
15	TIA TUAN SIM	3,576,884	1.052
16	WOO CHIEW LOONG	2,879,000	0.847
17	AMANAHRAYA TRUSTEES BERHAD PMB DANA AL-AIMAN	2,169,700	0.638
18	PONG CHIN HUAT	1,833,400	0.539
19	CHUA YEIN YEIN	1,747,900	0.514
20	SINTARI VENTURE SDN BHD	1,665,800	0.490
21	LEE MING GEOK	1,500,000	0.441
22	PUBLIC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LIM AI LENG (E-KLG/TSK)	1,500,000	0.441
23	PAN CHING LOOI	1,300,000	0.382
24	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR LOW GUAN HONG (7006356)	1,292,800	0.380
25	NG KAH KIT	1,229,900	0.362
26	LEE SIAU LUN	1,209,700	0.356
27	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR KOH LEK SIN (MY3753)	1,100,300	0.324
28	CARTABAN NOMINEES (TEMPATAN) SDN BHD EXEMPT AN FOR STANDARD CHARTERED BANK MALAYSIA BERHAD (WEALTH MANAGEMENT) (TEMPATAN)	1,086,100	0.320
29	AMANAHRAYA TRUSTEES BERHAD PMB DANA BESTARI	1,084,900	0.319
30	PHANG SUN WAH	1,000,000	0.294
	TOTAL	285,750,200	84.044

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting (“2nd AGM”) of Ecoscience International Berhad (“Ecoscience” or “Company”) will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting facilities via TIIH Online website at <https://tiih.online> from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on **Friday, 26 May 2023** at **10.00 a.m.**, to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To approve the payment of Directors’ fees to the following Non-Executive Directors for the financial year ended 31 December 2022:
 - (a) RM35,000.00 for Dato’ Tan Yee Boon **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
 - (b) RM21,000.00 for Mr Law Sang Thiam **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
 - (c) RM21,000.00 for Ms Ang Chye Kian **Ordinary Resolution 3**
(Please refer to Explanatory Note 2)
 - (d) RM21,000.00 for Ms Andrea Huong Jia Mei **Ordinary Resolution 4**
(Please refer to Explanatory Note 2)
3. To approve the payment of Directors’ fees to the following Non-Executive Directors for the period from 1 January 2023 until the date of the next Annual General Meeting of the Company to be held in 2024:
 - (a) RM5,000.00 per month for Dato’ Tan Yee Boon **Ordinary Resolution 5**
(Please refer to Explanatory Note 2)
 - (b) RM3,000.00 per month for Mr Law Sang Thiam **Ordinary Resolution 6**
(Please refer to Explanatory Note 2)
 - (c) RM3,000.00 per month for Ms Ang Chye Kian **Ordinary Resolution 7**
(Please refer to Explanatory Note 2)
 - (d) RM3,000.00 per month for Ms Andrea Huong Jia Mei **Ordinary Resolution 8**
(Please refer to Explanatory Note 2)
4. To approve the payment of Directors’ benefits of RM56,725.00 for the financial year ended 31 December 2022. **Ordinary Resolution 9**
(Please refer to Explanatory Note 2)
5. To approve the payment of Directors’ benefits up to an amount of RM108,094.00 for the period from 1 January 2023 until the date of the next Annual General Meeting of the Company to be held in 2024. **Ordinary Resolution 10**
(Please refer to Explanatory Note 2)

NOTICE OF 2ND ANNUAL GENERAL MEETING

6. To re-elect the following Directors who are retiring by rotation in accordance with Clause 76(3) of the Constitution of the Company and, who being eligible, offer themselves for re-election:

- (a) Mr Pan Kum Wan
(b) Mr Law Sang Thiam

Ordinary Resolution 11**Ordinary Resolution 12**

(Please refer to Explanatory Note 3)

7. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration.

Ordinary Resolution 13

(Please refer to Explanatory Note 4)

AS SPECIAL BUSINESS

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

8. **SPECIAL RESOLUTION
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF
THE COMPANIES ACT 2016**

Special Resolution

(Please refer to Explanatory Note 5)

“THAT pursuant to Section 85 of the Companies Act 2016 (“the Act”) read together with Clause 12(3) of the Constitution of the Company and subject to passing Ordinary Resolution 14 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.”

NOTICE OF 2ND ANNUAL GENERAL MEETING9. **ORDINARY RESOLUTION****AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 (“the Act”) and subject always to the Act, the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

Ordinary Resolution 14

(Please refer to Explanatory Note 6)

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

BY ORDER OF THE BOARD

TAN BEE HWEЕ (SSM PC NO. 202008001497) (MAICSA 7021024)

WONG WAI FOONG (SSM PC NO. 202008001472) (MAICSA 7001358)

Company Secretaries

Kuala Lumpur

27 April 2023

Notes:1. **IMPORTANT NOTICE**

The broadcast venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the Meeting to be present at the main venue of the meeting.

Shareholders **will not be allowed** to attend the 2nd AGM in person at the broadcast venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at the 2nd AGM using the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>.

Please read these Notes carefully and follow the procedures in the Administrative Details for this 2nd AGM in order to participate remotely via RPV.

2. For the purpose of determining who shall be entitled to participate in this 2nd AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 18 May 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 2nd AGM via RPV.

NOTICE OF 2ND ANNUAL GENERAL MEETING

3. *A member who is entitled to participate in this 2nd AGM via RPV is entitled to appoint an attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.*
4. *A member of the Company entitled to attend, speak and vote at this 2nd AGM is entitled to appoint a proxy to attend, speak and vote in his stead. A member may appoint up to two (2) proxies to attend the 2nd AGM.*
5. *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.*
6. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
7. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Sections 25A(1) of the Central Depositors Act.*
8. *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
9. *A member who has appointed a proxy or attorney or authorised representative to participate at this 2nd AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Guide for this 2nd AGM.*
10. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this 2nd AGM or adjourned 2nd AGM at which the person named in the appointment proposes to vote:*
 - (i) *In hard copy form*

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) *By electronic means*

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide.
11. *Please ensure ALL the particulars as required in the proxy form are complete, signed and dated accordingly.*
12. *Last date and time for lodging the proxy form is **Wednesday, 24 May 2023, at 10.00 a.m.***

NOTICE OF 2ND ANNUAL GENERAL MEETING

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

Explanatory Notes

Ordinary Business

1. **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2022**

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

2. **Ordinary Resolutions 1 to 10 – Payment of Directors’ fees and Benefits**

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting. The payment of the Directors’ fees and benefits for the financial year ended 31 December 2022 will only be made if the relevant proposed Ordinary Resolutions 1 to 4 and 9 are passed at this 2nd AGM.

The proposed Ordinary Resolutions 5 to 8, if passed, will give authority to the Company to pay the Directors’ fees from 1 January 2023 until the next Annual General Meeting of the Company to be held in 2024 as and when their services are rendered.

The proposed Ordinary Resolution 10 is to facilitate payment of Directors’ benefits for the period from 1 January 2023 until the date of the next Annual General Meeting of the Company to be held in 2024. Directors’ benefits include meeting allowances and other emoluments payable to Directors and in determining the estimated total, the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees meetings.

NOTICE OF 2ND ANNUAL GENERAL MEETING

The proposed structure of the Directors' benefits for the financial year ended 31 December 2022 and the period from 1 January 2023 until the next Annual General Meeting of the Company to be held in 2024 is as follows:

Type of Benefits	Amount
Meeting Allowance	RM1,000 per day
Insurance Premium	
Professional Indemnity	RM12,094.00
Company Car	RM44,725.00 (for the financial year ended 31 December 2022) RM70,000.00 (for the period from 1 January 2023 until the date of the next Annual General Meeting to be held in 2024)

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 10 is passed by the shareholders at the 2nd AGM.

In the event the Directors' fees and benefits proposed are insufficient, approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. **Ordinary Resolutions 11 and 12 – Re-election of Directors who retire in accordance with Clause 76(3) of the Constitution of the Company**

Mr Pan Kum Wan and Mr Law Sang Thiam are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 2nd AGM.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of both Directors are set out on pages 15 to 16 of the Annual Report 2022. For the purpose of determining the eligibility of both Directors to stand for re-election at the 2nd AGM, the Board had through its Nomination Committee ("NC"), considered, assessed and deliberated on the suitability of the said Directors to be re-elected as Directors of the Company based on assessment on fit and proper and the results of the board assessment of the aforementioned Directors for the financial year ended 31 December 2022 and Fit and Proper Policy of the Company. Based on the recommendation of NC, the Board supports the re-election of the aforementioned Directors with the following justifications:

Ordinary Resolution 11: Re-election of Mr Pan Kum Wan as Non-Independent Executive Director

Mr Pan Kum Wan remains objective in expressing his view and managing the daily operations of the Group efficiently.

Mr Pan Kum Wan has enormous experience in palm oil refinery operation and the construction of palm oil mills and facilities. He has been contributing significantly to the growth and development of the Group including the expansion of business operations to serve foreign markets since 2006.

Mr Pan Kum Wan is responsible for the management and implementation of projects to ensure timely delivery to customers. He is also involved in implementation of business strategies and business development.

Mr Pan Kum Wan has exercised his due care and carried out his professional duties proficiently during his tenure as Non-Independent Executive Director of the Company.

Ordinary Resolution 12: Re-election of Mr Law Sang Thiam as Independent Non-Executive Director

Mr Law Sang Thiam fulfils the requirements of independence set out in Guidance Note 9 of the ACE Market Listing Requirements. He remains objective and independent in expressing his view and participating in Board deliberations and decision-making.

Mr Law Sang Thiam has vast experience in audit, accounting, tax advisory and other corporate exercises, and is able to provide the Board with a diverse set of expertise and perspective.

Mr Law Sang Thiam has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

NOTICE OF 2ND ANNUAL GENERAL MEETING

Based on the above, the Board collectively agreed that both Directors had met the criteria as prescribed by Rule 2.20A of the ACE Market Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The Board was also satisfied with the fit and proper assessment completed by the retiring Directors.

4. **Ordinary Resolution 13 – Re-appointment of Auditors**

The Audit and Risk Management Committee (“**ARMC**”) had at its meeting held on 12 April 2023 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2023. Crowe Malaysia PLT had notified the Company of their intention to seek re-appointment as auditors.

The Board has in turn reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the 2nd AGM.

Special Business

5. **Special Resolution: Waiver of Pre-emptive Rights**

The Special Resolution is pertaining to the waiver of pre-emptive rights pursuant to Section 85 of the Act. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right. The Special Resolution, if passed, would allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

6. **Ordinary Resolution 14 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**

Subject to the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Act, the proposed Ordinary Resolution 14, if passed, would renew the mandate granted to the Directors at the 1st AGM held on 3 June 2022 (“**1st AGM**”) and provide flexibility to the Directors to undertake fundraising activities, including but not limited to placement of shares for the purpose of funding the Company’s future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.

The Company had issued and allotted 82,169,500 ordinary shares pursuant to the mandate granted to the Directors at the 1st AGM at an initial public offering price of RM0.30 per ordinary share on 15 July 2022 pursuant to the initial public offering exercise, before the listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad on 18 July 2022.

NOTICE OF 2ND ANNUAL GENERAL MEETING

The Company had raised gross proceeds of approximately RM24.65 million from the initial public offering exercise and the utilisation of proceeds raised as at 18 April 2023 pursuant to the aforesaid mandate are as follows:

Utilisation of proceeds	Proposed utilisation RM'000	Amount utilised RM'000	Balance to be utilised RM'000	Estimated timeframe for utilisation upon listing
Business expansion				
- Establishment of new fabrication facility and office in Indonesia	5,000	-	5,000	Within 24 months
- Expansion of environmental and energy efficiency business	1,000	225	775	Within 24 months
Working capital	7,851	7,851	-	Within 12 months
Repayment of bank borrowings	7,000	7,000	-	Within 12 months
Estimated listing expenses	3,800	3,800	-	Within 1 month
Total	24,651	18,876	5,775	

STATEMENT ACCOMPANYING NOTICE OF 2ND ANNUAL GENERAL MEETING

(pursuant to Rule 8.29 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

[Ordinary Resolutions 11 and 12]

The Directors who retire pursuant to Clause 76(3) of the Constitution of the Company and being eligible to offer themselves for re-election at the 2nd AGM are Mr Pan Kum Wan and Mr Law Sang Thiam (“Retiring Directors”).

The profile of the Retiring Directors who are standing for re-election as per Agenda item 6 of the Notice of 2nd AGM are as follows:

A. PAN KUM WAN

(Non-Independent Executive Director)

Nationality	: Malaysian
Age	: 72
Gender	: Male
Date of Appointment	: 2 August 2021
Length of Tenure (as at 31 December 2022)	: 1 year 5 months

QUALIFICATION

Mr Pan Kum Wan obtained a Bachelor of Science in Chemical Engineering from the Loughborough University of Technology, United Kingdom in 1976.

DIRECTORSHIP/RELEVANT APPOINTMENTS (Other than Ecoscience International Berhad)

NIL

RELEVANT EXPERIENCE

Mr Pan Kum Wan was appointed as a Non-Independent Executive Director of the Company on 2 August 2021.

He brings with him approximately 46 years of working experience, of which approximately 24 years were in palm oil refinery operation and 22 years in the construction of palm oil mills and facilities. He started his career in 1977 when he joined Tampoi Oil Products Sdn Bhd, a company involved in palm oil refinery as Production Engineer. In 1979, he left and joined Sawit Oil Industries Sdn Bhd, a company in palm oil refinery as a site engineer. He was then promoted to the post of Factory Manager in 1982, a position he held until he left the company in 1984. In 1985, he joined Felda Refinery Corporation, a palm oil refinery and food manufacturing company, as Factory Manager. In 1994, he left Malaysia to work in the People’s Republic of China where he joined Beijing King Voray Edible Oil Co. Ltd, an edible oil refining company as General Manager.

Subsequently, he left in 1997 to join Yantai Thian Sheng Edible Oil Co Ltd, a vegetable oil refinery company as General Manager. He subsequently returned to work in Malaysia in 2001 to take up the position of Project Manager for Sahamas Sdn Bhd, a company involved in the fabrication and installation of palm oil milling equipment. In 2004, he left the company to work in Singapore where he joined Novo Environment Technology Services Pte Ltd, a provider of environmental engineering products as Senior Manager responsible for product development in water filtration systems and heat economiser systems. He left Novo Environment Technology Services Pte Ltd in 2005.

In 2006, he joined Ecoscience Manufacturing & Engineering Sdn. Bhd. as General Manager and since then, he has been contributing significantly to the growth and development of our Group including the expansion of our business operations to serve foreign markets. He is responsible for the management and implementation of projects to ensure timely delivery to customers. He is also involved in implementation of business strategies and business development.

Mr Pan Kum Wan holds 163,393,927 ordinary shares of the Company by virtue of his indirect shareholdings in Rajawali Wang Sdn. Bhd. through Dynagear Technologies Sdn. Bhd. and Visionary Support Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and indirect interest held through his spouse, Li Siok Go’s and his sons, Pan Ching Looi’s and Pan Ching Yeong’s shareholdings in the Company. He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in the best interest of the Company.

He has not been convicted of any offence within the past five (5) years other than traffic offences and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2022.

The Board hereby supports and recommends the re-election of Mr Pan Kum Wan as the Non-Independent Executive Director of the Company for the shareholders’ approval.

STATEMENT ACCOMPANYING NOTICE OF 2ND ANNUAL GENERAL MEETING**B. LAW SANG THIAM**

(Independent Non-Executive Director)

Nationality	: Malaysian
Age	: 47
Gender	: Male
Date of Appointment	: 2 August 2021
Length of Tenure (as at 31 December 2022)	: 1 year 5 months

QUALIFICATION

Mr Law Sang Thiam obtained his Bachelor of Accounting from the University of Malaya in 2000. He has been a member of the Malaysian Institute of Accountants since 2003 and Malaysian Institute of Certified Public Accountants since 2004.

DIRECTORSHIP/RELEVANT APPOINTMENTS (Other than Ecoscience International Berhad)

- MCE Holdings Berhad
- Spring Art Holdings Berhad

RELEVANT EXPERIENCE

Mr Law Sang Thiam was appointed as an Independent Non-Executive Director of the Company on 2 August 2021.

Mr Law Sang Thiam began his career with Arthur Andersen & Co in 2000 as an Audit Assistant before leaving the firm in 2002 to join Ernst & Young (now known as Ernst & Young PLT) as Audit Associate. During his tenure with the said accounting firms, he was involved in audit assignments of companies in various industries, as well as other engagements involving corporate exercises.

In 2016, he left Ernst & Young as an Audit Director to establish his own accounting firm, Ivan Law & Co. In 2017, he established Taxavenue Advisory PLT, a firm in Malaysia providing tax advisory services. He is currently the Managing Partner of both Ivan Law & Co and Taxavenue Advisory PLT.

Mr Law Sang Thiam holds 200,000 ordinary shares of the Company. He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in the best interest of the Company.

He has not been convicted of any offence within the past five (5) years other than traffic offences and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2022.

The Board hereby supports and recommends the re-election of Mr Law Sang Thiam as the Independent Non-Executive Director of the Company for the shareholders' approval.

ADMINISTRATIVE GUIDE

Date	:	Friday, 26 May 2023
Time	:	10.00 a.m.
Broadcast Venue	:	Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia
Online Meeting Platform	:	TIIH Online website at https://tiih.online

Dear Shareholders of Ecoscience International Berhad (“**Ecoscience**” or “**the Company**”)

2nd AGM

The 2nd AGM of the Company will be conducted virtually in accordance with the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers’ issued by the Securities Commission Malaysia which was revised on 7 April 2022. In this respect, the Company will continue to leverage technology to ensure that the 2nd AGM supports meaningful engagement between the Board of Directors, Management and Shareholders of the Company.

Please find the below requirements for the 2nd AGM:

- The 2nd AGM will be conducted virtually **through live streaming and online remote voting** using Remote Participation and Voting (“**RPV**”) facilities via **TIIH Online** website at <https://tiih.online> from the Broadcast Venue.
- The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act 2016 and Clause 52(3) of the Constitution of the Company. As such, shareholder(s), proxy(ies), authorised representative(s) or attorney(s) are **NOT ALLOWED** to be physically present at the Broadcast Venue.
- We **strongly encourage** you to attend the 2nd AGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 2nd AGM.

REMOTE PARTICIPATION AND VOTING FACILITIES (“**RPV**”)

- The RPV facilities are available at **TIIH Online** website at <https://tiih.online>.
- Shareholders are to attend, speak (in the form of real-time submission of typed texts) and vote (collectively, “participate”) remotely at the 2nd AGM using RPV facilities from Tricor Investor & Issuing House Services Sdn. Bhd.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

ADMINISTRATIVE GUIDE

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 2nd AGM using the RPV facilities:

	Procedure	Action
BEFORE THE DAY OF 2nd AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” and select “Create Account by Individual Holder”. Please refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user of TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online
(b)	Submit your request to attend 2 nd AGM remotely	<ul style="list-style-type: none"> Registration is open from Thursday, 27 April 2023 until the day of the 2nd AGM on Friday, 26 May 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 2nd AGM to ascertain their eligibility to participate in the 2nd AGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) ECOSCIENCE 2nd AGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 18 May 2023, the system will send you an e-mail after 24 May 2023 to approve or reject your registration for remote participation. <p>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV facilities).</p>
ON THE DAY OF THE 2nd AGM (26 MAY 2023)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID (i.e. e-mail address) and password for remote participation at the 2nd AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the meeting at 10.00 a.m. on Friday, 26 May 2023.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) ECOSCIENCE 2nd AGM” to engage in the proceedings of the AGM remotely. If you have any questions for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 2nd AGM. If there is a time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on Friday, 26 May 2023 until a time when the Chairman announces the completion of the voting session of the 2nd AGM. Select the corporate event: “(REMOTE VOTING) ECOSCIENCE 2nd AGM” or if you are on the live stream meeting page, you can select the “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes. You may choose to download a document (of your votes) for the record.
(f)	End of remote participation	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 2nd AGM, the live streaming will end.

ADMINISTRATIVE GUIDE

Note to users of the RPV facilities:

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to **TIIH Online** on the day of the meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

NO BREAKFAST / LUNCH PACK, DOOR GIFT OR FOOD VOUCHER

There will be **no distribution** of breakfast / lunch packs, door gifts or food vouchers during the 2nd AGM since the meeting is being conducted on a virtual basis.

ENTITLEMENT TO PARTICIPATE IN THE 2ND AGM

Only a depositor whose name appears on the Record of Depositors as at **18 May 2023** (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the 2nd AGM or appoint proxies to attend and/or vote on his/her behalf.

ANNUAL REPORT 2022

- The Company's Annual Report 2022 is available at the Company's website at www.ecosciencegroup.com and Bursa Malaysia Securities Berhad ("Bursa Securities")'s website at www.bursamalaysia.com under Company's announcements.
- You may request for a printed copy of the Annual Report 2022 at <https://tiih.online> by selecting "**Request for Annual Report / Circular**" under the "**Investor Services**".
- Kindly consider the environment before you decide to request for the printed copy of the Annual Report. The environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

RECORDING OR PHOTOGRAPHY

Unauthorised recording or photography of the proceedings of the 2nd AGM is strictly prohibited.

COMMUNICATION GUIDE

Shareholders are reminded to monitor the Company's website and announcements for any changes relating to the AGM arrangements.

PROXY

- The 2nd AGM will be conducted virtually, if you are unable to attend the meeting via RPV facilities on 26 May 2023, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Proxy Form.
- You may also submit the Proxy Form electronically via **TIIH Online** website at <https://tiih.online> no later than **Wednesday, 24 May 2023 at 10.00 a.m.** Please do read and follow the procedures to submit the Proxy Form electronically below.
- You may submit your Proxy Form to the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") by fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com. However, please ensure that the **Original Proxy Form** is deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or, alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 2nd AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid. On revocation, your proxy(ies) will not be allowed to participate in the AGM. In such event, you should advise your proxy(ies) accordingly.

ADMINISTRATIVE GUIDE

ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via **TIIH Online** website are summarised below:

Procedure		Action
Steps for Individual Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services” by selecting “Create Account by Individual Holder”. Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user of TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: “ECOSCIENCE 2nd AGM – SUBMISSION OF PROXY FORM”. Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your votes. Review and confirm your proxy(ies) appointment. Print the proxy form for your record.

ADMINISTRATIVE GUIDE

Procedure		Action
Steps for Corporation or Institutional Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the persons stated under “ENQUIRY” section below if you need clarifications on the user registration.</p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online. Select the corporate exercise name: “ECOSCIENCE 2nd AGM – SUBMISSION OF PROXY FORM”. Read and agree to the Terms & Conditions and confirm the Declaration. Proceed to download the file format for “SUBMISSION OF PROXY FORM” in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxy(ies) by inserting the required data. Proceed to upload the duly completed proxy appointment file. Select “Submit” to complete your submission. Print the confirmation report of your submission for your record.

POLL VOTING

- The voting at the 2nd AGM will be conducted by poll in accordance with Rule 8.31A of Bursa Securities’ ACE Market Listing Requirements. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Scrutineers Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 2nd AGM at 10.00 a.m. but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” provided for guidance on how to vote remotely via **TIIH Online**.
- Upon completion of the voting session for the 2nd AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration of whether the resolutions are duly passed.

RESULTS OF THE VOTING

The poll vote results of the resolutions proposed at the 2nd AGM will be announced at the 2nd AGM and subsequently via an announcement to Bursa Securities, which is available at <http://www.bursamalaysia.com>.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

The Board recognises that the 2nd AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 2nd AGM, shareholders may in advance, before the 2nd AGM, submit questions to the Board of Directors via **TIIH Online** website at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than **Wednesday, 24 May 2023 at 10.00 a.m.** The Board of Directors will endeavor to address the questions received at the 2nd AGM.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General/Fax No	: +603 - 2783 9299 / +603 - 2783 9222
Email	: is.enquiry@my.tricorglobal.com
En. Mohd Kamal Bin Mohd Din	: +603 - 2783 9237 / kamal.mohd@my.tricorglobal.com
En. Muhammad Ashraff Bin Mohd Khaizan	: +603 - 2783 9276 / muhammad.ashraff@my.tricorglobal.com
Mr Low Cheng Chuan	: +603 - 2783 9278 / cheng.chuan.low@my.tricorglobal.com
En. Syafiqul Hafidz Bin Abdul Kadir	: +603 - 2783 9024 / syafiqul.hafidz@my.tricorglobal.com

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ECOSCIENCE INTERNATIONAL BERHAD
Registration No.: 202001024633 (1380953-M)
(Incorporated in Malaysia)

CDS Account No.

No. of shares held

PROXY FORM

*I/We _____ Tel: _____

(Full name in block, NRIC / Passport No. / Company No.)

of _____

being member(s) of **ECOSCIENCE INTERNATIONAL BERHAD**, hereby appoint:

Full Name (in Block as per NRIC / Passport No.)	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or

Full Name (in Block as per NRIC / Passport No.)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the Meeting as *my/our proxy/proxies to vote for *me/us and on my/our behalf at the Second Annual General Meeting ("**2nd AGM**") of the Company which will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting facilities via TIH Online website at <https://tiih.online> from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on **Friday, 26 May 2023 at 10.00 a.m.**, or any adjournment thereof, to vote as indicated below:

Item Agenda

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.

Ordinary Business	Ordinary Resolution ("OR")/ Special Resolution	For	Against
2. Approval of the following Directors' fees for the financial year ended 31 December 2022:			
(a) RM35,000.00 for Dato' Tan Yee Boon	OR 1		
(b) RM21,000.00 for Mr Law Sang Thiam	OR 2		
(c) RM21,000.00 for Ms Ang Chye Kian	OR 3		
(d) RM21,000.00 for Ms Andrea Huong Jia Mei	OR 4		
3. Approval of the following Directors' fees for the period from 1 January 2023 until the date of the next Annual General Meeting of the Company to be held in 2024:			
(a) RM5,000.00 per month for Dato' Tan Yee Boon	OR 5		
(b) RM3,000.00 per month for Mr Law Sang Thiam	OR 6		
(c) RM3,000.00 per month for Ms Ang Chye Kian	OR 7		
(d) RM3,000.00 per month for Ms Andrea Huong Jia Mei	OR 8		
4. Approval of payment of Directors' benefits of RM56,725.00 for the financial year ended 31 December 2022	OR 9		
5. Approval of payment of Directors' benefits up to an amount of RM 108,094.00 for the period from 1 January 2023 until the date of the next Annual General Meeting of the Company to be held in 2024	OR 10		
6. Re-election of Mr Pan Kum Wan as Non-Independent Executive Director	OR 11		
7. Re-election of Mr Law Sang Thiam as Independent Non-Executive Director	OR 12		
8. Re-appointment of Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2023 and authorising the Directors to fix their remuneration	OR 13		

Special Business

- | | | | |
|--|--------------------|-------|--|
| 9. Waiver of Pre-Emptive Rights Pursuant to Section 85 of the Companies Act 2016 | Special Resolution | | |
| 10. Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016 | | OR 14 | |

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit.

Signed this _____ day of _____ 2023

.....
Signature / Common Seal
*** Delete whichever not applicable**

Notes:

1. **IMPORTANT NOTICE**

- The broadcast venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the Meeting to be present at the main venue of the meeting. Shareholders **will not be allowed** to attend the 2nd AGM in person at the broadcast venue on the day of the meeting.
- Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 2nd AGM using the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>.
- Please read these Notes carefully and follow the procedures in the Administrative Details for this 2nd AGM in order to participate remotely via RPV.
- For the purpose of determining who shall be entitled to participate in this 2nd AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 18 May 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 2nd AGM via RPV.
 - A member who is entitled to participate in this 2nd AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
 - A member of the Company entitled to attend, speak and vote at this 2nd AGM is entitled to appoint a proxy to attend, speak and vote in his stead. A member may appoint up to two (2) proxies to attend the 2nd AGM.
 - If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
 - Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
 - Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Sections 25A(1) of the Central Depositories Act.
 - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 - A member who has appointed a proxy or attorney or authorised representative to participate at this 2nd AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIIH Online website at <https://tiih.online>. Procedures for RPV can be found in the Administrative Guide for this 2nd AGM.
 - The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this 2nd AGM or adjourned 2nd AGM at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic means
The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide.
 - Please ensure ALL the particulars as required in the proxy form are complete, signed and dated accordingly.
 - Last date and time for lodging the proxy form is **Wednesday, 24 May 2023, at 10.00 a.m.**
 - Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding this 2nd AGM or adjourned 2nd AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
 - For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

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AFFIX
STAMP

ECOSCIENCE INTERNATIONAL BERHAD

202001024633 (1380953-M)

c/o Tricor Investor & Issuing House Services Sdn. Bhd.
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8 Jalan Kerinchi
59200 Kuala Lumpur
W.P. Kuala Lumpur

Then fold here

Fold this flap for sealing



ECOSCIENCE INTERNATIONAL BERHAD
REGISTRATION NO. 202001024633 (1380953 -M)

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