



ANNUAL REPORT



ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

Registration No. 199601017418 (389769-M)

TABLE OF CONTENTS

2	Notice of Annual General Meeting	30	Corporate Governance Overview Statement
8	Administrative Guide of Annual General Meeting	40	Statement on Risk Management and Internal Control
10	Chairman's Statement	47	Risk Management and Audit Committee Report
12	Corporate Structure	52	Statement of Directors' Responsibility
13	Corporate Information	54	Directors' Report and Financial Statements
14	Group Financial Highlights	118	Analysis of Shareholdings
15	Profile of the Board of Directors	121	List of Properties
17	Profile of Key Senior Management	124	Other Information
18	Management Discussion and Analysis		Form of Proxy
20	Sustainability Statement		



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting ("24th AGM") of Oriental Food Industries Holdings Berhad will be convened and held at Tiara Function Room, Tiara Melaka Golf and Country Club, Jalan Gapam, Bukit Katil, 75760 Melaka on Thursday, 27 August 2020 at 2.30 p.m. to transact the following businesses:-

A G E N D A

ORDINARY BUSINESS

1. To receive the Statutory Financial Statements for the financial year ended 31 March 2020 together with the Directors' and Auditors' Reports thereon.
2. To approve the payment of Directors' fees amounting to RM316,935.49 for the financial year ended 31 March 2020. *(Resolution 1)*
3. To approve the proposed payment of Directors' remuneration and benefits (excluding Directors' fees) up to an amount of RM130,000.00 to the Directors with effect from 28 August 2020 until the next Annual General Meeting. *(Resolution 2)*
4. To re-elect the following Directors, each of whom retires by rotation in accordance with Clause 122 of the Constitution of the Company:-
 - 4.1 Datuk Seri Son Chen Chuan *(Resolution 3)*
 - 4.2 Datuk Son Tong Leong *(Resolution 4)*
5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Directors to determine their remuneration. *(Resolution 5)*

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

6. **Approval to Continue In Office as an Independent Non-Executive Director** *(Resolution 6)*
 "THAT Tan Sri Dato' Azizan Bin Husain who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years since 8 June 2000 be and is hereby retained and continue to act as the Independent Non-Executive Director of the Company."
7. **Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016** *(Resolution 7)*
 "THAT subject always to the Companies Act, 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and the approval of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion, deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."



NOTICE OF ANNUAL GENERAL MEETING

8. **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

(Resolution 8)

"THAT authority be and is hereby given and in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particulars of which are set out in Part A, Circular to Shareholders dated 29 July 2020, with are of revenue or trading nature, which are necessary for the day-to-day the Related Parties as described in the said Circular, provided that such transactions operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this Resolution until:

- i. the conclusion of the next AGM of the Company at which time the authority shall lapse, unless by Ordinary Resolution passed at a general meeting, the authority is renewed; or
- ii. the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- iii. revoked or varied by a Resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER, THAT the Board of Directors be and is hereby authorised to do all acts, deeds and things as may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Shareholders' Mandate in the best interest of the Company."

9. **Proposed Renewal of Share Buy-Back Authority for the Purchase by the Company of its Own Shares ("Proposed Renewal of Share Buy-Back Authority")**

(Resolution 9)

"THAT, subject to the compliance with Section 127 of the Act, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Board of Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Board of Directors may deem fit and expedient in the interest of the Company provided that:-

- i. the aggregate number of shares purchased does not exceed ten per cent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Malaysia as at the point of purchase;



NOTICE OF ANNUAL GENERAL MEETING

- ii. the maximum amount of funds to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- iii. the Board of Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- a. the conclusion of the next AGM of the Company at which time the authority will lapse, unless by ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions; or
- b. the expiration of the period within which the next AGM after that date is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Board of Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation and/or retention and/or distribution and/or selling of all or any part of the purchased shares in accordance with the Companies Act, 2016, the provisions of the Constitution of the Company and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities.”

- 10. To transact any other business of the Company which due notices shall be given in accordance with the Constitution of the Company and the Companies Act, 2016.

BY ORDER OF THE BOARD

KARINA CHONG MEI YING (LS 0009542) [SSM PC No. 201908000667]

CHAN SAU LENG (MAICSA 7012211) [SSM PC No. 202008002709]

RUZETI EMAR BINTI MOHD ROSLI (LS 0010372) [SSM PC No. 202008000974]

Joint Secretaries

Selangor Darul Ehsan

29 July 2020



NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. In regard of deposited securities, only members whose names appear in the Record of Depositors as at 12 August 2020 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the Meeting.
2. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualifications of the proxy.
3. A member may appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. 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.
5. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The instrument appointing a proxy must be deposited to the office of the Company's Share Registrar, Sectrars Management Sdn. Bhd. at Level 9-7, Menara Sentral Vista, No 150 Jalan Sultan Abdul Samad, Brickfields, 50470, Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof as Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of General Meeting to be put to vote by poll.
8. Proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

9. Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. Statutory Financial Statements for the financial year ended 31 March 2020

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act requires the Statutory Financial Statements to be laid at the AGM. As such, this agenda item does not require shareholders' approval and hence, is not put forward for voting.

2. Resolution 2- Directors' remuneration and benefits (excluding Directors' fees)

Resolution 2 relates to the proposed payment of Directors' remuneration and benefits (excluding Directors' fees) to the Directors from 28 August 2020 until the next AGM of the Company, which comprise the followings:-

Description	Chairman	Independent Non-Executive Directors & Non-Independent Non-Executive Directors	Executive Directors
Monthly Fixed Allowance	RM6,300 per month	Not Applicable	Not Applicable
Meeting Allowance for attendance of Board and Board Committee Meetings, and general meetings	RM500 per meeting	RM500 per meeting	Not Applicable
Monthly Claims	RM30,030 per annum	Not Applicable	Not Applicable

3. Resolution 6– Approval to Continue in Office as Independent Non-Executive Director

At the same time, the Board of Directors also has recommended Tan Sri Dato' Azizan Bin Husain, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years since 8 June 2000 to continue to act as Independent Non-Executive Director subject to the shareholders' approval through a two-tier voting process at the 24th AGM of the Company.

The Board of Directors has via the Nomination Committee conducted an annual performance evaluation and assessment of the abovementioned Independent Non-Executive Director based on the following justifications:-

- He has fulfilled the criteria under the definition on Independent Director as stated in the Bursa Securities' Main Market Listing Requirements, and therefore is able to bring independent and objective judgement to the Board;
- He has been with the Company for more than twelve (12) years and therefore understand the Company's business operations which enable them to participate actively and contribute during deliberations or discussions at the Meetings;
- He has contributed sufficient time and efforts and attended all the Meetings for informed and balanced decision making; and
- He has exercised due care and diligence during their tenure as Independent Non-Executive Director of the Company and carried out their fiduciary duty in the interest of the Company and shareholders without being subject to influence from management.



NOTICE OF ANNUAL GENERAL MEETING

4. **Resolution 7 – Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Resolution 7, if approved, will empower the Directors of the Company, from the date of the above AGM, authority to issue and allot shares in the Company up to an aggregate amount not exceeding 20% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM of the Company.

The Mandate is as renewal of the Mandate granted by the members at the last AGM held on 28 August 2019. The Mandate granted at the last AGM was not utilised by the Company and thus, no proceeds were raised.

The Renewed Mandate will empower the Directors to raise fund via issuance of new shares without delay, in the event of business opportunities arise.

5. **Resolution 8 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Resolution 8, if approved, will enable the Company and its subsidiaries to continue entering into the recurrent related party transactions of a revenue or trading nature with Syarikat Perniagaan Chong Mah Sdn. Bhd., which are necessary for its day-to-day operations and are in the ordinary course of business and on terms not more favourable to the related party than those generally available to the public and are not to be detriment of the minority shareholders of the Company. This authority unless revoked or varied at a General Meeting will expire at the next AGM.

Further information on the proposed Ordinary Resolution No. 8 is set out in Part A, Circular to Shareholders dated 29 July 2020 which is dispatched together with the Annual Report 2020 of the Company.

6. **Resolution 9 – Proposed Renewal of Share Buy-Back Authority**

The Resolution 9, if approved, will empower the Board of Directors to allocate an amount not exceeding the retained profits of the Company for the purpose of and to purchase such amount of ordinary shares in the Company from time to time on the market of Bursa Securities upon such terms and conditions as the Board of Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased pursuant to this Resolution does not exceed 10% of the total issued and paid-up share capital of the Company.

Further information on the proposed Ordinary Resolution No. 9 is set out in Part B, Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 29 July 2020 which is dispatched together with the Annual Report 2020 of the Company.

STATEMENT ACCOMPANYING NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

NAMES OF DIRECTORS STANDING FOR RE-ELECTION

1. Resolution 3 and 4- Re-election of Directors

The Directors who are retiring pursuant to Clause 122 of the Constitution of the Company and seeking for re-election at the forthcoming 24th AGM are as follows:

- (a) Datuk Seri Son Chen Chuan
- (b) Datuk Son Tong Leong

Details of the above Directors are set out in the Directors' Profiles section and their shareholdings in the Company, where applicable, are set out in the Analysis of Shareholdings section appearing on pages 15 to 16 and 118 to 120 respectively of the Company's Annual Report respectively.





ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
 [Registration No. 199601017418 (389769-M)]
 (Incorporated in Malaysia)

ADMINISTRATIVE GUIDE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD (“24TH AGM”) FOR SHAREHOLDERS, PROXIES AND OTHER ATTENDEES

Dear Valued Shareholders,

In view of the COVID-19 outbreak, your safety remains our utmost priority. The 24th AGM of the Company will be conducted in accordance with the General Standard Operating Procedures of the Malaysian Government and Private Sector (“General SOP”) issued by the Malaysian National Security Council on 16 June 2020, Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission of Malaysia on 18 June 2020 (“SC Guidance Note & FAQs”).

This Administrative Guide is necessary to ensure that safety measures and controls are undertaken by the Company to safeguard the well-being of our valued shareholders/proxies during the 24th AGM as well as to comply with the Government and/or authorities’ directives and guidelines on public gatherings and events which may be issued from time to time.

The Company wishes to highlight that the 24th AGM may be re-scheduled and/or postponed (where necessary) in view of the current COVID-19 Outbreak and the Malaysian Government’s announcements or guidelines made from time to time. Please be rest assured that all members, proxies and invited guests of the 24th AGM will be kept informed of any unexpected changes.

PUBLIC HEALTH PRECAUTIONARY AND PREVENTIVE MEASURES

- In light of the COVID-19 outbreak, we would appreciate if all shareholders, proxies and invited guests take all the necessary precautions and preventive measures as directed by the Ministry of Health when attending the 24th AGM.
- If you are feeling unwell or having **sore throat, flu, fever, cough, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, and/or you are under the high risk group which is above age of 60**, your attendance in person at the 24th AGM will be denied. Under such circumstances, you are hereby strongly advised and encouraged to submit your Form of Proxy prior to the 24th AGM.
- To further safeguard the health and safety of our valued shareholders, proxies and invited guests attending the 24th AGM in person, the Company will also implement the following precautionary measures:-
 - (a) The Company will limit the number of attendees including invited guests physically present at the venue of the 24th AGM to **50 person only** based on the size of the venue. Hence, the total **shareholders allowed to be present in person or by proxy or attorney or authorised representative shall preferably be limited to not more than 35 person only** after taking into consideration the attendance of the Directors, Group Accountant, Company Secretaries, Poll Administrators, Scrutineers and Auditors. The registration for the 24th AGM shall be on a **first-come-first-serve basis**.
 - (b) Shareholders, proxyholders and corporate representatives (“Participants”) are required to undergo a compulsory body temperature screening and will be required to provide his/her health declaration status via the MySejahtera application during the registration process. Any person with a body temperature of above 37.5°C or is experiencing any symptoms of being unwell as mentioned above, will **NOT** be allowed to enter the venue of the 24th AGM.
 - (c) The Participants are required to wear face mask before entering the 24th AGM venue and throughout the proceedings. Please be informed that the Company will not be providing face masks.
 - (d) Participants are required to use the hand sanitiser provided by the Company before and after the 24th AGM.



ADMINISTRATIVE GUIDE

REGISTRATION PROCESS

1. Pre-Registration

Pursuant to SC Guidance Note & FAQs, the Participants who attend the 24th AGM in person are required to pre-register themselves with the Company by providing their name, NRIC/Passport No. and CDS account no. to the Company via email at info@ofi.com.my not later than Tuesday, 25 August 2020 at 2.30 p.m., failure whereof the Participants will be denied entry at the 24th AGM.

Thereafter, Participants will be notified via email once the registration is successful. This is to allow the Company to make the necessary arrangements for the 24th AGM.

2. Registration Document

In compliance with the General SOP issued by the Malaysian National Security Council for the proper conduct of the 24th AGM, the Participants are required to present their original Malaysian Identity Card ("MyKad") to the registration staff for the purpose of verification against the pre-registration of attendance mentioned above.

3. MySejahtera Application

Please download the MySejahtera application in advance and upon verification and body temperature screening, scan the QR code for health declaration during the registration process.

4. Identification Wristband

Participant will be given an identification wristband to enter the meeting hall.

Please be mindful of the one metre social distancing practice at all times.

NO REFRESHMENT

In order to ensure an effective social distancing practice and reduce the size of gatherings, food and beverages will **NOT** be served to shareholders, proxies and invited guests at the 24th AGM.

VOTING BY PROXY

In view of the COVID-19 situation, the Company encourages shareholders to exercise their right to vote at the 24th AGM by appointing the Chairman of the 24th AGM as their proxy and indicate their voting instructions in the Form of Proxy as an alternative to attending the 24th AGM in person.

Please submit your Form of Proxy to the office of the Company's Share Registrar, Sectrars Management Sdn. Bhd. at Level 9-7, Menara Sentral Vista, No 150 Jalan Sultan Abdul Samad, Brickfields, 50470, Kuala Lumpur, Malaysia not later than **Tuesday, 25 August 2020 at 2.30 p.m.**

ENQUIRY

If you have any enquiry prior to the 24th AGM, please contact the following during office hours from Mondays to Fridays, 9.00 a.m. to 5.30 p.m. (except on public holidays):-

Oriental Food Industries Holdings Berhad

General Line : 606-231 0333
Fax Number : 606-232 2066
Email : info@ofi.com.my
Contact Person: Group Company Secretary

Sectrars Management Sdn. Bhd. (Share Registrar)

General Line : 603-2276 6138
Fax Number : 603-2276 6131
Email : sectrarsmg@gmail.com
Contact Person: Ms. Sangetha



CHAIRMAN'S STATEMENT

Dear Valued Shareholders,

It is my honour as the Chairman of Oriental Food Industries Holdings Berhad ("the Company" or "the Group") to present to you the Annual Report and Audited Financial Statements of the Group for the financial year ended 31 March 2020 ("FYE 2020").

I am pleased to report that the Company delivered a satisfactory set of financial results for 2020 amidst the global economy that is affected by the coronavirus (COVID-19) outbreak. The Company is in a sound financial position with potential growth in revenue and profit as we made steady progress towards our objective of delivering sustainable value for our shareholders.

On behalf of the Board of Directors, I am pleased to present the 2020 Annual Report detailing a comprehensive report to our shareholders, on the activities, results and strategies of our Company.



Financial and Operations Review

Another financial milestone with the sustainable growth in revenue for the Group was seen in the financial year ended 31 March 2020 ("FY 2020"). Revenue sustained on a year-on-year basis from RM286.5 million in the financial year ended 31 March 2019 ("FY 2019") to RM266.9 million in FY 2020 despite a decrease of RM19.6 million.

The Group's revenue was derived primarily from the Snack Food and Confectioneries segment, representing 100% of the Group's total revenue.

In terms of geographical segment, the Group's mixed revenue comprised of 39.0% local sales against 61.0% export sales.

The pre-tax profit of the Group decreased as compared to FY 2019. The Group recorded a decrease of 32% from RM18.6 million in FY 2019 to RM12.7 million in FY 2020.

Looking at the product performance, the financial year under review achieved encouraging growth of 5% in the snack category, outperforming the growth in sales of cakes, wafer and potato crisps. This growth was particularly spurred by the rising trend of sales for our snack.

The Group's total net profit attributable to the shareholders of RM10.0 million in FY 2020. This translates to basic earnings per share of 4.17 sen.

In terms of our balance sheet, total loans and borrowings stood at a nominal amount of RM14.4 million against the backdrop of shareholders' fund of RM194.9 million and cash and bank balances of RM14.8 million. The Group's good financial leverage has put the Group in a position that allows us to undertake further expansion activities.

Despite ongoing uncertainties resulting from the COVID-19 pandemic, we are optimistic about maintaining an uptrend in the following financial year as we remain vigilant, resilient and focussed on strategic areas to ensure continued growth and maintaining our position in the industry both locally and worldwide.

Dividends

In line with the commendable financial performance of the Group, the total dividend payout for the year amounted to RM3.6 million of FY 2020's net profits.

The dividend policy of paying a minimum of 35% of net profit to the shareholders remains unchanged. With this, shareholders will be able to consistently enjoy the returns in correspondence with the future growth of the Group.



CHAIRMAN'S STATEMENT

Business Outlook & Strategies

The Company has expanded its product range during the last financial year with a variety of biscuit products under the brand name "Zess". These products have landed on the shelves of most hypermarkets and established departmental stores and above all the consumers' acceptance of these new products is encouraging.

The Company has also enhanced its existing products by developing attractive new and improved packaging. In addition, the Company's plans to launch new products are still on-going at its new manufacturing plant.

Its existing products namely "Super Ring" and "Jacker" have continued to be the sought snack food products and a household name of consumers in Malaysia. Although competition in the food retail market has continued to increase, the Company has managed to remain its position as one of the leading manufacturers of snack food, biscuits, cakes and other confectionery products.

Having obtained various food quality certifications namely ISO 9001, ISO 22000, Halal and HACCP (Hazard Analysis and Critical Control Point), the Group is confident that its product quality matches the ever-demanding international health standards and customers' requirements. Other than these quality certifications, the Company ensures that it manufactures only Halal products which have been certified by the Department of Islamic Development Malaysia ("JAKIM") and the relevant recognised Islamic authorities.

The Group has recently launched its e-commerce platform as online shopping has become increasingly popular because of speed and ease of use for consumers of all ages; particularly during these unprecedented times of the COVID-19 pandemic. Its branding division is actively connecting with consumers through social media networks on promotions, product launches, contests and other activities which through past experiences had been very successful.

On another note, Covid-19 has hit many industries in obvious and some not so obvious ways. However, as for the Company, all is not grim, as the Company was granted the permit to operate during the Movement Control Order (MCO) period which should inadvertently soften the Covid-19 blow.

I believe that the Group will weather-the-storm in these uncertain times as we have strong brands, dedicated individuals working for the Group, consumers' trust, infrastructure and ongoing improvement plans that will help us create long term value for our shareholders.

Corporate Social Responsibility ("CSR")

The Group recognises that it needs to give back to the communities in which it operates. This is evident through its corporate philanthropy efforts and emphasis on health, safety and environmental standards as detailed on pages 20 to 29 under Sustainability Statement.

The Group also operates with gender equality, ethical labour practices and creating a safe workplace mindset.

Corporate Governance

The Board is committed to upholding the values of corporate governance by embracing the principles and best practices set out in the Malaysian Code of Corporate Governance.

The Board has recently implemented the Anti-Bribery and Anti-Corruption Policy across the Group in line with the guidelines provided under Section 17A of the Malaysian Anti-Corruption Commission Act 2009.

We ensure that business is conducted with integrity, discipline, transparency and in a socially responsible manner. Our corporate governance efforts practiced during the year are outlined in the Corporate Governance Statement in this Annual Report.

Acknowledgment

We are deeply saddened by the passing of the late Datuk Jeffrey Ong Cheng Lock, an Independent Non-Executive Director on 2 August 2019 and the late Mr. Lim Hwa Yu, an Independent Non-Executive Director on 5 July 2020, both of whom were valued members of the Board, colleagues and friends. On behalf of the OFIH Group, we extend our deepest sympathies and condolences to their families.

I would like to take this opportunity to express my sincere appreciation to our Board members including the late Datuk Jeffrey Ong Cheng Lock and the late Mr. Lim Hwa Yu for guiding the Group through the last financial year and their on-going support. I am also appreciative of our Directors who sit in Top Management positions and senior management team, who have continuously ensured the excellent management of the Group's business.

In closing, I would like to thank all our employees of all levels for their dedication and contributions to the OFIH Group. Last but not least, my warmest gratitude is also extended to our shareholders, clients, consultants, suppliers, partners and business associates for their unwavering support as we stay focused on driving growth and value together.

TAN SRI DATO' AZIZAN BIN HUSAIN
Chairman



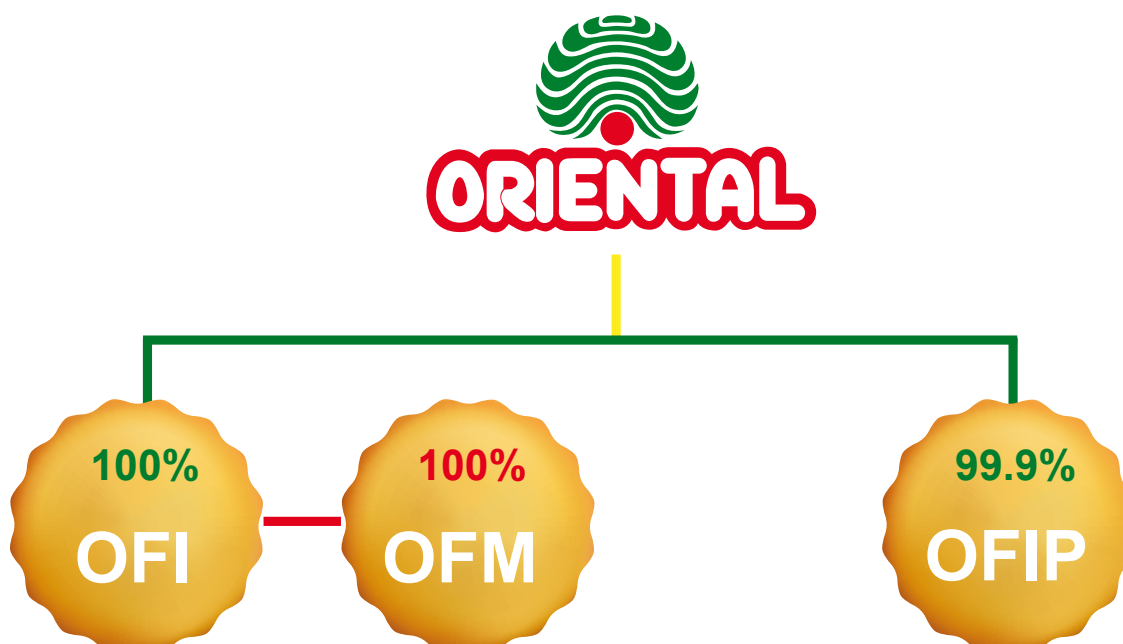
CORPORATE STRUCTURE

Oriental Food Industries Holdings Berhad ("OFIH") was incorporated on 8 June 1996 in Malaysia under the Companies Act, 1965 as a public limited company. OFIH was listed on the Second Board of Bursa Malaysia Securities Bhd in August 2000 and subsequently transferred to the Main Board on 13 October 2003. Currently OFIH is listed on the Main Market of Bursa Malaysia Securities Berhad

OFIH is principally an investment holding company with a group of subsidiaries that are engaged in the following activities:

NAME OF MAJOR SUBSIDIARIES	EQUITY INTEREST (%)	PRINCIPAL ACTIVITIES
Subsidiaries of OFIH <ul style="list-style-type: none"> • Oriental Food Industries Sdn. Bhd. ("OFI") 	100	Manufacturing and Marketing of Biscuits, Cakes, Snack Food and Confectioneries.
<ul style="list-style-type: none"> • OFI Properties Sdn. Bhd. ("OFIP") 	99.99	Property Development.
Subsidiary of OFI <ul style="list-style-type: none"> • Oriental Food Marketing (M) Sdn. Bhd. ("OFM") 	100	Sales and marketing of Biscuits, Cakes, Snack Food and Confectioneries.

OFIH Group Corporate Structure



— Major Subsidiaries

— Subsidiary of Oriental Food Industries Sdn. Bhd.



CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Dato' Azizan bin Husain (*Chairman*)
 Datuk Seri Son Chen Chuan
 Datuk Son Tong Leong
 Datuk Son Tong Eng
 Mr. Lim Keat Sear

Independent Non-Executive Director
 Group Managing Director
 Group Chief Executive Officer
 Executive Director
 Non- Independent Non-Executive Director

JOINT COMPANY SECRETARIES

Karina Chong Mei Ying (LS 0009562)
 [SSM PC No. 201908000667]

Chan Sau Leng (MAICSA 7012211)
 [SSM PC No. 202008002709]

Ruzeti Emar Binti Mohd Rosli (LS 0010372)
 [SSM PC No. 202008000974]

REGISTERED OFFICE

No. 65, Jalan Usaha 7
 Air Keroh Industrial Estate
 75450 Melaka
 Tel : +606 231 0333
 Fax : +606 232 2066

SHARE REGISTRAR

Sectrars Management Sdn Bhd
 Lot 9-7, Menara Sentral Vista
 No. 150, Jalan Sultan Abdul Samad Brickfields
 50470 Kuala Lumpur
 Malaysia
 Tel : +603 2276 6138
 Fax : +603 2276 6131

AUDITORS

Crowe Malaysia PLT (AF 1018)

CORPORATE HEAD OFFICE

No. 65, Jalan Usaha 7
 Air Keroh Industrial Estate
 75450 Melaka
 Tel : +606 231 0333
 Fax : +606 232 2066
 Email : info@ofi.com.my
 Websites : www.ofih.com.my
 : www.jacker.com.my

PRINCIPAL BANKERS

HSBC Bank Malaysia Berhad
 OCBC Bank (Malaysia) Berhad
 Public Bank Berhad
 CIMB Bank Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad

STOCK NAME

OFI

STOCK CODE

7107

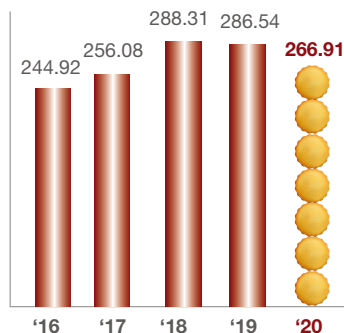


GROUP FINANCIAL HIGHLIGHTS

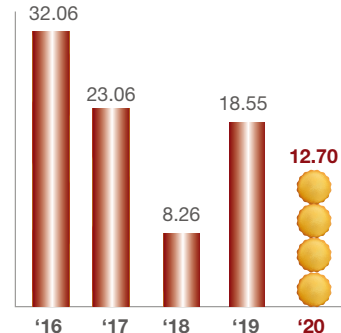
Income Statements RM'mil	2016	2017	2018	2019	2020
Revenue	244.92	256.08	288.31	286.54	266.91
Cost of sales	(181.09)	(200.91)	(230.28)	(235.29)	(221.57)
Gross Profit	63.83	55.17	58.03	51.25	45.34
Other operating income	6.28	4.83	1.10	3.91	0.88
Selling and distribution cost	(22.64)	(20.72)	(27.79)	(14.66)	(14.76)
Administrative expenses	(13.45)	(15.60)	(22.19)	(20.89)	(17.92)
Other operating expenses	(1.52)	(0.08)	(0.01)	-	-
Profit from operations	32.50	23.60	9.14	19.61	13.54
Finance cost	(0.44)	(0.54)	(0.88)	(1.06)	(0.84)
Profit before tax	32.06	23.06	8.26	18.55	12.70
Tax	(6.58)	(4.83)	2.94	(4.33)	(2.68)
Profit after tax	25.48	18.23	11.20	14.22	10.02
Non-controlling Interest	0.02	(0.01)	-	-	-
Net Profit	25.46	18.24	11.20	14.22	10.02
Net dividend per share (sen)*	12.50	4.00	3.50	1.50	1.80
Earnings per share	10.61	7.60	4.67	5.92	4.17
Depreciation & Amortisation	9.01	9.32	9.94	11.96	12.61
Number of Shares	240.00	240.00	240.00	240.00	240.00
EBITDA	41.51	32.92	19.08	31.57	26.15

* Dividend recognised/paid during the financial year and is excluding the dividend paid after the respective financial year end and final dividend proposed for the shareholders' approval

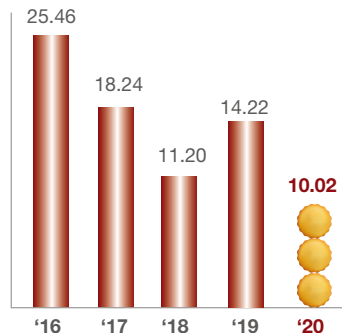
REVENUE (RM'mil)



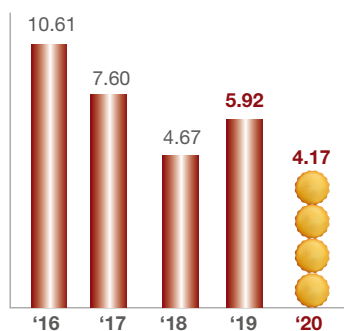
PROFIT BEFORE TAXATION (RM'mil)



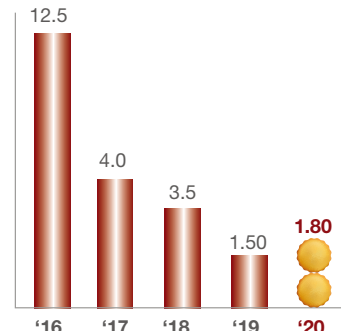
NET PROFIT (RM'mil)



EARNING PER SHARE (Sen)



DIVIDEND PER SHARE (Sen)



PROFILE OF THE BOARD OF DIRECTORS

Tan Sri Dato' Azizan Bin Husain

*76 years of age/Male/Malaysian
Independent Non-Executive Chairman*

Tan Sri Dato' Azizan bin Husain ("Tan Sri Azizan") was appointed as Independent Non-Executive Chairman on 8 June 2000. He also serves as the Chairman of Remuneration Committee, Nomination Committee and a member of the Risk Management and Audit Committee.

Tan Sri Azizan is currently the Chairman of other private companies.

Tan Sri Azizan holds a B. A. Honours Degree and Diploma in Public Administration from the University of Malaya and a Post Graduate Diploma in Economics and Master in Urban and Regional Planning from the University of Colorado, Boulder, United States of America.

Tan Sri Azizan started his career with the Ministry of Agriculture in 1967 and retired in 1999 as the Secretary-General in the Ministry of Defence, Malaysia. Prior to his retirement, he had progressed on and gained vast experience from various departments in the civil service. During his years with the Government Service, he has served as Assistant Secretary with the Centre for Development Studies and Economic Planning Unit in Prime Minister's Department, Director of Economic Planning Unit, Sabah, Sabah State Director of Development, Deputy Secretary-General with Ministry of Land and Regional Development, Deputy Director-General (Sectoral) Economic Planning Unit with Prime Minister's Department, Director of Public Sector Companies Monitoring Division in the Ministry of Finance and Deputy Secretary-General (Operation) with the Ministry of Finance.

Tan Sri Azizan has attended all seven (7) Board meetings held in the financial year.

Tan Sri Azizan does not hold shares in the Company and is not related to any Director and/or major shareholders of the Company. He does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years.

Datuk Seri Son Chen Chuan

*73 years of age/ Male/Malaysian
Group Managing Director*

Datuk Seri Son Chen Chuan ("Datuk Seri Son") was appointed Managing Director since 8 June 2000 and is currently the Group Managing Director.

Datuk Seri Son is the founder of the Company and its subsidiaries ("the Group"). He is the driving force of the Group. With his decade long experience in the industry and extensive knowledge gained through the years, he formulates and implements the Group's corporate strategy. He also develops new products for both local and overseas market, ensuring that the quality of products and packaging are high, keeping close contact with the local and overseas distributors to obtain suggestions and feedback on the OFI products. Datuk Seri Son had through the years foster close relationships with the suppliers and customers.

Datuk Seri Son has attended all seven (7) Board meetings held in the financial year.

Datuk Seri Son is related to Datuk Son Tong Leong (son) and Datuk Son Tong Eng (son). He is a substantial shareholder in the Company by virtue of his direct and indirect interests in the shareholdings held by himself and his children and via his shareholding in Apendo Capital Sdn. Bhd. and Summer Legend Sdn. Bhd. Other than the recurrent related party transactions as disclosed in page 124, he does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years.



PROFILE OF THE BOARD OF DIRECTORS

Datuk Son Tong Leong

*50 years of age/ Male/Malaysian
Group Chief Executive Officer*

Datuk Son Tong Leong was appointed to the Board on 8 June 2000. He holds a Bachelor's degree in Business from the Edith Cowan University, Australia.

He began his career in 1994 as the Factory Manager of OFI and was promoted to General Manager of the Company in 1998, he was redesignated from Executive Director to Group Chief Executive Officer. He is in charge of the overall corporate administration, human resources, marketing and operations of the Company. He has maintained excellent relationship with staffs of all levels, customers, suppliers and the Company's business partners. He also oversees the factory operations and ensures that production activities are carried out smoothly in compliance with the MS ISO 9001 and HACCP standards.

He has attended all seven (7) Board meetings held in the financial year.

He is a shareholder of the Company and is related to Datuk Seri Son Chen Chuan (father) and Datuk Son Tong Eng (brother), all of whom are Directors of the Company. He does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years.

Datuk Son Tong Eng

*49 years of age/ Male/Malaysian
Executive Director*

Datuk Son Tong Eng was appointed to the Board on 8 June 2000. He holds a Diploma in Mechanical Engineering from the Federal Institute of Technology, Kuala Lumpur.

He has more than ten (10) years of experience in the food industry and is currently the Executive Director of OFI. He oversees the factory operations and human resource related matters.

He has attended all seven (7) Board meetings held in the financial year.

He is a shareholder of the Company and is related to Datuk Seri Son Chen Chuan (father) and Datuk Son Tong Leong (brother), all of whom are the Directors of the Company. He does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years.

Mr. Lim Keat Sear

*69 years of age/ Male/Malaysian
Non-Independent Non-Executive Director*

Mr. Lim Keat Sear was appointed to the Board on 8 June 2000. He also serves as a member of the Nomination Committee, Remuneration Committee and Risk Management and Audit Committee.

He has been in the snack and confectionery business for more than twenty (20) years. He joined Syarikat Perniagaan Chong Mah Sdn. Bhd., a distributor of snack food and confectionery in 1973 and became a director of the Company in 1978.

He has attended all seven (7) Board meetings held in the financial year.

He is a substantial shareholder of the Company by virtue of his direct and indirect interest via Syarikat Perniagaan Chong Mah Sdn. Bhd., Thung Shung (M) Sdn. Bhd. and Summer Legend Sdn. Bhd and is not related to any of the Directors of the Company. Other than the recurrent related party transactions as disclosed in page 124, he does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years.



PROFILE OF KEY SENIOR MANAGEMENT

Karina Chong Mei Ying

49 years of age/Female/Malaysian
Group Company Secretary

Ms Karina Chong first joined the Group in 1996 to 2005 and thereafter re-joined the Group in 1 February 2007. She holds a Bachelor of Laws degree from the University of London and is a Registered License Secretary with the Companies Commission of Malaysia. She has twenty-four (24) years of experience in her scope of duties.

She is in charge of the secretarial, legal, corporate, human resources and administration matters and reports to the Directors of the Group. She is also the Joint Company Secretary of the Group.

She does not hold shares in the Company and is not related to any Director and/or major shareholders of the Company. She does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years.

Yap Siew Kuan

51 years of age/Female/Malaysian
Group Accountant

Ms Yap Siew Kuan joined the Company on 15 January 2015. She was a graduate from Chartered Institute of Management Accountants and is a member of Malaysian Institute of Accountants. She has twenty-eight (28) years of experience in the accounting and audit line.

She is in charge of the corporate accounts and finances of the Group and reports to the Directors of the Company.

She does not hold shares in the Company and is not related to any Director and/or major shareholders of the Company. She does not have any conflict of interest with the Company and has not been convicted of any offence within the past five (5) years.



MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF THE GROUPS' BUSINESS AND OPERATIONS

Oriental Food Industries Holdings Berhad ("the Company" or "the Group") has made its mark in the snack food and confectionery manufacturing industry today as one of the companies holding the leading position in the said industry in Malaysia.

The Group remains focused on placing the needs and interests of its customers first by manufacturing an assortment of snack food and confectionery products that focuses on quality. Generally, these products can be divided into four (5) broad categories, which are snack food, wafer, biscuits, potato snacks and bakery products.

The Group has various product brand names, most of which are commercially strong and generating the required sales and profit both locally and oversea. Super Ring, Jacker, Rota and Oriental are currently well-known household brand names in Malaysia.

FINANCIAL RESULTS AND FINANCIAL CONDITION

Despite undergoing a challenging year in 2019, the Group has managed to secure continued growth in revenue as seen in the financial year ended 31 March 2020 ("FY 2020") results as reflected in the table below:

	2020 RM'000	2019 RM'000	Y-O-Y RM'000	%
Revenue	266,910	286,548	(19,638)	(6.9%)
Gross Profit	45,343	51,255	(5,912)	(11.5%)
Profit Before Tax ("PBT")	12,699	18,553	(5,854)	(31.6%)
Financial Costs	844	1,061	217	20.4%
Profit After Tax ("PAT")	10,019	14,219	(4,200)	(29.5%)
Shareholders' Fund	194,936	189,598	5,338	2.8%
Total Assets	248,785	256,897	(8,112)	(3.2%)
Borrowings	14,429	25,800	11,371	44.1%
Net Debt/ Equity (%)	Nil	8.62%		
Earnings Per Share	4.17	5.92		
Net Assets Per Share	0.81	0.79		

REVENUE

The Group recorded lower revenue of RM266.9 million in financial year 2020, a decrease of 6.85% as compared to previous financial year of RM286.5 million. The decrease was due to lower sales from export market in the snack food and confectioneries segment.

Revenue information based on the geographical location of customers is as follows:

	Revenue			
	01.04.2019 - 31.03.2020		01.04.2018 - 31.03.2019	
	RM'000	%	RM'000	%
Malaysia	103,399	39%	101,617	35%
Asia	107,018	40%	129,136	45%
Others	56,493	21%	55,795	20%
Total reported segments	266,910	100%	286,548	100%



MANAGEMENT DISCUSSION AND ANALYSIS

NET PROFITS

The Group's profit after tax is lower at RM10.0 million as compared to RM14.2 million in the previous financial year. This is due to lower sales caused by the MCO implementation and slowdown in the global economy. Earnings per share of the Group stood at 4.17 sen.

FINANCIAL POSITION

The Group's financial position remains strong with total assets of RM248.8 million against total liabilities of RM53.8 million. The Group has a cash reserve of RM14.8 million at the financial year-end as compared to RM9.5 million in the previous financial year. One of its major subsidiaries is currently in its final stage of expansion and the Group expects positive contribution in the coming years from the investment made.

Net tangible assets per share, attributable to the owner improved to RM0.81 (2019: RM0.79). The net debt-to-equity ratio of the Group stood at Nil (2019: 8.62%) and the shareholders' fund is RM194.9 million. The Group's liquidity, measures by the current ratio is 3.1.

DIVIDEND

The Group continuously declares a dividend payout for every quarter for the past years. The total dividend declared during the financial year 2020 was 1.5 sen (2019: 2.2 sen) per share.

GROUP'S PROSPECTS

The Group is in its final stage of expansion and currently pending for some minor machine acquisition to complete its new production lines. These new lines are expected to contribute positively to the growth and profitability of the Group. The management views the current year contraction in revenue is just a temporary setback due to the pandemic and slowdown in the global economy. The Group still expects a positive contribution from the investment in various product lines in years to come from the new and existing market segment due to the active promotional activities taken.

The Board expects that the performance of the Group will be satisfactory for the next financial year ending 31 March 2021, despite facing various challenges of competitive markets.



SUSTAINABILITY STATEMENT

Oriental Food Industries Holdings Berhad (“OFIH” or “the Company”) is committed to promoting sustainability. The Company recognizes that sustainability involves a proactive approach and establishing a broader sustainability agenda as an integral factor to reduce the environmental impacts of all our activities. This is important in maintaining and improving the present generation’s quality of life and at the same time work towards protecting the future generations to enhance their quality of life. OFIH believes that in order to sustain economic and social growth, social considerations have to be adhered to while ensuring minimal impact on the environment.

OFIH’s sustainability framework is focused on the evaluation of the economic, environmental and social risk and opportunities coexistent with the Company’s corporate governance framework and corporate social responsibilities which are in line with Bursa Malaysia Securities Berhad’s Sustainability Reporting Guide.

GOVERNANCE STRUCTURE

The management and operations of OFIH Group as a whole is under the supervision of and leadership of Datuk Seri Son Chen Chuan, Group Managing Director and Datuk Son Tong Leong, Group Chief Executive Officer. The Top Management is assisted by the Senior Management, Departmental Managers and Head of Departments in the day-to-day operations of the OFIH Group.

The OFIH Group comprises of three (3) subsidiary companies exercising different scope of duties as follows:

Subsidiaries of OFIH

- Oriental Food Industries Sdn. Bhd. (“OFI”) Manufacturing and Marketing of Biscuits, Cakes, Snack Food and Confectioneries.
- OFI Properties Sdn. Bhd. Property Development.

Subsidiary of OFI

- Oriental Food Marketing (M) Sdn. Bhd. Sales and Marketing of Biscuits, Cakes, Snack Food and Confectioneries.

MATERIAL SUSTAINABILITY MATTERS

ECONOMIC

The core business of the Company is manufacturing and marketing of biscuits, cakes, snack food and other confectionery products. These products bearing renowned brand names i.e. “Super Ring”, “Jacker”, “Rota” and “Zess”, are being sold locally and overseas.

In OFIH, all individuals including Company’s directors, officers and employees of all levels are required to maintain high standards of corporate ethics and strict compliance with the laws and regulations of Malaysia and those of other countries which OFI products are being exported. This is because OFIH believes that a high standard of integrity, honesty and accountability are the fundamental keys for a sustainable business and this is how it earns the trust and respect of customers, shareholders, business associates and communities.

The Company takes pride in all of its products and places great importance in the safety and quality of these products which are accessible to the entire population.

Hence, the Company currently maintains its’ ISO 9001, ISO 22000, Food Safety, MESTI, Halal and HACCP certifications for all its products which further strengthen its footing in receiving worldwide recognition for food safety and quality assurance and strive to attain other certifications in the near future.



SUSTAINABILITY STATEMENT

RESEARCH AND DEVELOPMENT

The Research and Development ("R&D") Team is personally led by the Group Managing Director, Datuk Seri Son Chen Chuan who is the founder and driving force of the Group.

R&D is one of the important parts of the company's operations as through these activities that the Company is able to continuously develop, design, and enhance its products, packaging and processes. Over the years OFIH's products have changed in terms of packaging, taste and outlook in order to cater to the changes in consumer preferences.

Apart from the above, packaging has been the main focus of the R&D team. It is one of the main aspects of protecting the quality of food products and indirectly supports the environment without damage and reduce wastage.

SHAREHOLDERS' SUPPORT & COMMUNICATION

The Group values its shareholders who have supported and invested in the Company; many of whom have remained with the Company throughout these years. Such loyalty is a catalyst for the Board of Directors, Management and all employees to continue to work diligently and to deal with challenges of the present and future.

The Company maintains an Investor Relations section in its corporate website [<http://www.ofih.com.my/investor-centre>] consisting of up-to-date corporate information, announcements and financial performance of the Company as a mode of communicating with shareholders and to increase awareness of the company within the investment community and ensure that key messages are delivered consistently and in an ultimate manner.

Furtherance to that, there is also a contact email in OFIH's website for the shareholders to air their views, inquiries and comments.

CORPORATE GOVERNANCE PRACTICES

The Group is lead by an effective board which assumes responsibility for its leadership and control and is collectively responsible for promoting its success by directing and supervising its affairs. The Directors take decisions objectively in the best interests of the Group through good Corporate Governance practices.

The Group has ensured that the Policies and Procedures are in place to strengthen its corporate governance drive as well as being an effective tool to guide the Management and all its stakeholders relating to the following areas:

- Anti-Bribery and Anti-Corruption Policy
- Whistle Blowing Procedures
- Employees Career Development
- Grievance Handling
- Risk Management

The Board and top-level management have taken proactive measures to ensure the Company's adherence with the Malaysian Anti-Corruption Commission's (MACC) corporate liability law which came into force on June 1.

The Group is committed to fighting corruption, enhancing integrity, and implementing good governance in its organization by taking appropriate and consistent steps to ensure that the Company does not engage in corrupt activities.



SUSTAINABILITY STATEMENT

SAFETY & HEALTH

The Group ensures that risks to health and safety from work activities are properly controlled and the efforts to do the same are beyond regulatory compliance.

The Company has taken a proactive approach to ensure the following:

- (i) That the employees' risk of exposure to COVID-19 is minimized;
- (ii) That the business or daily operations of the Company can still continue by implementing strict and effective Standard Operating Procedures ("SOP") and best practices as recommended by the Ministry of Health and the World Health Organization;
- (iii) Developing SOP and/or alternative business arrangements with customers, contractors or suppliers to ensure smooth continuity of the business and operations.



Workplace Temperature & Symptoms Screening and Recording



Implementing New Way of Greetings



SUSTAINABILITY STATEMENT



Periodic Cleaning & Sanitation



Social Distancing

Apart from the above, the Company is focused on embedding and promoting good workplace health and safety practices in the workplace. The Company's Compliance Division provides adequate briefings and training to educate workers on workplace health and safety responsibilities and enforce its workplace Occupational Safety, Health and Environmental Policy in line with the Occupational Safety and Health Act 1994.



SUSTAINABILITY STATEMENT

SAFETY & HEALTH (CONTINUED)

In the pursuit of the above, the Group implements practical strategies to achieve its Occupational Safety, Health and Environmental Policy ("OSHE") Mission Statement where the Company has the core responsibility to ensure the Safety, Health and Environment of all company's employees, contractors and company visitors.

The core objectives shall be achieved by the following exercises and goals:

- **SAFE ENVIRONMENT AT WORKPLACE** – There shall be a periodic safety audit of the factory premises to ensure that the premises are maintained as a safe environment of work.
- **SAFE WORK PRACTICES** – These standard operating procedures of work shall reflect safe working practices to reduce the possibility of harm on the employees, visitors and contractors.
- **SAFETY AWARENESS** – To instill the importance of safety in employees through orientation programs in the initial stage of their employment.
- **PROVISION OF PPE** – Personal Protection Equipment shall be provided to all employees when necessary to ensure their safety and health at the workplace.
- **MANAGEMENT SUPPORT** – The Management shall direct and support all actions exercises towards securing the safety, health and environment of Company's employees, Company visitors and contractors an exhaust reasonable and practical means towards attaining that said goal.

OFIH views the Safety, Health and Environment of its employees, contractors and Company visitors as an important agenda alike to maintain business machinery to drive the Company towards achieving its organizational and corporate objectives.

ENVIRONMENTAL PRESERVATION

The OFIH Group extends its corporate social responsibility to the environmental domain. The Group recognizes that the need to protect the environment in order to maintain the quality of life has now been identified globally.

Hence, the Company advocates active participation in environmental improvement and protection. OFIH capitalizes its corporate citizen role to promote environmental preservation by taking environmental protection measures and considerations in its day-to-day manufacturing operations and at the same time ensures compliance with the legal and regulatory requirements of the Malaysian Department of Environment ("DOE"), other regulators and authorities.

(a) Use of Natural Gas in Manufacturing Processes

The Company continues the use of natural gas in all its manufacturing processes for the reason that it is known to be environment friendly as it burns cleanly without the emission of any harmful gas, lowest in carbon hydrocarbon, odourless, colourless and non-toxic.

(b) Water Treatment Plant

OFIH continues with significant investment in the upgrading of its water treatment plant to ensure that wastewater from its processes undergoes physical treatment followed by chemical treatment and subsequent biological treatment to remove contaminants and produce treated wastewater (or treated effluent) that is safer for the environment.

(c) Management of Manufacturing Waste

In the day-to-day production processes, waste is inevitable. However, Management is constantly looking into waste minimization by establishing processes and practices intended to reduce the amount of waste produced in its efforts to promote sustainability practices in waste management.

The Company ensures that disposal of all its manufacturing waste is being handled by government approved and licensed contractors.



SUSTAINABILITY STATEMENT

CONTRIBUTION TOWARDS SOCIAL WELL-BEING

"Human beings are social creatures. We are social not just in the trivial sense that we like company, and not just in the obvious sense that we each depend on others. We are social in a more elemental way: simply to exist as a normal human being requires interaction with other people."

- Atul Gawande, bestselling author, surgeon, and public health researcher

The Group maintains its stance that contributing toward social well-being is an integral obligation of the Company and ensures that an adequate portion of its time is to be allocated engaged in the following activities:

a) Giving Back to the Society

Giving back to the community is a priority and norm of the Group throughout the years.

Below are some of the many philanthropic efforts of the Company:

i) Giving Back During COVID-19 Crisis

The COVID-19 crisis has left many individuals, front liners, businesses, government bodies and charities to name a few, in need of assistance and the Company has participated in various programs designed to benefit these communities by donating its products.



Participating in the Melaka Chief Minister's Department Programme
YAB Datuk Sulaiman Md Ali-Melaka Chief Minister (second from left)



Contribution to the Police Force



SUSTAINABILITY STATEMENT

CONTRIBUTION TOWARDS SOCIAL WELL-BEING (CONTINUED)

a) Giving Back to the Society (continued)

ii) Programmes with Senior Citizens

Senior citizens who are often separated from their children yearn to have conversations and companionship. As most of them are confined to their houses or nursing home, a majority of senior citizens today feel lonely. Thus, the Management and staff of the Group had taken time off to be with these senior citizens to lift their spirits.

The Company believes that other than striving for profitability, it has the social responsibility to give aging individuals the care and attention that they deserve.



SUSTAINABILITY STATEMENT

CONTRIBUTION TOWARDS SOCIAL WELL-BEING (CONTINUED)

a) Giving Back to the Society (continued)

iii) Festive Celebrations

The Group has always been active in participating and sponsoring during festive celebrations with various organizations namely during Chinese New Year, Hari Raya Aidilfitri and Deepavali, for a simple reason that it creates priceless memories with the members of the society.



"Programme Ziarah Kasih Sempena Tahun Baru Cina 2020"



Product Gifts for Hari Raya Aidilfitri



Giving "Red Packets" to senior citizens at the Machap Baru Old Folks Home



SUSTAINABILITY STATEMENT

CONTRIBUTION TOWARDS SOCIAL WELL-BEING (CONTINUED)

a) Giving Back to the Society (continued)

iv) Blood Donation Campaign

The Group had also participated in Blood Donation Campaigns organized by the FMM Melaka Branch and the Lions Club.



Blood Donation Campaign at the Melaka General Hospital

v) Schools and Higher Institutions

Throughout the year, the Group has participated in many sponsorship activities organized by various schools and institutions of higher education.

b) Internship Programme

Over the years, the Group has been hosting paid internship programmes to undergraduates who need to gain valuable work or research experience. The Company assigns interns to the various department in its organization. The Interns have the opportunity to apply acquired knowledge to real work experiences in their chosen field.

There are instances where interns who make a favourable impression are hired as a permanent employee at the end of their assignment.

c) Job Opportunities

Not only that the Group hires the best in the industry to support its operations, it also encourages Malaysian from all levels, gender and race to join the Company giving job opportunities to local talents in various fields.

d) Employee Career Growth through Educational Sponsorship & Training

The Company supports and encourages career growth through Education Assistance Programmes and Trainings. Deserving employees are awarded monetary funding to undergo various competency programmes.

All employees are provided with regular training and development programmes to enhance their performance, understanding and success at work.



SUSTAINABILITY STATEMENT

CONTRIBUTION TOWARDS SOCIAL WELL-BEING (CONTINUED)

e) Diversity and Ladies Leadership

The Group believes in equality regardless of race or gender. At OFIH, female employees are given equal opportunities to progress and hold important positions in various departments and divisions of the Company. Presently, the Group has female employees holding senior management and managerial positions. This serves as a source of inspiration to other employees to see female leadership and allows prospective employees as well as current employees to see that ascension in the company is possible.

f) Work-Life Balance towards Sustainable Productivity

The Group acknowledges that a happy and satisfied workforce has a measurable impact on organizational profitability and hence, recognizes the importance of work-life balance that its employee needs between time allocated for work and other aspects of life.

Therefore, at OFIH, the Company trusts its employees and allows them the space to explore their ideas, give feedback, and provide value and production on their time and terms as long as they are adhering to milestones and timelines in order to promote employees active work-life balance.

OFIH participates in various sponsorship drives for sports activities to promote a healthy and active lifestyle among its employees.

g) Team Work

The Group cultivates a culture of openness in knowledge and information sharing. The Top Management and employee of all levels work together well to achieve the vision and mission of the Company.

In closing, OFIH Group is committed to integrating sustainability in its business by continuous adoption and application of an effective economic approach, environmentally responsible practices, sound social policies and good corporate governance framework throughout its organization.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“the Board”) observes the Malaysian Code on Corporate Governance 2017 (“MCCG 2017”) and ensures the highest standards of corporate governance is practiced throughout Oriental Food Industries Holdings Berhad’s group of companies (“the Group”) as a fundamental part of discharging its responsibilities to protect and enhance shareholders’ value and the financial performance of the Group.

The Group’s corporate governance structure has been developed and enhanced based on the principles and recommendations of best practices prescribed in the MCCG 2017. The Company has disclosed its application of each practice set out in MCCG 2017 in a prescribed format of Corporate Governance Report (“CG Report”) and the said CG Report can be viewed and downloaded in the Company’s corporate website www.ofih.com.my.

The Board is pleased to inform that the Company has established the following policies which can be viewed at the Company’s corporate website www.ofih.com.my :-

- (a) Board Charter
- (b) Code of Conduct
- (c) Nomination and Election Process of Board Members
- (d) Board Remuneration Policy
- (e) Corporate Disclosure Policy
- (f) Whistle-Blowing Policy
- (g) Corporate Social Responsibility, Environmental and Sustainability Policy
- (h) Anti Bribery and Anti Corruption Policy

A. BOARD OF DIRECTORS

Board Charter and Code of Conduct

The Board Charter and Code of Conduct (“The Charter”) adopted by the Board provides guidance to the Board in the fulfilment of its roles, duties and responsibilities which are in line with the principles of good corporate governance. The Charter is subject to periodical review to ensure consistency with the Board’s strategic intent as well as relevant standards of corporate governance.

The Board is also committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Code of Conduct provides guidance for Directors regarding ethical and behavioural considerations and/or actions as they address their duties and obligations during the appointment.

The Board is responsible to determine its optimised size in order to carry out its responsibility and authority effectively and efficiently.

The Charter will periodically be reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact in discharging the Board’s responsibilities. The Charter was last reviewed and approved on 27 May 2019.

Composition of the Board

As at the commencement of financial year ending 2020, the Board comprised of seven (7) members, three (3) of whom were Executive Directors and four (4) Non-Executive Directors. The minimum one-third (1/3) requirement for Independent Directors to be on the Board were met as three (3) of the Non-Executive Directors were Independent Non-Executive Directors.

Nevertheless, with the sad departures of the late Datuk Jeffrey Ong Cheng Lock on 2 August 2019 and the late Mr. Lim Hwa Yu on 5 July 2020, both whom were Independent Non-Executive Directors, the Board currently has five (5) members, three (3) of whom are Executive Directors and one (1) Non-Executive Director and one (1) Independent Non-Executive Director. The Board is led by Tan Sri Dato’ Azizan Bin Husain, an Independent Non-Executive Chairman, while the executives are led by Datuk Seri Son Chen Chuan, the Group Managing Director.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

A. BOARD OF DIRECTORS (CONTINUED)

Composition of the Board (continued)

Due to the unforeseen circumstances of the passing of the late Datuk Jeffrey Ong Cheng Lock, an Independent Non-Executive Director on 2 August 2019 and the late Mr. Lim Hwa Yu on 5 July 2020, this composition is currently not in compliance with the minimum one-third (1/3) requirement for Independent Directors to be on the Board.

As such, the Company is in the midst of looking for a suitable candidate to fill the vacated Independent Director position(s) within three (3) months from 5 July 2020 to ensure compliance with paragraph 15.02(3) of the Main Market Listing Requirement ("Main LR") which stipulates that the minimum requirement for Independent Directors to be on the Board shall be one-third (1/3).

The role of Chairman and Group Managing Director of the Company are separated to ensure a balance of power and authority. The Independent Non-Executive Chairman is responsible for the orderly conduct and effectiveness of the Board, whilst the Group Managing Director together with the Group Chief Executive Officer and Management ensures proper implementation of policies and strategies as adopted by the Board for the business operations of the Group.

The evaluation of the potential candidate for new directorship and director nominated for re-election are delegated to Nomination Committee ("NC") with recommendation being made to the Board for decision. On the appointment of the new director, such new director is required to commit sufficient time in order to discharge his/her duty and responsibility with reasonable due care, skills and diligence. Members of the Board is expected to devote sufficient time and effort to discharge their individual responsibilities with reasonable due care, skills and diligence. Individual members of the Board are required to inform the Chairman before accepting the new appointment and to communicate the time he/she expects to spend for the new appointment.

The Board composition is governed by the Constitution of the Company. The Board shall comprise at least two (2) directors and not more than fifteen (15) directors, in accordance with the Constitution of the Company. Furthermore, in order to assert independence element and check and balance role to the Board, at least two (2) Directors or one third (1/3) of the Board (whichever is higher), shall be independent, in accordance with the Main LR of Bursa Malaysia Securities Berhad ("Bursa Securities").

The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, such Independent Director may continue to serve on the Board subject to the Directors' re-designation as a Non-Independent Director. Otherwise, the Board must justify and seek Shareholders' approval in the event it retains as an Independent Director. As for the retention of an Independent Director above twelve (12) years, the Board shall seek shareholders' approval through the two-tier voting process.

The retirement and re-election of Directors are in accordance to the Constitution of the Company, which provides that all Directors of the Company, including the Managing Director are subject to retirement. At least one third (1/3) in number of the Board and who have been longest in office are subject to retirement by rotation during the annual general meeting. A newly appointed Director shall retire at next annual general meeting. A retiring Director is eligible for re-election.

The Non-Executive Directors are independent from the Management and major shareholders. Together, they play an important role by contributing their knowledge, advice and experience towards making independent judgement on issues of strategies, performance, resources and standard of conducts.

The Directors' profiles are set out in pages 15 to 16 of this Annual Report.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

A. BOARD OF DIRECTORS (CONTINUED)

Board Meetings

The Board meets at least once in a quarter. The Meeting agendas and a set of Board Paper which is circulated at least seven (7) days prior to the Board Meetings in a timely manner to ensure that the Directors can peruse the matters for discussion and able to obtain further explanations, where necessary, to make informed decisions. Senior Management is invited to attend these meetings to explain and clarify matters, where necessary.

The Company Secretaries organise and attend all Board Meetings to ensure proper records of the proceedings.

Directors are given access to any information within the Company and are free to seek independent professional advice at the Company's expense, if necessary, in furtherance of their duties. All Directors also have access to the advice and services of the Company Secretaries who are responsible for ensuring that Board procedures are met and in accordance with regulatory requirements.

During the financial year ended 31 March 2020, seven (7) meetings were held and the Directors' attendance at the Board Meetings are as follows:

Name of Director	Designation	No. of Board Meetings Attended	Percentage of Attendance (%)
Tan Sri Dato' Azizan Bin Husain	Chairman/ Independent Non-Executive Director	7/7	100
Datuk Seri Son Chen Chuan	Group Managing Director	7/7	100
Datuk Son Tong Leong	Group Chief Executive Officer	7/7	100
Datuk Son Tong Eng	Executive Director	7/7	100
Lim Keat Sear	Non-Independent Non-Executive Director	7/7	100

Former Director	Designation	No. of Board Meetings Attended	Percentage of Attendance
The late Datuk Jeffery Ong Cheng Lock ⁽¹⁾	Independent Non-Executive Director	1/1	100
The late Lim Hwa Yu ⁽²⁾	Independent Non-Executive Director	7/7	100

Note: ⁽¹⁾ Datuk Jeffery Ong Cheng Lock demised on 2 August 2019.

⁽²⁾ Lim Hwa Yu demised on 5 July 2020.

Appointment, Retirement and Re-election

The retirement and re-election of Directors are in accordance to the Constitution of the Company, which provides that all Directors of the Company, including the Managing Director are subject to retirement. At every Annual General Meeting ("AGM"), at least one third (1/3) in number of the Board and who have been longest in office are subject to retirement by rotation. Any newly appointed Directors during the year must offer themselves to the Shareholders for re-election at the first AGM following their appointment.

The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Pursuant to MCCG 2017, an Independent Director who has served for a cumulative term of more than nine (9) years would need to seek re-appointment at the AGM. Whereas, if the Board intends to retain the Independent Director after year-12, the Board should provide justification and seek annual shareholders' approval through a two-tier voting process.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

A. BOARD OF DIRECTORS (CONTINUED)

Appointment, Retirement and Re-election (continued)

Independent Director shall only remain as Independent Director if:

- i) The independence assessment conducted by the Nomination Committee (with such independent director being abstained from the deliberation if he is a member) based on the above procedure and criteria on such Independent Director determines that the independence of such Independent Director is preserved and is not deteriorated in any manner due to passage of time and reported as such to the Board; and
- ii) The continuing of such Director as Independent Director is recommended by the Board, based on the independence assessment conducted by the Nomination Committee with the results of the independent assessment being disclosed in the notice to such general meeting, to the Shareholders for ratification to continue to act as Independent Director in a general meeting and the ordinary resolution for such agenda is ratified by the shareholders during such general meeting.

All Directors seeking for re-election/re-appointment need to be assessed by the Nomination Committee on their capability and suitability.

Directors' Training

The Group acknowledges the importance of continuous education and training to the Board members.

Directors are encouraged to attend seminars and/or conferences organised by relevant regulatory authorities and professional bodies to keep abreast with the latest developments in the market place and new statutory and regulatory requirements.

Details of trainings attended by the Directors are as follows:-

Name of Directors	Training Programmes	Date
Tan Sri Dato' Azizan Bin Husain	• Understanding and Implementing FSSC 22000 V5	16 July 2020
	• Internal Audit FSSC 22000 V5	17 July 2020
Datuk Seri Son Chen Chuan	• Understanding and Implementing FSSC 22000 V5	16 July 2020
	• Internal Audit FSSC 22000 V5	17 July 2020
Datuk Son Tong Leong	• Understanding and Implementing FSSC 22000 V5	16 July 2020
	• Internal Audit FSSC 22000 V5	17 July 2020
Datuk Son Tong Eng	• Understanding and Implementing FSSC 22000 V5	16 July 2020
	• Internal Audit FSSC 22000 V5	17 July 2020
Mr. Lim Keat Sear	• Understanding and Implementing FSSC 22000 V5	16 July 2020
	• Internal Audit FSSC 22000 V5	17 July 2020

All the Directors have attended at least one (1) training session during the financial year.

The Board is also regularly updated by the Company Secretaries on the latest amendments to the Main LR.

The Board will on a continuing basis evaluate and determine the training needs of each Director, particularly on relevant new laws and regulations and essential practices for effective corporate governance and risk management to enable the Directors to effectively discharge their duties.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

B. BOARD COMMITTEES

The following Committees have been established to assist the Board to discharge its duties and responsibilities. These committees operate under defined terms of reference:-

- Risk Management and Audit Committee
- Nomination Committee
- Remuneration Committee

(i) Risk Management and Audit Committee

The role of the Risk Management and Audit Committee is to support the Board in overseeing the processes for production of the financial data, review of the financial reports and internal control of the Group. The Risk Management and Audit Committee holds a meeting every quarter to review the financial reports of the Company.

The Risk Management and Audit Committee comprises of not less than three (3) members which fulfill the following requirements:

- (a) a majority must be Independent Directors.
- (b) at least one (1) member –
 - i. must be a member of the Malaysian Institute of Accountants; or
 - ii. if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and:-
 - he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act, 1967; or
 - he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967.
 - fulfills such other requirements as prescribed or approved by Bursa Securities.
- (c) Alternate Director shall not be appointed as a member of the Audit Committee.
- (d) The members of the Risk Management and Audit Committee shall elect a chairman from amongst themselves who shall be an Independent Director.

Objective

- a) The principal objectives of the Risk Management and Audit Committee is to assist the Board in fulfilling the following key responsibilities:-
 - i) Assessing the risk management policies and procedures and internal control;
 - ii) Overseeing financial reporting;
 - iii) Evaluating the internal and external audit process; and
 - iv) Reviewing conflict of interest situations and related party transactions.
- b) Provide assistance to the Board in fulfilling its statutory and fiduciary responsibilities relating to corporate accounting, financial reporting practices, systems of risk management and internal control, the audit processes the Group and in monitoring the Group's Management of business/financial risk processes and accounting and financial reporting practices.
- c) Determine that the Company has adequate administrative, operational, and internal accounting controls and that the Group is operating in accordance with its prescribed procedures, codes of conduct and applicable legal and regulatory requirements.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

B. BOARD COMMITTEES (CONTINUED)

(i) Risk Management and Audit Committee (continued)

- d) Serve as an independent and objective party in the review of the financial information presented by Management for distribution to shareholders and the general public.
- e) Provide direction, counsel and oversight over the internal audit function and the external auditors, to enhance their independence from Management.
- f) Provide assistance to the Board in setting and overseeing the Risk Management Framework of the Group and regularly assessing such Risk Management Framework to ascertain its adequacy and effectiveness.

(ii) Nomination Committee

The Nomination Committee was set up by the Board to ensure it has an appropriate balance, size and the required mix of skills, experience and core competencies to govern the organisation towards achieving its intended goals and objectives. The nomination and election process of Board Members are set out in the Nomination and Election Process of Board Members published in the Company's website.

The members of the Committee are as follows:-

Chairman : Tan Sri Dato' Azizan Bin Husain
(Independent Non-Executive Director)

Members : Lim Keat Sear
(Non-Independent Non-Executive Director)

The Board delegated the annual assessment of effectiveness of the Board as a whole, individual members and its Board Committees to Nomination Committee. Nomination Committee is required to carry out the assessments, at least once per financial year, in accordance with the structured assessment process established by the Board and to report annually assessment of the full Board.

The function of the Nomination Committee are summarised as follows:-

- a) Consider and make recommendations on candidates for directorships proposed by the Managing Director or by any other Executive Directors or Directors or Shareholders;
- b) Recommend to the Board, Directors to fill the seat on Board Committees;
- c) Assess annually the following for recommendation the Board for approval:-
 - performance and effectiveness of the Board as a whole, the committees of the Board and the contribution of each existing individual Director;
 - required mix of skills and experience and other qualities, including core competencies which non-Executive Directors should bring to the Board;
 - re-election of Directors pursuant to the Constitution of the Company and the Companies Act, 2016;
 - independence of the Independent Directors as recommended by the Code.

There was three (3) meetings held during the financial year.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

B. BOARD COMMITTEES (CONTINUED)

(iii) Remuneration Committee

The Remuneration Committee comprises the following members:-

Chairman : Tan Sri Dato' Azizan Bin Husain
(Independent Non-Executive Director)
Members : Lim Keat Sear
(Non-Independent Non-Executive Director)

The function of the Remuneration Committee is to recommend to the Board, the remuneration packages of Managing Director, Executive Directors and any other persons of the Group as the Committee is designated to consider.

The remuneration procedures are set out in the Board Remuneration Policy adopted by Board. The Directors' fees are recommended by the Board and are subject to the approval of the shareholders of the Company at general meeting.

In discharging this responsibility, the Committee has obtained the advice of independent professional consultant on compensation for Top Management and Senior Directors at the expense of the Company.

There were four (4) meetings held during the financial year.

C. REMUNERATION OF DIRECTORS

The aggregate remuneration of Directors for the financial year ended 31 March 2020 are as follows:-

	Directors' fees (RM)		Salaries/ Allowances (RM)	Bonuses (RM)	Benefits- in-kind (RM)	Other emoluments (RM)	Total (RM)
	Company (RM)	Subsidiaries (RM)					
Executive	150,000	180,000	2,288,640	778,720	84,000	617,005	4,098,365
Non-Executive	179,435	-	74,400	-	-	-	253,835

The number of Directors of the Company whose total remuneration fall within the following band:-

Range of Remuneration	Number of Directors	
	Executive	Non-Executive
• Less than RM50,000	Nil	1
• RM50,000 – RM100,000	Nil	2
• RM100,001 – RM150,000	Nil	1
• RM150,001 – RM200,000	Nil	Nil
• RM200,001 – RM250,000	Nil	Nil
• RM250,001 – RM300,000	Nil	Nil
• RM300,001 – RM350,000	Nil	Nil
• More than RM350,000	3	Nil



CORPORATE GOVERNANCE OVERVIEW STATEMENT

D. REMUNERATION OF SENIOR MANAGEMENT

The aggregate remuneration of senior management for the financial year ended 31 March 2020 are as follows:-

	Salaries and other emoluments (RM)	Bonuses (RM)	Benefit- in-kind (RM)	EPF and SOCSSO (RM)	Total (RM)
Senior Management	281,840	81,400	4,800	-	368,040

Range of Remuneration	No. of Senior Management
• Less than RM50,000	Nil
• RM50,000 – RM100,000	Nil
• RM100,001 – RM150,000	1
• RM150,001 – RM200,000	Nil
• RM200,001 – RM250,000	1
• RM250,001 – RM300,000	Nil

E. SUPPLY OF INFORMATION

All Directors are provided with information on a timely basis. The agenda and Board Papers are circulated to the members prior to the meeting and if required, they may request additional information or clarification from the Management. The Board has unrestricted access to any information pertaining to the Group as well as to the advice and services of the Company Secretaries and independent professional advisers whenever appropriate at the Company's expense. Members of the Board are regularly updated on any new statutory and regulatory requirements.

F. RELATIONSHIP WITH SHAREHOLDERS & INVESTORS

Shareholders and investors' relationship is a matter of importance today. Effective communication will help to enhance the confidence of the shareholders and investors towards the Company. The Board communicates information on operations, activities and performance of the Group to the shareholders, investors and public via the following:-

- The Annual Report, which contains the financial and operational review of the Group's business, corporate and financial information and the information on the Board and Committees.
- Various announcements made to Bursa Malaysia Securities Berhad.
- The website of the Company which provides the updated information of the Company such as products and activities.

The AGM represents the principal forum for dialogue and interaction with all shareholders. At each AGM, the Board presents the progress and performance of the Group's business and invites shareholders to participate in the question and answer session.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

G. ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board, assisted by the Risk Management and Audit Committee aims to present a balance and understandable assessment of the Company's financial position and prospects through its annual audited financial statements and quarterly reports.

A statement by the Directors of their responsibilities in relation to the financial statements is set out on page 52 of this Annual Report.

Internal Control and Internal Audit Function

The Board acknowledges the importance of internal control including risk management both in the strategy and operational level. The Board recognises its responsibility for a sound internal control system covering not only financial controls but also operational and compliance control as well as risk management.

The Group's Statement on Risk Management and Internal Control are set out on pages 40 to 46 of this Annual Report. The said Statement has been duly reviewed by the external auditors.

Relationship with Auditors

The Risk Management and Audit Committee maintains a transparent relationship with both internal and external auditors in seeking their professional advice and ensuring compliance with the applicable laws and regulations. The Audit Committee seeks regular assurance on the effectiveness of the internal control system through independent appraisal by the auditors in ensuring compliance with the applicable accounting standard in Malaysia. Liaison and unrestricted communication exist between the Risk Management and Audit Committee and the External Auditors.

In relation to our audit of the financial statements of the Company for the financial year ended 31 March 2020, the External Auditors have maintained their independency in accordance with the By-laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants.

The scope of audit and emphasis are as follows:

- Property, Plant and Equipment
- Inventories
- Trade and other receivables
- Related party transactions
- Other matters

The External Auditors were responsible for planning and performing the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether caused by fraud or error.

Corporate Disclosure

The Company has adopted a Corporate Disclosure Policy to ensure accurate, clear, timely and complete disclosure of material information necessary for informed investing and take reasonable steps to ensure that all who invest in the Company's securities enjoy equal access to such information to avoid an individual or selective disclosure.

Apart from the above, the Company also has implemented a whistle-blowing policy programme. Through this program, employees are encouraged to discreetly disclose concerns about illegal, unethical or improper business conduct within the Company. In this manner, the employees can help the Company to monitor and keep track of such illegal, unethical or improper business conduct within the Company which otherwise may not be easily detected through normal process or transaction.



CORPORATE GOVERNANCE OVERVIEW STATEMENT

G. ACCOUNTABILITY AND AUDIT (CONTINUED)

Corporate Disclosure (continued)

This Policy is designed to facilitate employees to disclose any improper conduct (misconduct or criminal offence) through internal channel. Such misconduct or criminal offences include (but not limited to) the following:

- i. Fraud;
- ii. Corruption and Bribery;
- iii. Abuse of Power;
- iv. Conflict of Interest;
- v. Theft or embezzlement;
- vi. Misuse of Company's Property; and
- vii. Non-Compliance with Procedure

This Policy is for the employees to raise the matters in an independent and unbiased manner. Employees are not required to prove the cases but rather to provide sufficient information for the management to take appropriate steps.

This Policy is administered by the Group's Top Management and overseen by the Risk Management and Audit Committee.

Sustainability Policy

The Board is committed to operate its business in accordance with environmental, social and economic responsibility. These include working within the laws in order to be innovative and demonstrate initiative to meet the requirements of various stakeholders.

The Company strives to achieve sustainable long term balance between meeting its business goals and preserving the environment, its commitments with respect to sustainability are in the areas of workplace, marketplace, community and environment.

The strategies to promote sustainability and its implementation can be found at the Company's website.

H. CORPORATE SOCIAL RESPONSIBILITIES ("CSR")

The Company recognises the importance of CSR and has taken a proactive approach wherever possible to provide monetary and products contributions to governmental departments, non-profitable and charitable organisations.

The Company also organises educational factory tours for various educational and governmental institutions.

Furtherance to the above, in support of the local institutes of higher learning, the Company accepts undergraduates to perform their industrial training in various departments at the factories owned by the Company.

At Company level, the Company hosts its annual dinner for all its local and foreign employees to foster good relationship and harmonious ties between all level of employees of all races and as a token of recognition from the Top Management for the commitment and dedication of the employees.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors (“the Board”) of Oriental Food Industries Holdings Berhad (“the Company” or “OFIH”) acknowledges the importance of maintaining good risk management and internal control system within OFIH and its subsidiaries (collectively, “the Group”) and is pleased to provide the following statement on the state of the risk management and internal control systems which outlines the nature and scope of risk management and internal control systems of the Group for the financial year ended 31 March 2020 and up to the date of approval of this statement disclosed pursuant to Paragraph 15.26(b) of Main Market Listing Requirements and Malaysian Code on Corporate Governance. This statement was prepared by taking into account of the Statement on Risk Management and Internal Control: Guidelines for Director and Listed Issuers (“The Guidelines”) pursuant to Practice Note 9 of Main Market Listing Requirements. The scope of this Statement includes OFIH and all operating subsidiaries.

A. BOARD RESPONSIBILITY

The Board affirms its overall responsibility for maintaining a sound risk management and internal control system and for reviewing their adequacy and effectiveness so as to safeguard all its stakeholders’ interests and protecting the Group’s assets. The Board is responsible to determine the acceptable risk appetite of the Group as well as to articulate and implement risk management and internal control system. The Board delegates the duty of identification, assessment, management of key risks and continuous monitoring and review to Chief Executive Officer who is assisted by Risk & Sustainability Management Team (“RSMT”) with Key Risk & Sustainability Officer (“KRSO”) acting as the Risk Management Function (second line-of-defence). The oversight role to review the adequacy and effectiveness of the risk management and internal control system within the Group is delegated to the Risk Management and Audit Committee by the Board through its terms of reference approved by the Board. Through the Risk Management and Audit Committee, the Board is kept informed of all significant risks and control issues brought to the attention of the Risk Management and Audit Committee by the Chief Executive Officer, Risk & Sustainability Management Team, Key Risk & Sustainability Officer, outsourced internal audit function and External Auditors.

The system of internal controls covers inter-alia, risk identification and assessment as well as financial, operational, environmental and compliance controls. However, in view of the limitations that are inherent in any system of risk management and internal controls, the system of risk management and internal control are designed to manage, rather than to eliminate, the risk of failure to achieve the Group’s business objectives. Accordingly, the system of risk management and internal control can only provide reasonable and not absolute assurance against material misstatement of losses and fraud.

B. RISK MANAGEMENT

The Board recognises that an important element of a sound risk management and internal control system is to have a structured risk management practice put in place to identify, evaluate and manage significant risks (including continuous monitoring and review of existing and emerging key risks) systematically faced by the Group during the financial year under review. The Board had put in place a formal Risk Management Framework with structured risk management structure and processes for the enterprise wide risk management activities that are embedded throughout the Group. In addition, as essential part of the compliance of certification in relation to quality management system ISO 9001:2015, risk-based quality management system is established and maintained to manage organizational quality risks and opportunities in a structured manner.

The principles, practices and process of Risk Management Framework established by the Board are, in material aspects, guided by ISO 31000:2018 – Risk Management Guidelines. Risk Management Framework clearly defines the risk management’s objectives and processes, along with clear roles and responsibilities of the Board, RMAC (the oversight role), RSMT, risk owners, KRSO and Internal Auditors.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

B. RISK MANAGEMENT (CONTINUED)

The duties for the identification, evaluation and management of the key business risk (including continuous monitoring and review of existing and emerging key risks) are delegated to RSMT, led by Chief Executive Officer, during the financial year under review.

The roles and responsibilities of RSMT includes the following:

- a) Implement the risk management policy as approved by the Board;
- b) Implement the risk management process which includes the identification of key risks and devising appropriate action plan(s) in cases where existing controls are ineffective, inadequate or non-existence and communicate methodology to the risk owners;
- c) Ensuring that risk strategies adopted are aligned with the Group's organisational strategies. (e.g. vision/mission, corporate strategies/goals, etc.), risk management policy and process and risk appetite/tolerance;
- d) Continuous review and update of the Key Risk Profiles of the Group due to changes in internal business processes, business strategies or external environment and determination of management action plan, if required; and
- e) Update the Board, through the RMAC, on changes to the Key Risk Profiles on periodical basis (at least on annual basis) or when appropriate (due to significant change to the internal business processes, business strategies or external environment) and the course of action to be taken by management in managing the changes.

While the roles and responsibilities of risk owners, as defined in Risk Management Framework, are as follow:

- a) Manage the risks of the business processes under his/her control;
- b) Continuously identify risks and evaluate existing controls. If controls deemed ineffective, inadequate or non-existent, to establish and implement controls to reduce the likelihood and/or impact;
- c) To report to the RSMT of the emergence of new risks or change in the existing risks by updating the Key Risk Profiles on a timely manner;
- d) To assist the RSMT with the periodic update of the changes in the Key Risks Profile, management action plans and the status of these plans; and
- e) To ensure that staffs working under him/her understand the risk exposure of the relevant process under his/her duty and the importance of the related controls.

The structured risk management process as defined in Risk Management Framework is employed by RSMT and risk owners for risk identification, risk assessment, control identification, risk treatment and control activities. Risk assessment, at gross and residual level, are guided by the likelihood rating and impact rating established based on the risk appetite approved by the Board. Based on the risk management process, Risk and Opportunity Plans (a.k.a. Key Risks Profile) are compiled by the risk owners and reviewed by RSMT with relevant key risks identified and rated based on the agreed risk criteria and rating. Risk and Opportunity Plans are used for the identification of high residual risks which are above the risk appetite of the Group that requires RSMT and the Board's immediate attention and risk treatment (including implementing of appropriate control measures) as well as for future risk monitoring. As an important risk monitoring mechanism, the Risk and Opportunity Plans of the Group as well as assessment and treatment of emerging risks identified at strategic and operational level are reported to the RSMT and RMAC for review and its reporting to the Board.

As an important risk monitoring mechanism, RSMT and risk owners perform review of Risk and Opportunity Plans as well as identification and assessment of emerging risks identified at strategic and operational level on an annual basis or on more frequent basis (if circumstances required) and report to RMAC and the Board on the results of the review and assessment.

During the financial year under review, RSMT conducted a review and assessment exercise whereby existing key business risks of active business operations were reviewed and emerging risks were identified and assessed for incorporation into the Risk and Opportunity Plans for on-going risk monitoring and assessment. The updated Risk and Opportunity Plans were tabled to the RMAC during the financial year under review for its review and deliberation on its adequacy and effectiveness.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

B. RISK MANAGEMENT (CONTINUED)

At strategic level, business plans and business strategies with risks consideration are formulated by Managing Director and Chief Executive Officer and presented to the Board for review to ensure proposed strategies are in line with the Group's risk appetite. Update of the implementation progress of the approved strategies are discussed in subsequent Board meetings for follow-up and review.

At operational level, respective Head of Departments (i.e. risk owners) are responsible for managing the risks within their department. Risk owners are responsible for adequate and effective operational monitoring and management by way of maintaining adequate and effective internal controls and the execution of risks and control procedures on a daily basis. Changes in the key business risks faced by the Group or emergence of new business risks and the corresponding internal controls are discussed during management meetings to determine the risk treatment and implementation of effective controls to manage the risk. Critical and material changes in the key business risks faced by the Group or emergence of new material business risks are escalated to the RSMT and Chief Executive Officer for the decision on the risk treatment and its implementation as well as its reporting to the RMAC and the Board.

The monitoring of the risk management by the Group is enhanced by the internal audits carried out by the internal audit function with specific audit objectives and business risks identified for each internal audit cycle based on the internal plan approved by the RMAC.

The above process has been practiced by the Group for the financial year under review and up to the date of approval of this statement.

C. INTERNAL CONTROL SYSTEM

The key features of the Group's internal control systems are described below:

i. Board of Directors/Board Committees

The role, functions, composition, operation and processes of the Board are guided by formal Board Charter whereby roles and responsibilities of the Board, Chairman and Managing Director are specified to preserve the independence of the Board from the Management.

Board Committees (i.e. RMAC, Remuneration Committee and Nomination Committee) being established to carry out duties and responsibilities delegated by the Board, governed by their respective written terms of reference, including but not limited to, oversight of business performance, financial reporting, risk management and board's remunerations.

Meetings of Board of Directors and respective Board Committees are carried out on scheduled basis to review the performance of the Group, from financial to operational perspective. Business plans and business strategies are proposed by the Managing Director and Chief Executive Officer to the Board for review and approval after taking into account the risk consideration and responses.

ii. Integrity and Ethical Value

The tone from the top on integrity and ethical value are enshrined in formal Code of Conduct established and approved by the Board. The formal code forms the foundation of integrity and ethical value of the Group. Integrity and ethical value expected from the employees are incorporated in the Employee Handbook whereby the ethical behaviours expected from them are stated. Codes of conduct expected from employees to carry out their duties and responsibilities assigned are also established and formalised in the Employee Handbook.

In order to bring the ethical value throughout the Group in line with the Code of Conduct, formal Anti-Bribery and Anti-Corruption Policy had been put in place to prevent the risk of bribery and conflict of interest within the Group and formal Fraud Policy was established to detect and prevent fraud incidents.

Formal Whistle-Blowing Policy is put in place by the Board and overseen by RMAC to provide a channel for employees and other stakeholders to confidentially bring to the attention of the RMAC Chairman any concerns related to matters covered by the Group's Code of Conduct, legal issues and accounting or audit matters.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

C. INTERNAL CONTROL SYSTEM (CONTINUED)

iii. Organisation Structure, Accountability and Authorisation

The Group has a formal organisation structure, with clear lines of reporting and accountability, in place for planning, organising and executing the business operations of the Group to ensure its objectives are met. Formal Human Resource Policy Manual is put in place by the Management to ensure that suitably qualified staff are employed so that the appropriate level of authorities and responsibilities can be delegated while accountability of performance and controls are assigned accordingly to competent staffs to ensure operational efficiency. The establishment and communication of job responsibilities as well as accountability of performance and controls for key positions are further enhanced via the job descriptions established by the Management.

The authorisation requirements for key processes are incorporated in the control documentations and stated in the Group's policies and procedures.

iv. Policies and Procedures

The Group has documented policies and procedures that are periodically reviewed and updated to ensure its relevance to regulate key operations in compliance with its Halal certification, Hazard Analysis and Critical Control Points ("HACCP") certification, International Organisation for Standardisation ("ISO") 9001:2015 – Quality Management System certification and ISO 22000 – Food Safety Management certification and internal control requirements.

v. Human Resource Policy

The Group has put in place formal Human Resource Policy Manual and Employee Handbook throughout the Group to ensure the Group's ability to operate in an effective and efficient manner by employing and retaining adequate competent employees possessing necessary knowledge, skill and experience in order to carry out their duties and responsibilities assigned effectively and efficiently. Training needs of employees are identified annually so that relevant trainings are provided to such employees to upgrade their knowledge and skill sets.

vi. Information and Communication

At operational level, clear reporting lines established across the Group and operation and management reports are prepared for dissemination to relevant personnel for effective communication of critical information (including risk information) throughout the Group for timely decision making and execution in pursuit of the business objectives. Matters that require the Board and Executive Directors' attention are highlighted for review, deliberation and decision on a timely basis.

The Group puts in place effective and efficient information and communication infrastructures and channels, i.e. computerized enterprise resources planning systems, secured intranet, electronic mail system and modern telecommunication, so that operation data (including risk information) and management information can be communicated timely and securely to dedicated personnel within the Group for decision making and for communication with relevant external stakeholders for execution and information collection. Apart from that, relevant financial and management reports are generated for different level of the organization structure for review and decision making. The management and board meetings are held for effective two-way communication of information at different level of management and the Board.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

C. INTERNAL CONTROL SYSTEM (CONTINUED)

vii. Monitoring and Review Activities

- a. Daily management meetings of Head of Departments are held to review operational performance of key divisions/departments within the Group.
- b. Monthly review of the management accounts of the Company and its subsidiaries by the Executive Directors.
- c. Quarterly unaudited financial reports reviewed by RMAC together with management, and subsequently reported to the Board.
- d. Internal audit conducted by the outsourced internal audit function (which is reporting directly to the RMAC) based on key risk areas identified. The outsourced internal audit function assesses the adequacy and effectiveness of risk management and internal control in relation to specific governance, risk and control processes and highlights any potential risks may be posed to the Group to the RMAC based on the results of the audit work performed. Recommendations for improvement are proposed by the outsourced internal audit function to minimise the potential risks identified.
- e. Independent review of compliance with relevant laws and regulations in relation to specific areas of safety, health and environment by independent consultants engaged by the Group and/or relevant regulatory bodies as well as significant control issues highlighted by the external auditors as part of their statutory audits and the monitoring of compliance with ISO certification carried out by internal ISO auditors serve as the fourth-line-of-defence.

D. INTERNAL AUDIT FUNCTION

The Group relies on internal audit function as the third line-of-defence to provide the Board and the Management with the required level of assurance that the governance, risk management, internal control system is operating adequately and effectively in mitigating organisational risks to achieve the Group's corporate objectives and in line with the risk appetite. The Group's internal audit function is outsourced to an independent professional firm, NeedsBridge Advisory Sdn Bhd, which is reporting directly to the RMAC. The appointment and resignation of the outsourced internal audit function as well as the proposed audit fees are subject to review and approval by the RMAC for its reporting to the Board for ultimate approval. RMAC met twice with the outsourced internal function during the financial year under review without the presence of the Executive Directors and management where they are given the opportunity to raise any concern or professional opinion and thus, to be able to exert its functions independently.

The engagement director of the outsourced internal audit function, Mr. Pang Nam Ming, is a Certified Internal Auditor accredited by the Institute of Internal Auditors Global and a professional member of the Institute of Internal Auditors Malaysia. The internal audits are carried out, in material aspects, in accordance with the International Professional Practices Framework established by the Institute of Internal Auditors Global. As at the date of this Statement, the outsourced internal audit function is manned by one (1) engagement director, three (3) senior manager/managers and eight (8) senior consultants/consultants.

The internal audit plan in respect to financial year 31 March 2020 was prepared using risk based approach that takes into consideration of the existing and emergent key business risks identified in the Group's Key Risks Profile, management's input and the assessment of the outsourced internal audit function. Such internal audit plan was presented to RMAC for review before recommending to the Board for approval. Scheduled internal audits were performed by the outsourced internal audit function based on the approved internal audit plan with any subsequent change to the approved plan and scope was referred to RMAC for review and its recommendation to the Board for approval prior to the commencement of the audit.

The internal control review procedures performed by the outsourced internal audit function are designed to understand, document and evaluate risks and related controls to determine the adequacy and effectiveness of governance, risk and control structures and processes and to formulate recommendations for improvement thereon. The internal audit procedures applied principally consist of process evaluations through interviews with relevant personnel involved in the process under review, review of the Standard Operating Procedures and/or process flows provided and observations of the functioning of processes in compliance with results of interviews and/or documented Standard Operating Procedures and/or process flows. Thereafter, walk-through tests for the respective audit areas through the review of the samples selected based on sample size calculated through the use of predetermined formulation, subject to the nature of testing and verification of the samples.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

D. INTERNAL AUDIT FUNCTION (CONTINUED)

During the financial year under review, the outsourced internal audit function conducted review of sales order processing, invoicing and distribution, credit control and collection, sales returns, price development, rebates and discounts, distributor management, advertising and promotion management, salesmen's performance, cash flow planning and management, receipt and deposits, payment and disbursement, physical cash management, operations of bank accounts, bank reconciliations, foreign currency management, commodity price management, portfolio investment management and compliance with applicable of laws and regulations of the business activities under review of the Group's business operations located in Malaysia.

Upon the completion of the internal audit works, internal audit reports which states internal audit findings, recommendations, management responses and action plans were presented by the outsourced internal audit function to the RMAC for review and deliberation during RMAC meeting. Updates on the status of implementation of management action plans as identified in the previous internal audit reports were also presented during the financial year under review to the RMAC to ensure action plans were satisfactorily implemented to address the individual risks associated with the findings. RMAC reported the results of the review and deliberation to the Board in order for the Board to discharge its responsibility to ensure that the risk management and internal controls are in place and working adequately and effectively to manage the risks within the risk appetite of the Group and for regulatory compliance.

The total costs incurred for the outsourced internal audit function for the financial year under review amounted to RM30,000.00.

During the financial year, aside from reporting on the audit findings and the status of agreed management action plans for previous internal audit report, the resources, experience, competency and continuous professional development of the outsourced internal audit function was also reported to RMAC for their review and assessed on the adequacy and effectiveness of the outsourced internal audit function. Based on the above review and reporting mechanism as well as review of the works performed and deliverables by the outsourced internal audit function together with the private sessions with the outsourced internal audit function during the financial year, RMAC is of the view that the scope, functions (including independence), competency, resources, authorities granted to the outsourced internal audit function as well as internal audit plan and processes are adequate to provide RMAC to draw reasonable assurance that governance, risk and control structures and processes of the Group is adequate and effective and that the results of the internal audit plan, processes or investigation undertaken is adequately communicated to RMAC and appropriate actions are taken on the recommendations of the outsourced internal audit function, if any.

In addition to the above, for the purpose of compliance with ISO 9001:2015 and ISO 22000 Quality Management Systems, internal quality audits are carried out by in-house independent personnel and surveillance audit is conducted by an independent certification body to enable assurance of compliance with established ISO procedures to be drawn.

E. ASSURANCE PROVIDED BY THE GROUP MANAGING DIRECTOR AND GROUP CHIEF EXECUTIVE DIRECTOR RESPONSIBLE FOR FINANCIAL MANAGEMENT

In line with the Guidelines, Group Managing Director, being the highest ranking executive in the Company and Group Chief Executive Officer, being the person primarily responsible for the management of the financial affairs of the Company have provided assurance to the Board in writing stating that the Group's risk management and internal control systems have operated adequately and effectively, in all material aspects, to meet the Group's objectives during the financial year under review.



STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

F. OPINION AND CONCLUSION

During the meetings of Board of Directors in the financial year under review, the performances of the Group were reviewed and deliberated by the Board, including, but not limited to, the adequacy and effectiveness of specific risk management and internal control system of the Group put in place to address potential business risks identified by the Board during such reviews and deliberation. Through such reviews by the Board as well as the monitoring and review mechanism stipulated above coupled with the assurance provided by Managing Director and Chief Executive Officer and independent audits conducted by outsourced internal audit function, other professionals and regulatory bodies and reported to the Board, the Board is of the opinion that the risk management and internal control systems are satisfactory and have not resulted in any material losses, contingencies or uncertainties that would require disclosure in the Group's annual report.

The Board is committed towards maintaining an effective risk management and internal control systems throughout the Group and where necessary put in place appropriate plans to further enhance the Group's risk management and internal control systems. Notwithstanding this, the Board will continue to evaluate and manage the significant business risks faced by the Group in order to meet its business objectives in the current and challenging business environment.

G. ASSURANCE PROVIDED BY EXTERNAL AUDITORS

Pursuant to paragraph 15.23 of the Listing Requirements, the External Auditors have reviewed this Risk Management and Internal Control Statement. The review was performed in accordance with Recommended Practice Guide (RPG) 5 (revised): Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report, issued by the Malaysia Institute of Accountants. Based on their review, nothing has come to their attention to cause them to believe the Statement was not prepared, in all material aspects, in accordance with the disclosures required by paragraph 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Public Listed Companies to be set out, nor is factually incorrect.



RISK MANAGEMENT AND AUDIT COMMITTEE REPORT

COMPOSITION

Members

As at the date of this Annual Report, the composition of the Risk Management and Audit Committee ("the Committee") is as follows:

Tan Sri Dato' Azizan Bin Husain
(Member, Independent Non-Executive Director)

Mr Lim Keat Sear
(Member, Non Independent Non-Executive Director)

The current composition of the Risk Management and Audit Committee does not comply with Chapter 15 of the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Main LR") with the sad departures of the late Datuk Jeffrey Ong on 2 August 2019 and the late Mr. Lim Hwa Yu on 5 July 2020, both were Independent Non-Executive Directors of Oriental Food Industries Holdings Berhad.

The Company is in the midst of looking for suitable candidate(s) to fill the vacancy of Independent Non-Executive Director(s) within three (3) months from 5 July 2020 to ensure compliance with Paragraph 15.09(1) and 15.10 of the Main LR of Bursa Securities.

Secretaries

The Secretaries of Oriental Food Industries Holdings Berhad, Ms. Karina Chong Mei Ying, Ms. Chan Sau Leng and Cik Ruzeti Emar Binti Mohd Rosli are also Secretaries of the Committee.

Membership

The Committee shall be appointed by the Board of Directors amongst the Directors of the Company and the following requirements must be met:-

- (a) The Committee must consist of not less than three (3) members;
- (b) The Committee is made up of non-executive directors with the majority of members must be Independent Directors;
- (c) The Chairman of the Committee must be an Independent Director;
- (d) At least one (1) member of the risk management and audit committee –
 - i. must be a member of the Malaysian Institute of Accountants; or
 - ii. if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and:-
 - has passed the examinations specified in Part I of the 1st Schedule of the Accountants Act, 1967;
 - is a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or
 - fulfills such other requirements as prescribed or approved by the Bursa Malaysia Securities Berhad ("Bursa Securities").
- (e) Alternate director shall not be appointed as a member of the Committee.
- (f) The members of the Committee shall elect a chairman from amongst themselves who shall be an independent director.



RISK MANAGEMENT AND AUDIT COMMITTEE REPORT

COMPOSITION (CONTINUED)

Membership (continued)

- (g) In the event of any vacancy in the Committee resulting in the non-compliance of subparagraphs 15.09(1) and 15.10 of the Main LR, the vacancy must be filled within three (3) months.
- (h) The former key audit partner to observe a cooling-off period of at least two (2) years before being appointed as a member of the Risk Management and Audit Committee pursuant to Practice 8.2 of Malaysian Code on Corporate Governance 2017 based on the policy established by the Risk Management and Audit Committee.

TERMS OF REFERENCE

The Board had on 27 May 2019 reviewed the Terms of Reference of the Committee in line with the provisions of the Main LR, and the Malaysian Code on Corporate Governance 2017 and had included the following duties and responsibilities of the Committee, and where appropriate, the Committee shall report to the Board on the following:-

1. To review the maintenance of an effective accounting system and controls in the business process.
2. To review the Company's accounting policies and reporting requirements to ensure compliance with the relevant laws and standards.
3. To review Company's compliance with relevant law and Main LR of Bursa Securities.
4. To review the scope of the external audit and internal audit to ensure no unjustified restrictions are imposed by the Management.
5. To review the assistance given by employees of the Company to the internal and external auditors.
6. To review the adequacy of the scope, functions, competency and resources of the internal audit functions and the necessary authority to carry out its work.
7. To recommend the appointment and remuneration of external auditors.
8. To liaise directly with the external auditors, the Management and the Board as a whole, particularly with regard to the Audit plan and Audit report.
9. To review the findings of internal and external auditors on internal controls and other audit comments.
10. To review the internal audit programme, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal auditors.
11. To review the quarterly results and year-end financial statements, before the approval by the Board of Directors, focusing particularly on:
 - (a) changes in or implementation of major accounting policy changes;
 - (b) significant matters highlighted including financial reporting issues, significant judgments made by the Management, significant and unusual events or transactions, and how these matters are addressed; and
 - (c) compliance with accounting standards and other legal requirement.
12. To review the contents of the Annual Report prior to submission to the Board.
13. To review any related party transaction and conflict of interest situation that may arise within the Company or group including any transaction, procedure or course of conduct that raises questions of management integrity.



RISK MANAGEMENT AND AUDIT COMMITTEE REPORT

TERMS OF REFERENCE (CONTINUED)

14. To review any letter of resignation from the external auditors of the Company.
15. To review whether there is a reason (supposed by grounds) to believe that the Company's external auditors is not suitable for re-appointment.
16. To review the adequacy and effectiveness of risk management, internal control and management information systems, including compliance with applicable laws, rules, corporate governance requirements and guidelines.
17. To review the Group's risk management policy and implementation of the risk management framework.
18. To review and recommend to the Board, the Director's Statement on Risk Management and Internal Control and any changes thereto.

The revised Terms of Reference of the Committee are available for reference on the Company's website at www.ofih.com.my

ACTIVITIES FOR THE FINANCIAL YEAR

During the financial year under review, a total of four (4) meetings were held and full attendance were recorded for members.

Details of the meeting are as provided below:

Meetings

Frequency of Meetings

Meetings shall be conducted at least four (4) times a year, or more frequently as circumstances dictate.

Quorum

A majority of the members, who are Independent Directors, present being not less than two (2), shall form a quorum.

Attendance at Meetings

Six (6) Risk Management and Audit Committee Meetings were held during the financial year ended 31 March 2020. The attendance records of each member are as follows:-

Name	Number of meetings attended
Tan Sri Dato' Azizan Bin Husain	6/6
Mr. Lim Keat Sear (Appointed on 21 October 2019)	4/4
<i>The late Datuk Jeffery Ong Cheng Lock</i> (Demised on 2 August 2019)	1/1
<i>The late Mr. Lim Hwa Yu</i> (Demised on 5 July 2020)	6/6

The Internal Auditors and representatives of the External Auditors would normally attend the meetings. However, when deemed necessary, the Committee may invite the Board members or any other person to be in attendance to assist in its deliberations. The Committee also met with the External Auditors without the presence of the Executive Directors.

The Committee carried out its duties for the year in accordance with its Terms of Reference.

The main duties undertaken by the Committee for the financial year are as follows:



RISK MANAGEMENT AND AUDIT COMMITTEE REPORT

Financial Results

Reviewed the quarterly interim unaudited financial statements and the annual audited financial statements of the Group prior to submission to the Board for its consideration and approval focusing particularly on changes in or implementation of significant accounting policies and compliance with applicable accounting standards approved by the Malaysian Accounting Standards Board ("MASB"), significant matters highlighted including financial reporting matters, unusual events, transactions, judgements made by Management and other legal requirements, and the main factors contributing to the financial performance of the Group in terms of revenue and earnings. Discussed with Management and external auditors, and had obtained reasonable assurances that all changes in significant accounting policies had been implemented; applicable accounting standards approved by MASB, provisions of the Companies Act 2016 and requirements under the Main LR Listing had been complied with; significant matters highlighted by the External Auditors including financial reporting matters, unusual events or transactions had been appropriately addressed; judgements made by Management had been assessed; and impact of any changes to the accounting policies and new accounting standards had been assessed and adopted, where relevant.

Internal Audit

The internal audit function of the Group was outsourced to a professional consulting firm, Needsbridge Advisory Sdn Bhd to undertake independent, objective and systematic reviews of the internal control systems to evaluate its adequacy and effectiveness. The outsourced Internal Auditors conduct the internal audit reviews according to the internal audit plan approved by the Committee.

The Committee carried out the following functions:

- (a) Reviewed and approved the annual audit plan to ensure adequate scope and coverage on the activities of the Group, taking into consideration the assessment of key risk areas and ensured that key and high risk areas were audited annually.
- (b) Reviewed the effectiveness of audit programmes, and the adequacy and suitability of the resource requirements and skill levels of the Internal Auditors for the year and assessed the performance of the Internal Audit Function.
- (c) Reviewed the internal audit reports, audit recommendations made and Management's response to these recommendations and actions taken to improve the system of internal control and procedures recommendations. Where appropriate, the Risk Management and Audit Committee had directed Management to rectify and improve control procedures and workflow processes based on the Internal Auditors' recommendations and suggestions for improvement.
- (d) Monitored the implementation of the audit recommendations to ensure that all key risks and controls had been addressed.
- (e) Reviewed recurrent related party transactions of a revenue or trading nature reports on a quarterly basis for compliance with the review procedures outlined in the Shareholders' Mandate and ensured that the transactions were undertaken on an arm's length basis and on normal commercial terms which were consistent with the Group's usual business practices and policies, and on terms not more favourable to the related parties than those generally available to the public and were not to the detriment of the minority shareholders.
- (f) Reviewed the Statement on Risk Management and Internal Control which provided an overview of the state of internal controls within the Group prior to the Board's approval for inclusion in the Annual Report. The Statement on Risk Management and Internal Control which had been reviewed by the External Auditors is set out on pages 40 to 46 of this Annual Report. The Committee was satisfied that the system of risk management and internal control in place throughout the Group as described in the Statement on Risk Management and Internal Control, was sound and effective, providing reasonable assurance that the structure and operation of controls were appropriate for the Group's operations. The Committee also acknowledged that implementation measures were continuously taken to strengthen the system of risk management and internal control so as to safeguard the interests of stakeholders including shareholders' investments, and the Group's assets.
- (g) Approved a budget of RM26,000 for the Internal Audit Function to effectively carry out its audit plan for the financial year ended 31 March 2020.
- (h) Approved the Risk Management and Audit Committee Report and recommended the same for Board's approval for inclusion in the Annual Report.



RISK MANAGEMENT AND AUDIT COMMITTEE REPORT

External Audit

- (a) Reviewed and discussed with External Auditors the audit planning memorandum covering the audit objectives and approach, audit plan, key audit areas and relevant technical pronouncements and accounting standards issued by MASB, and regulating requirements applicable to the Group; and the processes and controls in place to ensure effective and efficient financial reporting and disclosures under the financial reporting standards.
- (b) Reviewed and discussed with External Auditors the results of the audit and the audit report in particular, significant accounting issues arising from the external audit and their opinion on the financial statements of the Group and of the Company.
- (c) Reviewed with External Auditors the memorandum of comments and recommendations arising from their study and evaluation of the system of internal and accounting controls together with Management's response to the findings of the External Auditors and ensured where appropriate, that necessary corrective actions had been taken by Management.
- (d) Evaluated the performance and assessed the suitability and independence of the External Auditors during the year in accordance with the policies and procedures in place, vide a set of questionnaires covering the calibre of the external audit firm; quality of processes and performance; skills and expertise including industrial knowledge; independence and objectivity; audit scope and planning; audit fees; and their communications with the Risk Management and Audit Committee. The Risk Management and Audit Committee had received from the External Auditors written confirmation on their independence and disclosed their policies on independence, safeguards and procedures to address threats or perceived threats to their independence and objectivity, and that they were in compliance with the independence requirements set out in the By-Laws (On Professional Ethics, Conduct and Practice) for Professional Accountants (By-Laws) as adopted by the Malaysian Institute of Accountants.
- (e) Recommended to the Board the re-appointment of the External Auditors and their remuneration.
- (f) Reviewed and discussed the non-audit fees in respect of services rendered by the External Auditors. The non-audit fees for the financial year ended 31 March 2020 amounted to RM5,000.
- (g) Convened two (2) meetings with the External Auditors without executive Board members and Management being present to discuss matters in relation to their review.

Compliance Management

Compliance with laws, regulations, codes and standards.

Risk Management

- a) The Committee monitored the year-to-date progress on the achievement of the Company by reviewing the performance of the Company on a quarterly basis. The Audit and Risk Management Committee sought understanding from the Risk Management Team ("RMT") on the identified risk of each department and to prepare the necessary management action plan to tackle the risks identified.
- b) The Committee provided assurance to the Board on the risk reporting and review activities that took place during the financial year.

Related Party Transactions

- (a) Reviewed related party transactions entered into by the Group and ensured that the transactions undertaken were in the best interest of the Group, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders, and recommended the same for approval of the Board.
- (b) Reviewed the annual Shareholders' Mandate in relation to recurrent related party transactions of a revenue or trading nature for shareholders' approval to undertake transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of the Group with related parties ("RRPTs"). The Committee ensured that the review procedures were sufficient to ensure that the RRPTs were not more favourable to the related parties than those generally available to the public and were not to the detriment of the minority shareholders and that the Group had in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and such procedures and processes were reviewed on a yearly basis or whenever the need arose. The Management had given assurance to the Committee that related party transactions and mandate for recurrent related party transactions were in compliance with the Main LR and the Group's policies and procedures.



STATEMENT OF DIRECTORS' RESPONSIBILITY

As required under the Companies Act, 2016, the Directors of Oriental Food Industries Holdings Berhad have made a statement expressing an opinion on the financial statements. The Board is of the opinion that the financial statements have been drawn up in accordance with applicable approved accounting standards in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company for the financial year ended 31 March 2020.

In preparing the financial statements for the financial year ended 31 March 2020, the Directors have:

- Adopted suitable accounting policies and practices to ensure that they were consistently applied throughout the year;
- Made judgements and estimates that are prudent and reasonable;
- Ensured all applicable accounting standards have been followed, subject to any material departure and explained in the financial statements; and
- Prepared the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

Additionally, the Directors relied on the system of internal controls to ensure that the information generated for the preparation of the financial statements from the underlying accounting records is accurate and reliable.

This statement is made in accordance with a resolution of the Board of Directors dated 24 July 2020.



FINANCIAL STATEMENTS

54	Directors' Report
58	Statement by Directors
58	Statutory Declaration
59	Independent Auditors' Report
63	Statements of Comprehensive Income
64	Statements of Financial Position
66	Statements of Changes in Equity
67	Statements of Cash Flows
69	Notes to the Financial Statements



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 March 2020.

PRINCIPAL ACTIVITY

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out in Note 12 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	The Group RM	The Company RM
Profit after taxation for the financial year	10,019,227	4,446,792

DIVIDENDS

Dividends paid or declared by the Company since 31 March 2019 are as follows:-

	RM
<u>In respect of the financial year ended 31 March 2019:</u>	
A final dividend of 0.70 sen per ordinary share, paid on 12 July 2019	1,680,000
<u>In respect of the financial year ended 31 March 2020:</u>	
A first interim dividend of 0.30 sen per ordinary share, paid on 7 October 2019	720,000
A second interim dividend of 0.30 sen per ordinary share, paid on 8 January 2020	720,000
A third interim dividend of 0.50 sen per ordinary share, paid on 3 April 2020	1,200,000
	<u>4,320,000</u>

On 25 June 2020, the directors declared a fourth interim single-tier dividend of 0.40 sen per ordinary share in respect of the financial year ended 31 March 2020 on 240,000,000 ordinary shares, amounting to approximately RM960,000 which is payable on 30 July 2020. The financial statements for the current financial year do not reflect this dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 March 2021.



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:-

Y. Bhg. Tan Sri Dato' Azizan bin Husain
 Datuk Seri Son Chen Chuan*
 Datuk Son Tong Leong*
 Datuk Son Tong Eng*
 Lim Keat Sear
 Lim Hwa Yu (demised on 5 July 2020)
 Datuk Jeffery Ong Cheng Lock (demised on 2 August 2019)

* Directors of the Company and its subsidiaries.

DIRECTORS' INTEREST

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:

<i>The Company</i>	1.4.2019	Number of ordinary shares		31.3.2020
		Bought	Sold	
<i>Direct interest</i>				
Datuk Seri Son Chen Chuan	73,229,532	400,000	-	73,629,532
Datuk Son Tong Leong	5,774,700	1,372,200	-	7,146,900
Datuk Son Tong Eng	5,470,496	2,900	-	5,473,396
Lim Keat Sear	2,935,012	-	-	2,935,012
<i>Indirect interest</i>				
Datuk Seri Son Chen Chuan*	29,515,792	6,008,800	(2,100,000)	33,424,592
Lim Keat Sear^	54,999,096	-	(2,100,000)	52,899,096

* Deemed interested by virtue of his direct shareholdings in Apendo Capital Sdn. Bhd. and Summer Legend Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 ("the Act") and the shares held by child pursuant to Section 59(11)(c) of the Act.

^ Deemed interested by virtue of his direct shareholdings in Syarikat Perniagaan Chong Mah Sdn. Bhd., Summer Legend Sdn. Bhd. and Thung Shung (M) Sdn. Bhd. pursuant to Section 8 of the Act.

By virtue of their shareholdings in the Company, Datuk Seri Son Chen Chuan and Lim Keat Sear are deemed to have interests in shares in its related corporations during the financial year to the extent of the Companies' interests, in accordance with Section 8 of the Act.

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 a benefit included in the aggregate amount of remuneration received or due and receivable by directors shown in the financial statements, or the fixed salary of a full-time employee of the Company or related corporations) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 34 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 disclosed in Note 33 to the financial statements.

INDEMNITY AND INSURANCE COST

During the financial year, the total amount of indemnity coverage and insurance premium paid for the directors and certain officers of the Company were RM9,650,000 and RM14,000 respectively.

There was no indemnity given to or professional indemnity insurance affected for the auditors of the Company.

ISSUE OF SHARES AND DEBENTURES

During the financial year:-

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

OTHER STATUTORY INFORMATION

- (a) Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps:
 - (i) 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; and
 - (ii) 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.
- (b) At the date of this report, the directors are not aware of any circumstances which would require:
 - (i) 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; and
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.



DIRECTORS' REPORT

OTHER STATUTORY INFORMATION (CONTINUED)

- (c) At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) At the date of this report, there does not exist:
 - (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the directors:
 - (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may substantially affect the ability of the Group or of the Company to meet their obligations when they fall due; and
 - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 12 to the financial statements.

SIGNIFICANT EVENT OCCURRING AFTER THE REPORTING PERIOD

The significant event occurring after the reporting period is disclosed in Note 39 to the financial statements.

AUDITORS

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

The auditors' remuneration are disclosed in Note 8 to the financial statements.

Signed in accordance with a resolution of the directors dated 24 July 2020.

Datuk Seri Son Chen Chuan

Datuk Son Tong Leong



STATEMENT BY DIRECTORS

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

We, Datuk Seri Son Chen Chuan and Datuk Son Tong Leong, being two of the directors of Oriental Food Industries Holdings Berhad, state that, in the opinion of the directors, the financial statements set out on pages 63 to 117 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2020 and of their financial performance and cash flows for the financial year ended on that date.

Signed in accordance with a resolution of the directors dated 24 July 2020.

Datuk Seri Son Chen Chuan

Datuk Son Tong Leong

STATUTORY DECLARATION

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

I, Datuk Son Tong Leong, being the director primarily responsible for the financial management of Oriental Food Industries Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 63 to 117 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
Datuk Son Tong Leong, NRIC Number: 700207-04-5183
at Melaka
in the State of Melaka
on this 24 July 2020

Datuk Son Tong Leong

Before me



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
(INCORPORATED IN MALAYSIA) REGISTRATION NO: 199601017418 (389769-M)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Oriental Food Industries Holdings Berhad, which comprise the statements of financial position as at 31 March 2020 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 63 to 117.

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 March 2020, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for 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 audit 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 Boards for Accountants' *Code of Ethics for Professional Accountants* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Key Audit Matters

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



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
(INCORPORATED IN MALAYSIA) REGISTRATION NO: 199601017418 (389769-M)

Key Audit Matters (continued)

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

Use of estimates in revenue recognition arising from advertising and promotional expenses claimed by customers Refer to Note 3.1(f) and Note 3.20 to the financial statements	
Key Audit Matter	How our audit addressed the key audit matter
<p>The Group incurs advertising and promotional expenses to support, promote and develop the Group's brands. There are various types of arrangements with the customers for the advertising and promotional activities. Some of the arrangements are based on sales target and agreed rates ("trading term arrangements") and others are based on planned and agreed advertising and promotional activities on a yearly basis;</p> <p>We have identified this area as one of the key audit matter due to the diverse variety of trading term arrangements and the range of agreed rates, which it involves significant judgement in ascertaining the nature and classification of the advertising and promotional expenses; and</p> <p>The abovementioned is also disclosed in Note 3.1(f) to the financial statements as one of the key assumptions used by management under the section of Key Sources of Estimation Uncertainty.</p>	<p>We have performed the following audit procedures, among others:</p> <ul style="list-style-type: none"> • Evaluated and tested the operating effectiveness of controls in relation to the authorisation of promotional activities and the determination of year end estimation; • Evaluated historical accuracy of the provisions for the planned and agreed advertising and promotional activities by considering the consistency of the Directors' judgement for recognising the provision and examined the utilisation or release of previously recorded provisions to the actual usage/ consumption of the advertising and promotional activities; and • Tested the provision of unclaimed advertising and promotional expenses to subsequent claims after the year end.

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 the 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 the 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.



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD (INCORPORATED IN MALAYSIA) REGISTRATION NO: 199601017418 (389769-M)

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

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

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

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



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
(INCORPORATED IN MALAYSIA) REGISTRATION NO: 199601017418 (389769-M)

OTHER MATTERS

1. The financial statements of the Group and of the Company for the financial year ended 31 March 2019 were audited by another firm of chartered accountants, whose report dated 24 July 2019 expressed an unqualified opinion on those financial statements.
2. 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

Melaka
24 July 2020

Piong Yew Peng
03070/06/2021 J
Chartered Accountant



STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
Revenue	4	266,909,954	286,548,117	5,156,070	4,321,067
Cost of sales		(221,566,727)	(235,292,836)	-	-
Gross profit		45,343,227	51,255,281	5,156,070	4,321,067
Other income	5	1,676,789	2,714,550	278	172
General and administrative expenses		47,020,016	53,969,831	5,156,348	4,321,239
Selling and distribution expenses		(17,915,432)	(20,894,840)	(709,496)	(816,021)
Finance costs	6	(14,762,486)	(14,661,108)	-	-
Net impairment losses on financial assets	7	(843,753)	(1,061,459)	-	-
		(798,907)	1,200,672	-	-
Profit before taxation	8	12,699,438	18,553,096	4,446,852	3,505,218
Income tax expense	10	(2,680,211)	(4,333,726)	(60)	(24)
Profit after taxation		10,019,227	14,219,370	4,446,792	3,505,194
Other comprehensive income					
<u>Items that will be reclassified</u>					
<u>subsequently to profit or loss</u>					
Fair value changes of equity investments		(320,402)	(345,963)	-	-
Total comprehensive income for the financial year		9,698,825	13,873,407	4,446,792	3,505,194
Profit after taxation attributable to:-					
Owners of the Company		10,019,227	14,219,370	4,446,792	3,505,194
Total comprehensive income attributable to:-					
Owners of the Company		9,698,825	13,873,407	4,446,792	3,505,194
Earnings per share (sen)					
Basic/Diluted	11	4.17	5.92		

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



STATEMENTS OF FINANCIAL POSITION

AT 31 MARCH 2020

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
Assets					
Non-current assets					
Investment in subsidiaries	12	-	-	125,468,751	125,468,751
Property, plant and equipment	13	117,661,560	141,710,889	-	-
Right-of-use assets	14	17,608,184	-	-	-
Investment properties	15	4,256,339	4,152,549	-	-
Land held for property development	16	961,569	961,569	-	-
Investment securities	17	1,967,178	2,287,580	-	-
Deferred tax assets	27	2,097,100	840,047	-	-
		144,551,930	149,952,634	125,468,751	125,468,751
Current assets					
Inventories	18	35,959,641	38,240,307	-	-
Right of return asset	4	352,122	429,976	-	-
Trade receivables	19	36,976,045	43,626,189	-	-
Other receivables, deposits and prepayments	20	13,062,374	11,294,143	1,233,734	10,637
Current tax assets		3,115,847	3,894,306	2,737	1,108
Fixed deposits with a licensed bank	21	27,761	26,905	-	-
Short-term investments	22	3,006,351	1,416	-	-
Cash and bank balances		11,732,949	9,431,677	179,762	89,275
		104,233,090	106,944,919	1,416,233	101,020
Total assets		248,785,020	256,897,553	126,884,984	125,569,771
Equity and liabilities					
Equity attributable to owners of the parent					
Share capital	23	120,000,000	120,000,000	120,000,000	120,000,000
Fair value reserve	24	1,594,740	1,915,142	-	-
Retained earnings		73,341,180	67,682,641	5,264,710	5,137,918
Total equity		194,935,920	189,597,783	125,264,710	125,137,918



STATEMENTS OF FINANCIAL POSITION

AT 31 MARCH 2020

	Note	The Group		The Company	
		2020 RM	2019 RM	2020 RM	2019 RM
Non-current liabilities					
Lease liabilities	25	102,991	-	-	-
Loans and borrowings	26	9,538,100	14,499,590	-	-
Deferred tax liabilities	27	10,072,900	8,394,031	-	-
		19,713,991	22,893,621	-	-
Current liabilities					
Trade payables	28	19,530,134	24,906,490	-	-
Refund liabilities	4	1,246,294	1,054,418	-	-
Contract liabilities	29	641,680	1,918,520	-	-
Other payables and accruals	30	6,812,579	5,191,308	1,620,274	431,853
Lease liabilities	25	214,159	-	-	-
Loans and borrowings	26	4,891,376	11,300,172	-	-
Current tax liabilities		798,887	35,241	-	-
		34,135,109	44,406,149	1,620,274	431,853
Total liabilities		53,849,100	67,299,770	1,620,274	431,853
Total equity and liabilities		248,785,020	256,897,553	126,884,984	125,569,771

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



STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

The Group	Note	Share Capital RM	Fair Value Reserve RM	Retained Earnings RM	Total Equity RM
At 1 April 2018		120,000,000	2,261,105	57,063,271	179,324,376
Profit after taxation/ Total comprehensive income for the financial year		-	(345,963)	14,219,370	13,873,407
Dividends paid	31	-	-	(3,600,000)	(3,600,000)
At 31 March 2019/1 April 2019		120,000,000	1,915,142	67,682,641	189,597,783
Initial application of MFRS 16	40(b)	-	-	(40,688)	(40,688)
At 1 April 2019 (restated)		120,000,000	1,915,142	67,641,953	189,557,095
Profit after taxation/ Total comprehensive income for the financial year		-	(320,402)	10,019,227	9,698,825
Dividends paid	31	-	-	(4,320,000)	(4,320,000)
At 31 March 2020		120,000,000	1,594,740	73,341,180	194,935,920

The Company	Note	Share Capital RM	Retained Earnings RM	Total Equity RM
At 1 April 2018		120,000,000	5,232,724	125,232,724
Profit after taxation/ Total comprehensive income for the financial year		-	3,505,194	3,505,194
Dividends paid	31	-	(3,600,000)	(3,600,000)
At 31 March 2019/1 April 2019		120,000,000	5,137,918	125,137,918
Profit after taxation/ Total comprehensive income for the financial year		-	4,446,792	4,446,792
Dividends paid	31	-	(4,320,000)	(4,320,000)
At 31 March 2020		120,000,000	5,264,710	125,264,710

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



STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Cash flows from operating activities				
Profit before taxation	12,699,438	18,553,096	4,446,852	3,505,218
Adjustments for:				
Depreciation of property, plant and equipment	11,806,329	11,805,455	-	-
Depreciation of investment properties	101,418	151,391	-	-
Depreciation of right-of-use assets	700,213	-	-	-
Interest expense	829,227	1,061,459	-	-
Interest expense on lease liabilities	14,526	-	-	-
Interest income	(39,208)	(13,445)	(278)	(172)
Inventories written off	1,205,525	1,405,329	-	-
Gain on disposal of property, plant and equipment	(128,488)	(112,762)	-	-
Property, plant and equipment written off	1	-	-	-
Impairment losses on trade receivables	1,094,337	38,932	-	-
Reversal of impairment loss on trade receivable	(295,430)	(1,239,604)	-	-
Unrealised gain on foreign exchange	(1,233,722)	(758,560)	-	-
Operating profit before working capital changes	26,754,166	30,891,291	4,446,574	3,505,046
Decrease/(Increase) in inventories and right of return assets	1,152,995	(11,495,534)	-	-
Decrease/(Increase) in receivables	5,551,551	4,473,724	(1,223,097)	1,237,171
(Decrease)/Increase in payables and refund liabilities	(5,139,811)	(4,606,156)	1,188,421	48,704
Cash from operations	28,318,901	19,263,325	4,411,898	4,790,921
Income tax paid	(1,395,238)	(1,867,440)	(1,689)	(5,267)
Income tax refunded	678,947	323,310	-	27,678
Net cash from operating activities	27,602,610	17,719,195	4,410,209	4,813,332



STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

		The Group		The Company	
	Note	2020 RM	2019 RM	2020 RM	2019 RM
Cash flows (for)/from investing activities					
Purchase of property, plant and equipment		(5,725,317)	(8,183,641)	-	-
Advances to suppliers of property, plant and equipment		(524,283)	(3,048,200)	-	-
Proceeds from disposal of property, plant and equipment		265,670	112,774	-	-
Interest received		39,208	13,445	278	172
Net cash (for)/from investing activities		(5,944,722)	(11,105,622)	278	172
Cash flows for financing activities					
Dividends paid	31	(4,320,000)	(4,800,000)	(4,320,000)	(4,800,000)
Interest paid		(843,753)	(1,061,459)	-	-
Proceeds from loans and borrowings	32(b)	-	9,160,980	-	-
Repayment of loans and borrowings	32(b)	(9,380,449)	(5,120,382)	-	-
Repayment of lease liabilities	32(b)	(413,009)	-	-	-
Net cash for financing activities		(14,957,211)	(1,820,861)	(4,320,000)	(4,800,000)
Net increase in cash and cash equivalents		6,700,677	4,792,712	90,487	13,504
Effects of foreign exchange translation		596,223	167,265	-	-
Cash and cash equivalents at beginning of the financial year		7,470,161	2,510,184	89,275	75,771
Cash and cash equivalents at end of the financial year	32(d)	14,767,061	7,470,161	179,762	89,275

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

1. General information

The Company is a public limited liability company, incorporated and domiciled in Malaysia. The Company is listed on the Main Market of Bursa Malaysia Securities Berhad. The principal place of business is located at No. 65, Jalan Usaha 7, Ayer Keroh Industrial Estate, 75450 Melaka.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out in Note 12 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 24 July 2020.

2. 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.

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

MFRSs and IC Interpretations (Including The Consequential Amendments)

MFRS 16 Leases

IC Interpretation 23 Uncertainty Over Income Tax Treatments

Amendments to MFRS 9: Prepayment Features with Negative Compensation

Amendments to MFRS 119: Plan Amendment, Curtailment or Settlement

Amendments to MFRS 128: Long-term Interests in Associates and Joint Ventures

Annual Improvements to MFRS Standards 2015 – 2017 Cycles

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

MFRS 16 Leases

MFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and replaced the previous guidance on lease accounting. Under MFRS 16, the classification of leases as either finance leases or operating leases is eliminated for lessees. All lessees are required to recognise their lease assets and the related lease obligations in the statement of financial position (with limited exceptions) as right-of-use assets and lease liabilities respectively. The right-of-use assets are subject to depreciation and the interest on lease liabilities are calculated using the effective interest method. The impacts on the financial statements of the Group and of the Company upon its initial application of MFRS 16 are disclosed in Note 40 to the financial statements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

2. Basis of preparation (continued)

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

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

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

3. Significant accounting policies

3.1 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.

(b) Write-down of Inventories

Reviews are made periodically by management on damaged, obsolete and slow-moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.1 Critical accounting estimates and judgements (continued)

Key Sources of Estimation Uncertainty (continued)

(c) Impairment of Trade Receivables

The Group uses the simplified approach to estimate a lifetime expected credit loss allowance for all trade receivables. 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.

(d) Impairment of Non-Trade Receivables

The loss allowances for non-trade financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting appropriate inputs to the impairment calculation, based on the past payment trends, existing market conditions as well as forward-looking estimates at the end of each reporting period.

(e) 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.

(f) Estimating variable consideration for returns, rebates, discounts and advertising and promotional expenses

The Group estimates variable considerations to be included in the transaction price for the sale of goods with rights of returns, rebates, discounts and advertising and promotional expenses.

The Group developed a statistical model for forecasting sales returns, rebates, discounts and advertising and promotional expenses. The model used the historical data of each product to come up with expected percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical pattern will impact the expected percentages estimated by the Group.

The Group updates its assessment of expected returns, rebates, discounts and advertising and promotional expenses annually and the refund liabilities are adjusted accordingly. Estimates of expected returns, rebates, discounts and advertising and promotional expenses are sensitive to changes in circumstances and the Group's past experience may not be representative of customers' actual returns, rebates, discounts and advertising and promotional expenses in the future.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.1 Critical accounting estimates and judgements (continued)

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 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) Revenue from contracts with customers

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

(i) Identifying performance obligations in a bundled sale of goods and delivery services

The Group provides delivery services that are bundled together with the sale of goods to a customer. The delivery services are a promise to transfer services in the future and are part of the negotiated exchange between the Group and the customer.

The Group determined that both the goods and delivery of services are capable of being distinct. The Group also determined that the promises to transfer the goods and to provide delivery services are distinct within the context of the contract. The goods and delivery services are not inputs to a combined item in the contract. The Group is not providing a significant integration service because the presence of the goods and delivery services together in this contract do not result in any additional or combined functionality and neither the goods nor the delivery services modify or customise the other. In addition, the goods and delivery services are not highly interdependent or highly interrelated, because the Group would be able to transfer the goods even if the customer declined delivery.

However, the identification of delivery services as a separate deliverable of bundled sales did not have any material impact on the amount and timing of revenue recognised and hence, these services are bundled together with the sale of goods to a customer and the Group accounted for the bundled sales as one deliverable and recognised revenue at a point in time.

(ii) Determining method to estimate variable consideration and assessing the constraint

Certain sale of goods include a right of return, rebates and discounts that give rise to variable consideration. In estimating the variable consideration, the Group is required to use either the expected value method or the most likely amount method based on which method better predicts the amount of consideration to which it will be entitled.

The Group determined that the expected value method is the appropriate method to use in estimating the variable consideration for the sale of goods with rights of return.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained. The Group determined that the estimates of variable consideration are not constrained based on its historical experience.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.2 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 combination. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

(a) Business combinations

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

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

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

(b) 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 consideration paid or received is recognised directly in equity of the Group.

(c) 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:-

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.2 Basis of consolidation (continued)

(c) Loss of control (continued)

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 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3.3 Functional and Presentation Currency

(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 Group'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.

3.4 Financial instruments

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

Financial instruments are classified as financial assets, financial liabilities or equity instruments in accordance with the substance of the contractual arrangement and their definitions in MFRS 132. Interest, dividends, gains and losses relating to a financial instrument classified as 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 – Revenue from Contracts with Customers at inception). Transaction costs that are directly attributable to the acquisition or issue of the financial instrument (other than a financial instrument at fair value through profit or loss) are added to/deducted from the fair value on initial recognition, as appropriate. Transaction costs on the financial instrument at fair value through profit or loss are recognised immediately in profit or loss.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.4 Financial instruments (continued)

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

(a) Financial assets

All recognised financial assets are measured subsequently in their entirety at either amortised 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.

(iii) Fair Value through Profit or Loss

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

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

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.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.4 Financial instruments (continued)

(b) Financial liabilities

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

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

(ii) Other Financial Liabilities

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

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

(c) Equity instruments

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

Ordinary Shares

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

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

(d) 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.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.5 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.

3.6 Investment properties

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

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

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

Depreciation is charged to profit or loss on a straight-line method over the estimated useful lives of the investment properties. The estimated useful lives of the investment properties are within 93 years to 99 years.

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

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

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

3.7 Property, plant and equipment

All items of property, plant and equipment are initially measured at cost. Cost includes expenditures that are directly attributable to the acquisition of the assets 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 other than freehold land, are stated at cost less accumulated depreciation and any impairment losses.

Freehold land is stated at cost less any impairment losses. Leasehold land and buildings are stated at cost less accumulated depreciation and any impairment losses.

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.7 Property, plant and equipment (continued)

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 a straight-line method to write off the depreciable amount of the assets over their estimated useful lives. Depreciation of an asset does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. The principal annual rates used for this purpose are:-

Leasehold land	Not applicable (2019 - 53 to 99 years)
Buildings	50 years
Plant and machinery	10 to 20 years
Other assets	5 to 10 years

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

The depreciation method, useful 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.

3.8 Leases

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.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.8 Leases (continued)

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.

Accounting Policies Applied Until 31 March 2019

Operating Leases

All leases that do not transfer substantially to the Group all the risks and rewards incidental to ownership are classified as operating leases and, the leased assets are not recognised on the statement of financial position of the Group.

Payments made under operating leases are recognised as an expense in the profit or loss on a straight-line method over the term of the lease. Lease incentives received are recognised as a reduction of rental expense over the lease term on a straight-line method. Contingent rentals are charged to profit or loss in the reporting period in which they are incurred.

3.9 Land held for property development

Land held for property development represents right-of-use asset (leasehold land) on which development activities are not expected to be completed within the normal operating cycle.

Land held for property development is stated at the lower of cost and net realisable value.

The cost comprises specifically identified cost, including cost associated to the purchase of land and an appropriate of common infrastructure costs.

Net realisable value represents the estimated selling price of intended properties that to be developed less the estimated costs of completion and the estimated costs necessary in selling the properties. If future development layout plan is not available, the replacement cost of the land held for property development will be the best available measure of the net realisable value.

Land held for property development is transferred to property development cost category when development activities have commenced and are expected to be completed within the normal operating cycle.

3.10 Borrowing costs

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.11 Inventories

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

Cost incurred in bringing each product to its present location and condition are accounted for as follows:

(a) Raw Materials

Raw materials consists of purchase cost on a weighted average basis;

(b) Finished goods and work in progress

Finished goods and work in progress consists of cost of direct materials and labour and a portion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs.

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

3.12 Contract liability

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.

3.13 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 purposes of the statement of cash flows, cash and cash equivalents are presents net of bank overdrafts.

3.14 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 and trade receivables.

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 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 MARCH 2020

3. Significant accounting policies (continued)

3.14 Impairment (continued)

(a) Impairment of financial assets (continued)

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 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 immediately.

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

3.15 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.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.16 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.

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.

3.17 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.

3.18 Earning 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.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.19 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.

3.20 Revenue from contracts with customers

The Company is in the business of investment holding while the Group is in the business of manufacturing and sales of snack food and confectioneries and property development. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

(a) Sales of goods and property

Revenue from sales of snack food and confectioneries is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The normal credit term is 30 to 120 days upon delivery.

Revenue from property development is recognised as and when the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time.

The Group recognises sales of property at a point in time for the sale of completed properties, when the control of the properties has been transferred to the purchasers, being when the properties have been completed and delivered to the customers.

If control of the property transfers over time, revenue is recognised over the period of the contract by using input method which is based on cost incurred to-date relative to the total expected cost to the satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.20 Revenue from contracts with customers (continued)

(a) Sales of goods and property (continued)

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g. warranties) in determining the transaction price for the sale of goods, the Group considers the effect of variable considerations, the existence of significant financing component, non cash consideration and consideration payable to the customer, if any.

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Right of returns

The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in MFRS 15 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability. A right of return asset (and corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.

Rebates and discounts

The Group provide a restropective volume rebates, prompt payment discounts and other discounts to customers. Rebates and discounts are offset against amount payable by the customer. To estimate the variable consideration for the expected future rebates and discounts, the Group applies the expected value method. The Group then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

(ii) Significant financing component

Generally, the Group receives short-term advances from its customers. Using the practical expedient in MFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the promised of transfer goods to the customer and when the customer pays for that goods will be one year or less.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

3. Significant accounting policies (continued)

3.20 Revenue from contracts with customers (continued)

(b) Contract balances

(i) Contract assets

A contract asset is the right to consideration in exchange for goods or services to customer. If the Group performs by transferring goods or services to the customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

(ii) Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e only the passage of time is required before payment of the consideration is due).

(iii) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfer goods or services to the customer, a contract liability is recognised when the payment is made of the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

(c) Assets and liabilities arising from rights of return

(i) Right of return assets

Right of return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

(ii) Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of the financial year.

3.21 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.

(c) Dividend income

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

4. Revenue

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
<u>Revenue from contracts with customers</u>				
Sales of snack food and confectioneries	266,909,954	286,548,117	-	-
<u>Revenue from other sources</u>				
Dividend income	-	-	5,156,070	4,321,067
	266,909,954	286,548,117	5,156,070	4,321,067
<u>Right of return assets and refund liabilities</u>				
Right of return assets	352,122	429,976	-	-
Refund liabilities				
- Arising from rights of return	1,246,294	1,054,418	-	-

5. Other income

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Fair value gain on money market fund	4,935	51	-	-
Gain on foreign currency exchange				
- realised	-	651,013	-	-
- unrealised	1,233,722	758,560	-	-
Gain on disposal of property, plant and equipment	128,488	112,762	-	-
Interest income	39,208	13,445	278	172
Miscellaneous income	18,886	613,429	-	-
Insurance claims	-	378,990	-	-
Lease income:				
- rental income from investment properties	251,550	186,300	-	-
	1,676,789	2,714,550	278	172

6. Finance costs

	The Group	
	2020 RM	2019 RM
Interest expense on financial liabilities that are not at fair value through profit or loss:-		
- Term loans	784,717	756,191
- Bank overdrafts	4,189	234,251
- Banker's acceptance	40,321	71,017
- Lease liabilities	14,526	-
	843,753	1,061,459



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

7. Net impairment losses on financial assets

	The Group	
	2020 RM	2019 RM
Impairment losses:-		
- Trade receivables (Note 19)	1,094,337	38,932
Reversal of impairment losses:-		
- Trade receivables (Note 19)	(295,430)	(1,239,604)
	798,907	(1,200,672)

8. Profit before taxation

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Profit before taxation is arrived at after charging:-				
Auditors' remuneration:				
- audit fee	113,000	107,000	30,000	38,000
- non-audit fee	5,000	5,000	5,000	5,000
Depreciation:				
- investment properties (Note 15)	101,418	151,391	-	-
- property, plant and equipment (Note 13)	11,806,329	11,805,455	-	-
- right-of-use assets (Note 14)	700,213	-	-	-
Employees benefits expense (Note 9)	38,708,415	32,713,015	403,835	422,000
Inventories written off (Note 18)	1,205,525	1,405,329	-	-
Lease expenses:				
- rental of premises	-	676,210	-	-
Loss on foreign exchange - realised	59,549	-	-	-
Property, plant and equipment written off	1	-	-	-

9. Employees benefits expense

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Directors' non-fee emoluments (Note 33)	3,758,765	3,455,864	74,400	72,000
Directors' fees (Note 33)	509,435	530,000	329,435	350,000
Salaries, bonus and allowances	31,183,284	26,428,164	-	-
Defined contribution plan	2,014,470	1,051,077	-	-
Other employee benefits	1,242,461	1,247,910	-	-
	38,708,415	32,713,015	403,835	422,000



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

10. Income tax expense

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Current tax expense:				
- current financial year	2,334,861	987,337	61	37
- (over)/under provision in the previous financial year	(76,466)	301,467	(1)	(13)
	2,258,395	1,288,804	60	24
Deferred tax expense (Note 27):-				
- origination and reversal of temporary differences	839,100	3,720,081	-	-
- over provision in the previous financial year	(417,284)	(675,159)	-	-
	421,816	3,044,922	-	-
	2,680,211	4,333,726	60	24

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

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Profit before taxation	12,699,438	18,553,096	4,446,852	3,505,218
Taxation at Malaysian statutory tax rate of 24% (2019: 24%)	3,047,865	4,452,743	1,067,244	841,252
Non-deductible expenses	666,695	1,130,506	170,274	195,841
Non-taxable income	(1,184)	(182,181)	(1,237,457)	(1,037,056)
Expenses eligible for double deduction	(539,415)	(486,774)	-	-
Deferred tax assets not recognised during the financial year	-	(206,876)	-	-
(Over)/Under provision of current tax expenses in the previous financial year	(76,466)	301,467	(1)	(13)
Over provision of deferred tax expenses in the previous financial year	(417,284)	(675,159)	-	-
Income tax expense for the financial year	2,680,211	4,333,726	60	24



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

11. Earnings per share

	The Group	
	2020	2019
Profit after taxation attributable to owners of the Company (RM)	10,019,227	14,219,370
Weighted average number of ordinary shares in issue	240,000,000	240,000,000
Basic earnings per ordinary share (sen)	4.17	5.92

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

12. Investment in subsidiaries

	The Company	
	2020 RM	2019 RM
Unquoted share, at cost	125,468,751	125,468,751

The details of the subsidiaries are as follows:-

Name of subsidiaries	Principal place of business /Country of incorporation	Percentage of issued share capital held by parent		Principal activities
		2020 %	2019 %	
Oriental Food Industries Sdn. Bhd.	Malaysia	100	100	Manufacturing and marketing of snack food and confectioneries
OFI Properties Sdn. Bhd.	Malaysia	99.99	99.99	Property development
<i>Held through Oriental Food Industries Sdn. Bhd.:</i>				
Oriental Food Marketing (M) Sdn. Bhd.	Malaysia	100	100	Sales and marketing of snack food and confectioneries



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

13. Property, plant and equipment

	< ----- 1.4.2019 ----- >	Initial	As previously reported RM	As application of MFRS 16 RM	As restated RM	Additions RM	Reclassification RM	Disposal RM	Written off RM	Adjustments RM	Depreciation charges (Note 8) RM	As at 31.3.2020 RM
The Group												
Carrying amount												
Freehold land	1,150,000	-	1,150,000	-	-	-	-	-	-	-	-	1,150,000
Leasehold land	17,625,926	(17,625,926)	-	-	-	-	-	-	-	-	-	-
Buildings	29,763,383	-	29,763,383	-	-	375,184	352,656	-	-	(205,208)	(1,615,269)	28,670,746
Renovation	1,924,201	-	1,924,201	-	-	206,729	-	-	-	-	(279,574)	1,851,356
Plant and machinery	72,315,342	-	72,315,342	-	-	2,324,731	989,097	(3,437)	(1)	-	(8,274,396)	67,351,336
Motor vehicles	2,119,908	-	2,119,908	-	-	55,493	-	(133,745)	-	-	(935,325)	1,106,331
Furniture, fittings and office equipment	3,503,308	-	3,503,308	-	-	1,050,683	-	-	-	-	(701,765)	3,852,226
Capital work-in-progress	13,308,821	-	13,308,821	-	-	1,712,497	(1,341,753)	-	-	-	-	13,679,565
	141,710,889	(17,625,926)	124,084,963	-	-	5,725,317	-	(137,182)	(1)	(205,208)	(11,806,329)	117,661,560



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

13. Property, plant and equipment (continued)

	As at 1.4.2018 RM	Additions RM	Reclassification from investment properties RM	Disposal RM	Transfer from other receivables RM	Depreciation charges (Note 8) RM	As at 31.3.2019 RM
The Group							
Carrying amount							
Freehold land	1,150,000	-	-	-	-	-	1,150,000
Leasehold land	17,494,112	100,000	296,694	-	-	(264,880)	17,625,926
Buildings	20,171,159	447,046	8,852,393	-	-	(1,476,657)	29,763,383
Renovation	2,193,891	-	-	-	-	(269,690)	1,924,201
Plant and machinery	78,058,780	1,747,660	497,912	-	-	(7,989,010)	72,315,342
Motor vehicles	2,857,187	375,323	-	(12)	-	(1,112,590)	2,119,908
Furniture, fittings and office equipment	3,600,578	595,358	-	-	-	(692,628)	3,503,308
Capital work-in-progress	17,393,564	4,918,254	(9,646,999)	-	644,002	-	13,308,821
	142,919,271	8,183,641	-	(12)	644,002	(11,805,455)	141,710,889



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

13. Property, plant and equipment (continued)

The Group	Cost RM	Accumulated depreciation RM	Carrying amount RM
At 31 March 2020			
Land and buildings	43,462,797	(13,642,051)	29,820,746
Renovation	2,968,006	(1,116,650)	1,851,356
Plant and machinery	154,309,008	(86,957,672)	67,351,336
Motor vehicles	6,081,579	(4,975,248)	1,106,331
Furniture, fittings and office equipment	17,998,993	(14,146,767)	3,852,226
Capital work-in-progress	13,679,565	-	13,679,565
	238,499,948	(120,838,388)	117,661,560
At 31 March 2019			
Land and buildings	63,394,941	(14,855,632)	48,539,309
Renovation	2,761,277	(837,076)	1,924,201
Plant and machinery	151,047,784	(78,732,442)	72,315,342
Motor vehicles	7,036,994	(4,917,086)	2,119,908
Furniture, fittings and office equipment	16,948,310	(13,445,002)	3,503,308
Capital work-in-progress	13,308,821	-	13,308,821
	254,498,127	(112,787,238)	141,710,889

The buildings and certain plant and machinery with aggregate carrying amount of RM16,728,000 (2019 - RM41,430,000) are pledged as security for bank borrowings as disclosed in Note 26 to the financial statements.

14. Right-of-use assets

	< ----- 1.4.2019 ----- >					
	As Previously Reported RM	Initial Application of MFRS 16 RM	As Restated RM	Addition RM	Depreciation charges (Note 8) RM	At 31.3.2020 RM
The Group						
Carrying amount						
Leasehold land	-	17,625,926	17,625,926	-	(312,238)	17,313,688
Branch offices	-	58,231	58,231	22,466	(41,653)	39,044
Hostel for workers	-	501,440	501,440	100,334	(346,322)	255,452
Total	-	18,185,597	18,185,597	122,800	(700,213)	17,608,184

Analysed by :-

Cost	21,137,249
Accumulated depreciation	(3,529,065)
	17,608,184



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

14. Right-of-use assets (continued)

The comparative information is not presented as the Group has applied MFRS 16 using the modified retrospective approach.

The Group leases a number of properties of which the leasing activity is summarised below:-

- (i) Leasehold land The Group has entered into non-cancellable operating lease agreements for the use of land. The leases are for a period of 53 to 99 years. 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.
- (ii) Branch offices The Group has leased two offices in Ipoh and Johor Bahru respectively with a two years contract and with an option to renew the lease after expiry. Lease payments are subject to increase to reflect current market rentals at time of renewal.
- (iii) Hostel for workers The Group has entered into various tenancy agreements with houseowners for the use as hostels for accommodation of its workers. The leases are for a period of two years with option to renew at the end of contract.

The leasehold land with aggregate carrying amount of RM13,452,000 (2019 - Nil) are pledged as security for bank borrowings as disclosed in Note 26 to the financial statements.

15. Investment properties

	The Group	
	2020 RM	2019 RM
Cost:-		
At 1 April	4,685,341	5,590,549
Transfer from inventories	-	994,792
Transfer from property, plant and equipment	-	(1,900,000)
Adjustment	205,208	-
At 31 March	4,890,549	4,685,341
Accumulated depreciation:-		
At 1 April	532,792	511,959
Depreciation during the financial year (Note 8)	101,418	151,391
Transfer from property, plant and equipment	-	(130,558)
At 31 March	634,210	532,792
Net carrying amount	4,256,339	4,152,549



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

15. Investment properties (continued)

	The Group	
	2020 RM	2019 RM
Represented by:-		
Freehold land	412,471	412,471
Leasehold land	792,017	708,611
Leasehold commercial buildings	3,051,851	3,031,467
Net carrying amount	4,256,339	4,152,549
Fair value	7,215,000	8,315,000

- (a) Certain investment properties of the Group are leased to customers under operating leases with rentals payable monthly. The leases contain initial non-cancellable periods ranging from 1 to 3 years and an option that is exercisable by the customers to extend their leases for an average of 2 years. Certain leases are with lease payments indexed to the customer price index.

The Group requires 2 months of advanced rental payments from the customers. The leases do not include residual value guarantee and variable lease payments that depend on an index or rate.

As at the reporting date, the future minimum rentals receivable under the non-cancellable operating leases are as follows:-

	2020 RM
Within 1 year	194,400
Between 1 and 2 years	112,250
Between 2 and 3 years	67,000
	373,650

The comparative information is not presented as the Group has applied MFRS 16 using the modified retrospective approach.

- (b) The fair values of the investment properties are within level 3 of the fair value hierarchy and are arrived at by reference to market evidence of transaction prices for similar properties. The most significant input into this valuation approach is the price per square foot of comparable properties.

16. Land held for property development

	The Group	
Cost	2020 RM	2019 RM
At 1 April/31 March	961,569	961,569
Analysed by:-		
Right-of-use assets (leasehold land)	961,569	961,569



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

17. Investment securities

	The Group	
	2020 RM	2019 RM
At 1 April, at fair value through other comprehensive income (FVOCI)	2,287,580	2,633,543
Fair value changes	(320,402)	(345,963)
At 31 March, at FVOCI	1,967,178	2,287,580

The investment in unquoted equity instruments represents ordinary shares that are not quoted on any active market and is stated at fair value.

18. Inventories

	The Group	
	2020 RM	2019 RM
Raw materials	27,726,159	30,313,843
Work-in-progress	159,547	204,832
Finished goods	8,073,935	7,721,632
	35,959,641	38,240,307
Recognised in profit or loss:-		
Inventories recognised as cost of sales	220,361,202	233,887,507
Inventories written off (Note 8)	1,205,525	1,405,329

19. Trade receivables

	The Group	
	2020 RM	2019 RM
Third parties	41,268,593	47,243,043
A company in which a director has interest	123,213	-
	41,391,806	47,243,043
Less: Allowance for impairment losses	(4,415,761)	(3,616,854)
	36,976,045	43,626,189
At 1 April	3,616,854	4,817,526
Addition during the financial year (Note 7)	1,094,337	38,932
Reversal during the financial year (Note 7)	(295,430)	(1,239,604)
At 31 March	4,415,761	3,616,854

The Group's trade credit terms range from 30 to 120 days (2019: 30 to 120 days) term.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

20. Other receivables, deposit and prepayments

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Advanced payments to suppliers of property, plant and equipment	3,900,864	3,376,581	-	-
Third parties	4,310,045	4,033,154	-	-
Refundable deposits	887,977	834,198	-	-
Deposit placed in Bursa Malaysia Depository Sdn Bhd's dividend account	1,200,000	-	1,200,000	-
Staff loans	437,838	36,526	-	-
Goods and services tax receivables	988,471	1,280,361	-	-
Prepayments	1,337,179	1,733,323	33,734	10,637
	13,062,374	11,294,143	1,233,734	10,637

Advanced payments to suppliers of property, plant and equipment will be offset against future billing from suppliers upon completion.

21. Fixed deposits with a licensed bank

The fixed deposits with a licensed bank of the Group at the end of the reporting period bore effective interest rate was 3.18% (2019 - 3.20%) per annum. The fixed deposits have maturity periods of 30 days (2019 - 30 days).

22. Short-term investments

	The Group		2019	
	2020 Carrying amount RM	2020 Market value RM	2019 Carrying amount RM	2019 Market value RM
Fair value through profit or loss financial assets				
- Money market funds	3,006,351	3,006,351	1,416	1,416

Investment in money market funds are highly liquid and readily convertible to cash.

The weighted average effective interest rates of investment in money market funds of the Group at the reporting date was 3.43% (2019 - 3.69%) per annum.

There is no maturity period for money market funds as these money are callable on demand.

23. Share capital

	The Group/The Company			
	2020 Number of shares	2019 Number of shares	2020 RM	2019 RM
Issued and fully paid-up				
Ordinary shares	240,000,000	240,000,000	120,000,000	120,000,000

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.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

24. Fair value reserve

The fair value reserve represents the cumulative fair value changes (net of tax, where applicable) of investments designated at fair value through other comprehensive income.

	The Group	
	2020 RM	2019 RM
At 1 April	1,915,142	2,261,105
Net loss on equity investment designated at fair value through other comprehensive income	(320,402)	(345,963)
At 31 March	1,594,740	1,915,142

25. Lease liabilities

	The Group 2020 RM
At 1 April	
- As previously reported	-
- Initial application of MFRS 16	607,359
- As restated	607,359
Addition of lease liabilities	122,800
Interest expense recognised in profit or loss (Note 6)	14,526
Repayment of principal	(413,009)
Repayment of interest expense	(14,526)
At 31 March	317,150
Analysed by:-	
Current liabilities	214,159
Non-current liabilities	102,991
	317,150

The comparative information is not presented as the Group has applied MFRS 16 using the modified retrospective approach.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

26. Loans and borrowings

	The Group	
	2020 RM	2019 RM
Current		
Bank overdrafts	-	1,989,837
Banker's acceptance	-	3,160,980
Term loans	4,891,376	6,149,355
	<u>4,891,376</u>	<u>11,300,172</u>
Non-current		
Term loans	9,538,100	14,499,590
	<u>9,538,100</u>	<u>14,499,590</u>
Total loans and borrowings		
Bank overdrafts	-	1,989,837
Banker's acceptance	-	3,160,980
Term loans	14,429,476	20,648,945
	<u>14,429,476</u>	<u>25,799,762</u>

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

	Effective interest rate	The Group	
		2020 RM	2019 RM
Floating rate bank overdrafts	Nil (2019 - 6.85%)	-	1,989,837
Fixed rate banker's acceptance	Nil (2019 - 4%)	-	3,160,980
Floating rate term loans	4.18% (2019 - 4.67%)	14,429,476	20,648,945

(b) The term loans are secured by way of a corporate guarantee from the Company and charge over the Group's leasehold land and buildings and certain plant and machinery as disclosed in Note 13 and Note 17.

27. Deferred tax (assets)/liabilities

The Group	At 1.4.2019 RM	Recognised in Profit or Loss (Note 10) RM	At 31.3.2020 RM
2020			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	12,693,722	(170,334)	12,523,388
Unrealised gain on forex exchange	-	1,072,660	1,072,660
<i>Deferred Tax Assets</i>			
Unabsorbed reinvestment allowances	(3,857,151)	1,397,317	(2,459,834)
Provisions and others	(1,282,587)	(1,877,827)	(3,160,414)
	<u>7,553,984</u>	<u>421,816</u>	<u>7,975,800</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

27. Deferred tax (assets)/liabilities (continued)

The Group	At 1.4.2018 RM	Recognised in Profit or Loss (Note 10) RM	At 31.3.2019 RM
2019			
<i>Deferred Tax Liabilities</i>			
Property, plant and equipment	13,411,390	(717,668)	12,693,722
<i>Deferred Tax Assets</i>			
Unabsorbed reinvestment allowances	(5,601,779)	1,744,628	(3,857,151)
Unabsorbed capital allowance	(1,669,073)	1,669,073	-
Provisions and others	(1,631,476)	348,889	(1,282,587)
	4,509,062	3,044,922	7,553,984

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset in the table above. The following is the analysis of the deferred tax balances for financial reporting purposes:

	The Group	
	2020 RM	2019 RM
Deferred tax assets	(2,097,100)	(840,047)
Deferred tax liabilities	10,072,900	8,394,031
	7,975,800	7,553,984

28. Trade payables

The Group's trade credit terms range from 30 to 90 days (2019: 30 to 90 days) term.

29. Contract liabilities

	The Group	
	2020 RM	2019 RM
Short term advances for sales of goods	641,680	1,918,520

30. Other payables and accruals

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Third parties	1,691,425	1,324,763	26,198	51,675
Accrued operating expenses	3,875,154	3,739,500	394,076	380,178
Deposit received	46,000	127,045	-	-
Dividend payable	1,200,000	-	1,200,000	-
	6,812,579	5,191,308	1,620,274	431,853



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

31. Dividends

	The Group and The Company	
	2020	2019
	RM	RM
Final single tier dividend of 0.70 (2018: Nil) sen ordinary share in respect of the previous financial year	1,680,000	-
First interim single tier dividend of 0.30 (2019: 0.50) sen ordinary share in respect of the current financial year	720,000	1,200,000
Second interim single tier dividend of 0.30 (2019: 0.50) sen ordinary share in respect of the current financial year	720,000	1,200,000
Third interim single tier dividend of 0.50 (2019: 0.50) sen ordinary share in respect of the current financial year	1,200,000	1,200,000
	4,320,000	3,600,000

On 25 June 2020, the directors declared a fourth interim single-tier dividend of 0.40 sen per ordinary share in respect of the financial year ended 31 March 2020 on 240,000,000 ordinary shares, amounting to approximately RM960,000 which is payable on 30 July 2020. The financial statements for the current financial year do not reflect this dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 31 March 2021.

32. Cash flow information

(a) The cash disbursed for the addition of right-of-use assets is as follows:-

	The Group
	2020
	RM
Right-of-use assets	
Cost of right-of-use assets acquired (Note 17)	122,800
Less: Addition of new lease liabilities (Note 32(b))	(122,800)
	-



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

32. Cash flow information (continued)

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

The Group	Term loans	Lease	Bankers'	Bank	Total
2020	RM	liabilities	acceptance	overdrafts	RM
		RM	RM	RM	
At 1 April, as previously reported	20,648,945	-	3,160,980	-	23,809,925
Effects on adoption of MFRS 16	-	607,359	-	-	607,359
At 1 April, as restated	20,648,945	607,359	3,160,980	-	24,417,284
<u>Changed in Financing Cash Flows</u>					
Net repayment of borrowing principal	(6,219,469)	(413,009)	(3,160,980)	*	(9,793,458)
Repayment of borrowing interests	(784,717)	(14,526)	(40,321)	(4,189)	(843,753)
<u>Non-cash Changes</u>					
Acquisition of new leases (Note 32(a))	-	122,800	-	-	122,800
Interest expense recognised in profit or loss (Note 6)	784,717	14,526	40,321	4,189	843,753
At 31 March	14,429,476	317,150	-	-	14,746,626

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

The Group	Term loans	Bankers'	Bank	Total
2019	RM	acceptance	overdrafts	RM
		RM	RM	
At 1 April	17,769,327	2,000,000	-	19,769,327
<u>Changed in Financing Cash Flows</u>				
Net proceeds from drawdown	8,000,000	1,160,980	-	9,160,980
Net repayment of borrowing principal	(5,120,382)	-	*	(5,120,382)
Repayment of borrowing interests	756,191	71,017	234,251	1,061,459
<u>Non-cash Changes</u>				
Interest expense recognised in profit or loss (Note 6)	(756,191)	(71,017)	(234,251)	(1,061,459)
At 31 March	20,648,945	3,160,980	-	23,809,925

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



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

32. Cash flow information (continued)

(c) The total cash outflow for leases as a lessor are as follows:-

	The Group 2020 RM
Interest paid on lease liabilities	14,526
Payment of lease liabilities	413,009
	<u>427,535</u>

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

	The Group 2020 RM	2019 RM	The Company 2020 RM	2019 RM
Cash and bank balances	11,732,949	9,431,677	179,762	89,275
Fixed deposits with a licensed bank (Note 21)	27,761	26,905	-	-
Short-term investments (Note 22)	3,006,351	1,416	-	-
	<u>14,767,061</u>	<u>9,459,998</u>	<u>179,762</u>	<u>89,275</u>
Less:				
Bank overdrafts (Note 26)	-	(1,989,837)	-	-
	<u>14,767,061</u>	<u>7,470,161</u>	<u>179,762</u>	<u>89,275</u>

33. Key management personnel compensation

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

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

	The Group 2020 RM	2019 RM	The Company 2020 RM	2019 RM
<u>Executive:</u>				
Salaries, bonus and other emoluments	3,067,360	2,864,000	-	-
Fees	330,000	330,000	150,000	150,000
Contributions to defined contribution plan	617,005	519,864	-	-
Total executive directors' remuneration excluding benefits in kind	<u>4,014,365</u>	<u>3,713,864</u>	<u>150,000</u>	<u>150,000</u>
Benefits in kind	84,000	84,000	-	-
	<u>4,098,365</u>	<u>3,797,864</u>	<u>150,000</u>	<u>150,000</u>



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

33. Key management personnel compensation (continued)

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

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Non-executive:				
Allowance	74,400	72,000	74,400	72,000
Fees	179,435	200,000	179,435	200,000
Total non-executive directors' remuneration	253,835	272,000	253,835	272,000
Total directors' remuneration excluding benefits in kind (Note 9)	4,268,200	3,985,864	403,835	422,000

34. 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	2020 RM	2019 RM
Transaction with companies in which a director has interest:		
Sales of goods to Syarikat Perniagaan Chong Mah Sdn. Bhd.	2,057,698	2,124,180
Rental income received from Skyline Motion Sdn. Bhd.	48,000	48,000
The Company	2020 RM	2019 RM
Transaction with a subsidiary:		
Dividends income received from Oriental Food Industries Sdn. Bhd.	5,156,070	4,321,067

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 MARCH 2020

35. Capital commitments

	The Group	
	2020 RM	2019 RM
Purchase of property, plant and equipment	1,535,783	2,726,935

36. Operating lease commitments

The Group has applied MFRS 16 using the modified retrospective approach. As a result, the following information are disclosures required by MFRS 117 'Leases':-

Leases as Lessee

The Group leases a number of land and buildings under non-cancellable operating leases. The future minimum lease payments under the non-cancellable operating leases as at the end of the last reporting period are as follows:-

	The Group 2019 RM
Not more than 1 year	364,381
Later than 1 year but not later than 5 years	174,605
Later than 5 years	48,259
	<u>587,245</u>

37. Segment information

(a) Geographical location

	2020 RM	2019 RM
Revenue:		
Malaysia	103,398,410	101,616,946
Asia	107,018,222	129,136,053
Others	56,493,322	55,795,118
	<u>266,909,954</u>	<u>286,548,117</u>

In determining the geographical segments of the Group, sales are based on the country or region in which the customer is located.

No other segmental information such as segment assets, liabilities and results are presented as the Group is principally engaged in manufacturing and marketing of snack food and confectioneries which are carried out in Malaysia.

(b) Major customers

The Group has one overseas customer (2019 - one) that contributed more than 10% of the Group's revenue amounting to RM30,817,212 (2019 - RM31,756,026).



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. 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.

38.1 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 entity. The currency giving rise to the risk is primarily United States Dollar ("USD"), Euro ("EUR") and Chinese Renminbi ("RMB"). Foreign currency risk is monitored closely on an ongoing basis to ensure that the exposure is at an acceptable level.

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

<i>Foreign Currency Exposure</i>	USD RM	EUR RM	RMB RM	TOTAL RM
The Group				
2020				
<u>Financial Assets</u>				
Trade receivables	13,976,426	-	6,841,508	20,817,934
Other receivables	1,870,113	-	-	1,870,113
Cash and bank balances	5,728,179	17,496	296,852	6,042,527
	21,574,718	17,496	7,138,360	28,730,574
<u>Financial Liabilities</u>				
Trade payables	(622,973)	(3,597,161)	-	(4,220,134)
Other payables	(9,162)	(710,683)	-	(719,845)
	(632,135)	(4,307,844)	-	(4,939,979)
Currency Exposure	20,942,583	(4,290,348)	7,138,360	23,790,595



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.1 Financial risk management policies (continued)

(a) Market Risk (continued)

(i) Foreign currency risk (continued)

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

<i>Foreign Currency Exposure</i>	USD RM	EUR RM	RMB RM	TOTAL RM
The Group				
2019				
<u>Financial Assets</u>				
Trade receivables	17,441,013	-	7,204,115	24,645,128
Other receivables	30,695	310,914	-	341,609
Cash and bank balances	1,904,041	46,123	85,709	2,035,873
	19,375,749	357,037	7,289,824	27,022,610
<u>Financial Liabilities</u>				
Trade payables	(1,321,527)	(2,635,736)	-	(3,957,263)
Other payables	(14,963)	(163,617)	-	(178,580)
	(1,336,490)	(2,799,353)	-	(4,135,843)
Currency Exposure	18,039,259	(2,442,316)	7,289,824	22,886,767

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 financial year, with all other variables held constant:-

		The Group	
		2020 RM	2019 RM
Effects on profit after taxation			
USD/RM	- strengthened by 3% (2019: 4%)	477,491	548,393
	- weakened by 3% (2019: 4%)	(477,491)	(548,393)
EUR/RM	- strengthened by 3% (2019: 3%)	(97,820)	(55,685)
	- weakened by 3% (2019: 3%)	97,820	55,685
RMB/RM	- strengthened by 3% (2019: 3%)	162,755	166,208
	- weakened by 3% (2019: 3%)	(162,755)	(166,208)



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.1 Financial risk management policies (continued)

(a) Market Risk (continued)

(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 borrowing 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 rate receivables and borrowings are carried at amortised cost. Therefore, they are not subject to interest rate risk as in defined 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 based on the carrying amounts of the financial instruments at the end of the financial year is disclosed in Note 26 to the financial statements.

	The Group	
	2020 RM	2019 RM
Effects on profit after taxation		
Increase in 75 basis points (2019 - 25 basis point)	(82,248)	(43,014)
Decrease in 75 basis points (2019 - 25 basis point)	82,248	43,014

(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.

(i) Credit Risk Concentration Profile

The Group's major concentration of credit risk relates to the amount owing by 3 (2019 - 4) customers which constituted approximately 56% (2019 - 44%) of its trade receivables (including related parties) at the end of the reporting period.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.1 Financial risk management policies (continued)

(b) Credit Risk (continued)

(i) Credit Risk Concentration Profile (continued)

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

	The Group	
	2020 RM	2019 RM
Malaysia	17,521,580	17,063,364
Vietnam	8,193,565	6,673,884
China	7,038,898	7,204,115
Others	4,222,002	12,684,826
	36,976,045	43,626,189

(ii) Exposure to Credit Risk

At the end of the financial 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 after deducting any allowance for impairment losses (where applicable).

(iii) Assessment of Impairment Losses

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

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

Trade Receivables

The Group applies the simplified approach to measure expected credit losses which using a lifetime expected credit loss allowance for all trade receivables.

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

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

Also, the Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on the Group's historical information.

The expected loss rates are based on the payment profiles of past sales and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle their debts.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.1 Financial risk management policies (continued)

(b) Credit Risk (continued)

(iii) Assessment of Impairment Losses (continued)

Trade Receivables (continued)

The information about the exposure to credit risk and the loss allowances calculated under MFRS 9 for trade receivables are summarised below:-

The Group	Gross amount RM	Individual impairment RM	Collective impairment RM	Carrying amount RM
2020				
Current (not past due)	12,093,047	-	(370,595)	11,722,452
1 to 30 days past due	17,795,329	-	(581,792)	17,213,537
31 to 60 days past due	7,532,996	-	(592,688)	6,940,308
61 to 90 days past due	1,092,324	-	(337,240)	755,084
91 to 120 days past due	505,747	-	(192,533)	313,214
More than 121 days past due	2,106,869	-	(2,075,419)	31,450
Credit impaired	265,494	(265,494)	-	-
	41,391,806	(265,494)	(4,150,267)	36,976,045
2019				
Current (not past due)	12,063,478	-	(357,680)	11,705,798
1 to 30 days past due	19,145,831	-	(390,471)	18,755,360
31 to 60 days past due	9,764,939	-	(678,790)	9,086,149
61 to 90 days past due	3,752,410	-	(456,089)	3,296,321
91 to 120 days past due	642,078	-	(279,901)	362,177
More than 121 days past due	1,608,813	-	(1,188,429)	420,384
Credit impaired	265,494	(265,494)	-	-
	47,243,043	(265,494)	(3,351,360)	43,626,189

The movements in the loss allowances in respect of trade receivables are disclosed in Note 19 to the financial statements.

Other Receivables

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

Fixed deposits with a licensed bank, cash and bank balances

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

(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.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.1 Financial risk management policies (continued)

(c) Liquidity Risk (continued)

Maturity Analysis

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

The Group	Weighted average effective interest rate (%)	Carrying amount RM	Contractual undiscounted cash flows RM	Within 1 year RM	1 - 5 years RM
2020					
<u>Non-derivative financial liabilities</u>					
Trade payables	-	19,530,134	19,530,134	19,530,134	-
Other payables and accruals	-	6,812,579	6,812,579	6,812,579	-
Term loans	4.18	14,429,476	15,669,732	5,365,180	10,304,552
Lease liabilities	4.80	317,150	311,274	249,925	61,349
		41,089,339	42,323,719	31,957,818	10,365,901
2019					
<u>Non-derivative financial liabilities</u>					
Trade payables	-	24,906,490	24,906,490	24,906,490	-
Other payables and accruals	-	5,191,308	5,191,308	5,191,308	-
Term loans	4.67	20,648,945	22,912,703	6,978,968	15,933,735
Bankers' acceptance	4.00	3,160,980	3,160,980	3,160,980	-
Bank overdrafts	6.85	1,989,837	1,989,837	1,989,837	-
		55,897,560	58,161,318	42,227,583	15,933,735



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.1 Financial risk management policies (continued)

(c) Liquidity Risk (continued)

Maturity Analysis (continued)

The following table sets out the maturity profile of the financial liabilities at the end of the financial year 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 financial year) (continued):-

The Company	Weighted average effective interest rate (%)	Carrying amount RM	Contractual undiscounted cash flows RM	Within 1 year RM
2020				
<u>Non-derivative financial liabilities</u>				
Other payables and accrual	-	1,620,274	1,620,274	1,620,274
2019				
<u>Non-derivative financial liabilities</u>				
Other payables and accrual	-	431,853	431,853	431,853

38.2 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 cash equivalents. Capital includes equity attributable to the owners of the parent.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.2 Capital risk management (continued)

The debt-to-equity ratio of the Group as at the end of the reporting period was as follows:-

	The Group	
	2020 RM	2019 RM
Lease liabilities (Note 25)	317,150	-
Bank overdrafts (Note 26)	-	1,989,837
Banker's acceptance (Note 26)	-	3,160,980
Term loans (Note 26)	14,429,476	20,648,945
	14,746,626	25,799,762
Less: Fixed deposits with a licensed bank (Note 21)	(27,761)	(26,905)
Short-term investments (Note 22)	(3,006,351)	(1,416)
Cash and bank balances	(11,732,949)	(9,431,677)
Net debt	(20,435)	16,339,764
Total equity	194,935,920	189,597,783
Debt-to-equity ratio	N/A	8.62%

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

38.3 Classification of financial instruments

	The Group		The Company	
	2020 RM	2019 RM	2020 RM	2019 RM
Financial assets				
<u>Mandatorily at Fair Value Through Other Comprehensive Income</u>				
Investment securities (Note 16)	1,967,178	2,287,580	-	-
<u>Mandatorily at Fair Value Through Profit or Loss</u>				
Short-term investments (Note 22)	3,006,351	1,416	-	-
<u>Amortised cost</u>				
Trade receivables (Note 19)	36,976,045	43,626,189	-	-
Other receivables and deposits (Note 20)	10,736,724	8,280,459	1,200,000	-
Fixed deposits with a licensed bank (Note 21)	27,761	26,905	-	-
Cash and bank balances	11,732,949	9,431,677	179,762	89,275
	59,473,479	61,365,230	1,379,762	89,275



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.3 Classification of financial instruments (continued)

	The Group		The Company	
	2020	2019	2020	2019
	RM	RM	RM	RM
Financial liabilities				
<u>Amortised cost</u>				
Lease liabilities (Note 25)	317,150	-	-	-
Banker's acceptance (Note 26)	-	1,989,837	-	-
Bank overdrafts (Note 26)	-	3,160,980	-	-
Term loans (Note 26)	14,429,476	20,648,945	-	-
Trade payables (Note 28)	19,530,134	24,906,490	-	-
Other payables and accruals (Note 30)	6,812,579	5,191,308	1,620,274	431,853
	41,089,339	55,897,560	1,620,274	431,853

38.4 Gains or losses arising from financial instruments

	The Group		The Company	
	2020	2019	2020	2019
	RM	RM	RM	RM
Financial assets				
<u>Amortised cost</u>				
Net gains recognised in profit or loss	719,673	2,429,701	278	172
Financial liabilities				
<u>Amortised cost</u>				
Net losses recognised in profit or loss	1,148,542	867,418	-	-



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.5 Fair value information

The fair values of the financial assets and financial liabilities of the Group 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 financial period:-

The Group	Fair value of financial instruments carried at fair value			Total fair value RM	Total carrying amount RM
	Level 1 RM	Level 2 RM	Level 3 RM		
2020					
<u>Financial assets</u>					
Other investments:					
- unquoted	-	-	1,967,178	1,967,178	1,967,178
Short-term investments					
- money market fund	-	3,006,351	-	3,006,351	3,006,351
2019					
<u>Financial assets</u>					
Other investments:					
- unquoted	-	-	2,287,580	2,287,580	2,287,580
Short-term investments					
- money market fund	-	1,416	-	1,416	1,416

Fair value of financial instruments carried at fair value

- The fair value of the unquoted equity investments is determined to approximate the net assets of the investee.
- The fair value of money market fund is determined by reference to statements provided by the respective financial institutions, with which the investments were entered into.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

38. Financial instruments (continued)

38.5 Fair value information (continued)

The Group	Fair value of financial instruments not carried at fair value			Total fair value RM	Total carrying amount RM
	Level 1 RM	Level 2 RM	Level 3 RM		
2020					
<u>Financial liabilities</u>					
Term loans	-	14,429,476	-	14,429,476	14,429,476
2019					
<u>Financial liabilities</u>					
Term loans	-	20,648,945	-	20,648,945	20,648,945

Fair value of financial instruments not carried at fair value

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

The fair values of the Group's term loans that carry floating interest rates approximately their carrying amounts as they are repriced to market interest rate or near the reporting date.

39. Significant event occurring after reporting period

The outbreak of Coronavirus Disease 2019 (COVID-19) in early 2020 has affected the business and economic environments of the Group and hence, may impact its performance and financial position in the future. However, given the unpredictability associated with the COVID-19 outbreak and any further contingency measures that may be put in place by the governments and various private corporations, the potential financial impact of the COVID-19 outbreak on the Group's 2021 financial statements could not be reasonably quantified at this juncture.

40. Initial application of MFRS 16

The Group has adopted MFRS 16 using the modified retrospective approach under which the cumulative effect of initial application is recognised as an adjustment to the retained profits as at 1 April 2019 (date of initial application) without restating any comparative information.

The Group has applied MFRS 16 only to contracts that were previously identified as leases under MFRS 117 'Leases' and IC Interpretation 4 'Determining Whether an Arrangement Contains a Lease'. Therefore, MFRS 16 has been applied only to contracts entered into or changed on or after 1 April 2019.

(a) Lessee accounting

At 1 April 2019, for leases that were classified as operating leases under MFRS 117, the Group measured the lease liabilities at the present value of the remaining lease payments, discounted using the Group's borrowing rate at that date of 4.8%. The right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

40. Initial application of MFRS16 (continued)

(a) Lessee accounting (continued)

The Group has used the following practical expedients in applying MFRS 16 for the first time:-

- Applied a single discount rate to a portfolio of leases with reasonably similar characteristics;
- Applied for the exemption not to recognise operating leases with a remaining lease term of less than 12 months as at 1 April 2019;
- Excluded initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- Used hindsight in determining the lease term where the lease contract contains options to extend or terminate the lease.

The following table explains the difference between the operating lease commitments disclosed in the last financial year (determined under MFRS 117) and the lease liabilities recognised at 1 April 2019:-

	RM
Operating lease commitments as at 31 March 2019 as disclosed in last financial year	587,245
Discounted using the incremental borrowing rate as at 1 April 2019	607,359
Lease liabilities as at 1 April 2019	607,359

(b) Financial impacts

The main impacts resulting from the adoption of MFRS 16 at 1 April 2019 are summarised below:-

Statement of Financial Position	← As previously reported RM	1 April 2019 MFRS 16 adjustments RM	→ As restated RM
Right-of-use assets	-	18,185,597	18,185,597
Property, plant and equipment	141,710,889	(17,625,926)	124,084,963
Other receivables	6,184,239	6,500	6,190,739
Other payables and accruals	(5,191,308)	500	(5,190,808)
Lease liabilities	-	(607,359)	(607,359)
Retained earnings	(67,682,641)	40,688	(67,641,953)



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2020

41. 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
Consolidated statement of financial position (extract):-		
Deferred tax assets	-	840,047
Other receivables, deposits and prepayments	6,184,239	11,294,143
Other current assets	5,109,904	-
Fixed deposits with a licensed bank	-	26,905
Cash and bank balances	9,459,998	9,431,677
Deferred tax liabilities	(7,553,984)	(8,394,031)
Consolidated statement of comprehensive income and other comprehensive income (extract):-		
Other income	3,915,222	2,714,550
Reversal of impairment losses on financial assets	-	1,200,672
Consolidated cash flows (Extract):-		
<u>Cash flows for operating activities</u>		
Reversal of impairment loss on trade receivables	(1,200,672)	(1,239,604)
Impairment losses on trade receivables	-	38,932
Interest paid	(1,061,459)	-
Interest received	13,445	-
<u>Cash flows for investing activities</u>		
Interest received	-	13,445
<u>Cash flows for financing activities</u>		
Interest paid	-	(1,061,459)
Proceeds from loans and borrowings	8,000,000	9,160,980
Repayment of loans and borrowings	(3,959,402)	(5,120,382)
Net increase in cash and cash equivalents	4,792,661	4,792,712



ANALYSIS OF SHAREHOLDINGS

AS AT 30 JUNE 2020

Total Number of Issued Shares	:	240,000,000
Issued and Fully Paid-up	:	RM120,000,000
Class of Shares	:	Ordinary Shares
Voting Rights	:	One (1) Vote Per Ordinary Share

Distribution of Shareholders

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
Less than 100	15	0.83	368	0.01
100 - 1,000	216	11.92	131,690	0.05
1,001 - 10,000	880	48.57	4,834,974	2.01
10,001 - 100,000	593	32.72	18,391,200	7.66
100,001 - less than 5% of issued shares	106	5.85	108,688,048	45.29
5% and above of issued shares	2	0.11	107,953,720	44.98
	1,812	100.00	240,000,000	100.00

Thirty Largest Shareholders as per Record of Depositors as at 30 June 2020

No.	Name of Shareholders	Total No. of Shares Held	%
1	Datuk Seri Son Chen Chuan	73,629,532	30.68
2	Syarikat Perniagaan Chong Mah Sdn. Bhd.	34,324,188	14.30
3	Thung Shung (M) Sdn. Bhd.	11,756,708	4.90
4	Apendo Capital Sdn. Bhd.	7,998,900	3.33
5	UOB Kay Hian Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Teo Siew Lai	5,776,200	2.41
6	Datuk Son Tong Eng	5,623,496	2.34
7	Teo Kwee Hock	5,432,900	2.26
8	CGS-CIMB Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Son Tong Leong (MY1225)	4,900,000	2.04
9	Citigroup Nominees (Tempatan) Sdn. Bhd. Employees Provident Fund Board	3,571,000	1.49
10	Citigroup Nominees (Tempatan) Sdn. Bhd. Kumpulan Wang Persaraan (Diperbadankan) (Affin AM A EQ)	3,320,400	1.38
11	Lim Keat Sear	2,935,012	1.22
12	Summer Legend Sdn. Bhd.	2,695,000	1.12
13	Son Mei Chin	2,590,000	1.08
14	Son Kee Geok	2,569,396	1.07



ANALYSIS OF SHAREHOLDINGS

AS AT 30 JUNE 2020

Thirty Largest Shareholders as per Record of Depositors as at 30 June 2020 (continued)

No.	Name of Shareholders	Total No. of Shares Held	%
15	Carbatan Nominees (Asing) Sdn Bhd SSBT Fund F9LJ For Fidelity Global Intrinsic Value Investment Trust	2,511,500	1.05
16	Lee Kong Hooi	2,283,900	0.95
17	Lim Siew Guat	2,259,800	0.94
18	Summer Legend Sdn. Bhd.	2,123,200	0.88
19	Lee Siew Geok	2,034,084	0.85
20	Citigroup Nominees (Tempatan) Sdn. Bhd. Employees Provident Fund Board (RHB INV)	2,028,000	0.85
21	Chen Woei Heng	2,000,000	0.83
22	Chai Koon Khaw	1,951,700	0.81
23	HSBC Nominees (Tempatan) Sdn. Bhd. HSBC (M) Trustee Bhd for RHB Private Fund- Series 3	1,794,800	0.75
24	Chew Tee Yong	1,790,600	0.75
25	Son Chew Pheng	1,717,800	0.72
26	Lim Wei Hong	1,533,400	0.64
27	Ong Chin Chien	1,331,800	0.55
28	HLB Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account For Son Tong Leong	1,312,800	0.55
29	Goh Cheah Hong	1,241,000	0.52
30	Apendo Capital Sdn.Bhd.	1,110,000	0.46
Total		196,147,116	81.72



ANALYSIS OF SHAREHOLDINGS

AS AT 30 JUNE 2020

Substantial Shareholders

Name	Direct Interest		Deemed Interest	
	No. of Shares Held	%	No. of Shares Held	%
Datuk Seri Son Chen Chuan	73,629,532	30.68	33,574,692 ⁽ⁱ⁾	13.99
Lim Keat Sear	2,935,012	1.22	50,899,096 ⁽ⁱⁱ⁾	21.21
Syarikat Perniagaan Chong Mah Sdn. Bhd.	34,324,188	14.30	4,818,200 ⁽ⁱⁱⁱ⁾	2.01

Notes:

- ⁽ⁱ⁾ Deemed interested pursuant to Section 8(4) of the Companies Act, 2016 ("the Act") by virtue of his substantial shareholdings in Apendo Capital Sdn. Bhd. ("Apendo Capital") and Summer Legend Sdn. Bhd. ("Summer Legend") via Apendo Holding Sdn. Bhd. ("Apendo Holding") and disclosure made pursuant to Section 59(11)(C) of the Act by virtue of shares held by his children in the Company;
- ⁽ⁱⁱ⁾ Deemed interested pursuant to Section 8(4) of the Act by virtue of his shareholdings in Syarikat Perniagaan Chong Mah Sdn. Bhd. ("Chong Mah"), Thung Shung (M) Sdn. Bhd. ("Thung Shung") and Summer Legend via Chong Mah through Apendo Holding;
- ⁽ⁱⁱⁱ⁾ Deemed interested pursuant to Section 8(4) of the Act by virtue of its shareholdings in Summer Legend via its interest in Apendo Holding.

Directors Shareholdings

Name	Direct Interest		Deemed Interest	
	No. of Shares Held	%	No. of Shares Held	%
Datuk Seri Son Chen Chuan	73,629,532	30.68	33,574,692 ⁽ⁱ⁾	13.99
Lim Keat Sear	2,935,012	1.22	50,899,096 ⁽ⁱⁱ⁾	21.21
Datuk Son Tong Leong	7,146,900	2.98	-	-
Datuk Son Tong Eng	5,623,496	2.34	-	-

Notes:

- ⁽ⁱ⁾ Deemed interested pursuant to Section 8(4) of the Act by virtue of his substantial shareholdings in Apendo Capital and Summer Legend via Apendo Holding and disclosure made pursuant to Section 59(11)(C) of the Act by virtue of shares held by his children in the Company;
- ⁽ⁱⁱ⁾ Deemed interested pursuant to Section 8(4) of the Act by virtue of his shareholdings in Chong Mah, Thung Shung and Summer Legend via Chong Mah through Apendo Holding.



LIST OF PROPERTIES

No.	Description, Existing Use, Age of Building and Built Up Area	Location	Land Area (Square Metres)	Tenure	Date of Acquisition	Net Book Value as at 31.03.2020 (RM)
1	Factory complexes, warehouses and an office block with a total built up area of approximately 26,972 square metres. The age of the buildings range approximately 8 to 21 years.	No. 65, Jalan Usaha 7, Ayer Keroh Industrial Estate, 75450 Melaka	40,660	Leasehold (99 years) expiring on 30 May 2072	24 Aug 2000	17,625,042
2	Factory complexes with a total built up area of approximately 6,235 square metres. The age of the building range approximately 21 to 22 years	Plot No. 96A & 96B, Jalan Usaha 7, Ayer Keroh Industrial Estate, 75450 Melaka	9,519	Leasehold (99 years) expiring on 2 September 2078 & 13 January 2080 respectively	25 Nov 1993 (Plot No. 96A) 12 Nov 1990 (Plot No. 96)	2,219,111
3	Factory complex with a built up area of approximately 4,896 square metres. The age of the buildings are approximately 31 years	No. 127-C, Jalan Usaha 9, Ayer Keroh Industrial Estate, 75450 Melaka	7,564	Leasehold (99 years) expiring 4 May 2082	9 Sept 1998	1,652,719
4	2 units of semidetached factory buildings with a total built up area of approximately 2,303 square metres. The age of the buildings are approximately 43 years	No. 85 & 86, Ayer Keroh Industrial Estate, 75450 Melaka.	4,140	Leasehold (99 years) expiring 30 May 2072	9 Sept 1998 (No. 85) 1980 (No. 86)	890,092
5	2 units of 3-Storey Shop Office with a total built up area of approximately 662.21 square metres. The age of the buildings are approximately 23 years	No. 7, 7A & 7B and No. 9. 9A & 9B, Jalan Melaka Raya 11, Taman Melaka Raya, 75000 Melaka.	143 per unit	Leasehold (99 years) expiring 7 July 2093	19 Oct 1992 (No. 7, 7A & 7B) 21 Oct 1992 (No. 9, 9A & 9B)	395,241
6	Vacant Land	Lot No. 6148, Mukim Bukit Katil, Daerah Melaka Tengah, Negeri Melaka.	1,077	Freehold	4 Dec 1999	173,895
7	Vacant Land	Lot No. 6096, Mukim Bukit Katil, Daerah Melaka Tengah, Negeri Melaka.	2,157	Freehold	4 Dec 1999	238,576
8	Semidetached factories with a built up area of approximately 478 square metres. The age of the building is approximately 15 years	No. 20, Jalan TPP 1/1A, Taman Industri Puchong, Batu 12, Jalan Puchong, 47100 Puchong, Selangor.	1,407	Freehold	10 Jul 2002	1,234,430



LIST OF PROPERTIES

No.	Description, Existing Use, Age of Building and Built Up Area	Location	Land Area (Square Metres)	Tenure	Date of Acquisition	Net Book Value as at 31.03.2020 (RM)
9	Industrial Land together with a factory building	No. 91, 92, 93, 94 & 95 (Lot 97), Jalan Usaha 7, Ayer Keroh Industrial Estate, 75450 Melaka.	42,640	Leasehold (99 years) expiring 30 May 2072	23 Jun 2014	21,254,817
10	3-Storey Shop Office with a built up area of approximately 431.81 square metres. The age of the buildings are approximately 7 years	No. 21, 21-1, 21-2, Jalan Komersial TAKH 3, Taman Ayer Keroh Height, 75450 Melaka.	145	Leasehold (99 years) expiring 15 February 2111	-	471,291
11	3-Storey Shop Office with a built up area of approximately 431.81 square metres. The age of the buildings are approximately 7 years	No. 19, 19-1, 19-2, Jalan Komersial TAKH 3, Taman Ayer Keroh Height, 75450 Melaka.	145	Leasehold (99 years) expiring 15 February 2111	-	471,291
12	3-Storey Shop Office with a built up area of approximately 431.81 square metres. The age of the buildings are approximately 7 years	No. 8, 8-1, 8-2, Jalan Komersial TAKH 3, Taman Ayer Keroh Height, 75450 Melaka.	145	Leasehold (99 years) expiring 15 February 2111	-	565,691
13	3-Storey Shop Office with a built up area of approximately 431.81 square metres. The age of the buildings are approximately 7 years	No. 3, 3-1, 3-2, Jalan Komersial TAKH 2, Taman Ayer Keroh Height, 75450 Melaka.	145	Leasehold (99 years) expiring 15 February 2111	-	565,691
14	3-Storey Shop Office with a built up area of approximately 774 square metres. The age of the buildings are approximately 7 years	No. 1, 1-1, 1-2 Jalan Komersial TAKH 2, Taman Ayer Keroh Height, 75450 Melaka.	248	Leasehold (99 years) expiring 15 February 2111	-	727,316
15	2 units of Double Storey Shop Office with a built up area of approximately 384 square metres.	Unit No. 01-04 & 02-04 and 01-05 & 02-05, Jalan Tampoi, Pangsapuri Dwi Alif, Johor Bahru.	384 per unit	Leasehold (99 years) expiring 17 September 2112	30 Jun 2015	2,155,620
16	Single Storey Terrace House	No. 133, Lorong Setia 3, Taman Ayer Keroh Height, Ayer Keroh, 75450 Melaka.	164	Leasehold (99 years) expiring 15 June 2075	23 May 2017	182,290



LIST OF PROPERTIES

No.	Description, Existing Use, Age of Building and Built Up Area	Location	Land Area (Square Metres)	Tenure	Date of Acquisition	Net Book Value as at 31.03.2020 (RM)
17	Single Storey Terrace House	No. 198, Lorong Setia 5, Taman Ayer Keroh Height, Ayer Keroh, 75450 Melaka	163	Leasehold (99 years) expiring 15 June 2075	15 Mar 2017	180,212
18	Single Storey Terrace House	No. 234, Lorong Setia 5, Taman Ayer Keroh Height, Ayer Keroh, 75450 Melaka	163	Leasehold (99 years) expiring 15 June 2075	11 Sep 2017	192,494
19	Single Storey Terrace House	No. 480, Lorong Setia 4, Taman Ayer Keroh Height, Ayer Keroh, 75450 Melaka	163	Leasehold (99 years) expiring 15 June 2075	17 Oct 2017	194,954



OTHER INFORMATION

1. Share Buyback

The Company did not make any share buyback during the financial year.

2. Audit and Non-Audit Fees

The audit and non-audit fees paid/payable to the external auditors by for services rendered to the Company and/or its subsidiaries for the financial year end 31 March 2020 are as follows:-

	Group RM	Company RM
Audit Fees		
- Statutory auditors	113,000	30,000
Non-audit fees		
- Statutory auditors	5,000	5,000
Total	118,000	35,000

3. Material Contracts

Neither OFIH nor its subsidiary companies has entered into any other contract which are or may be material during the two (2) years preceding the date of this Circular, other than contract entered into in the ordinary course of business.

4. Recurrent Related Parties Transactions

Pursuant to a Shareholders' Mandate obtained on 29 August 2019, the Company and its' subsidiaries have carried out recurrent related party transactions with Syarikat Perniagaan Chong Mah Sdn. Bhd. for distribution and wholesales of snack food and confectioneries products for a total value of RM1,924,239.78 from the effective date of Shareholders' Mandate until the date of this Annual Report.

The Company is seeking a renewal of the Shareholders' Mandate for the Company and/or its subsidiaries to enter into a Recurrent Related Party Transactions with Related Parties under the Special Business in the forthcoming AGM.



FORM OF PROXY

ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
[Registration No : 199601017418 (389769-M)]
(Incorporated in Malaysia)

No. of ordinary shares held

CDS Account No.

I/We, _____ NRIC No./Passport/Company No. _____
(Full Name in Capital Letters)

of _____
(Full address)

being a Member/Members of ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD hereby appoint *the Chairman of the meeting

or _____ NRIC No./Passport/Company No. _____
(Full Name in Capital Letters)

of _____
(Full address)

or failing him/her, _____ NRIC No./Passport/Company No. _____
(Full Name in Capital Letters)

of _____
(Full address)

as * my/our proxy/proxies to attend and vote for *me/us and on *my/our behalf at the 24th Annual General Meeting of the Company to be held at Tiara Function Room, Tiara Melaka Golf and Country Club, Jalan Gapam, Bukit Katil, 75760 Melaka on Thursday, 27 August 2020 at 2.30 p.m. and at every adjournment thereof to vote as indicated below:

No.	Ordinary Business		For	Against
1.	To approve the payment of Directors' fees amounting to RM316,935.49 for the financial year ended 31 March 2020	Resolution 1		
2.	To approve the proposed payment of Directors' remuneration and benefits (excluding Directors' fees) up to an amount of RM130,000.00 to the Directors with effect from 28 August 2020 until the next Annual General Meeting	Resolution 2		
3.	To re-elect the following Directors, each of whom retires by rotation in accordance with Clause 122 of the Constitution of the Company:- 3.1 Datuk Seri Son Chen Chuan 3.2 Datuk Son Tong Leong	Resolution 3 Resolution 4		
4.	To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 March 2021 and to authorise the Directors to determine their remuneration.	Resolution 5		
As Special Business				
5.	To approve continuation in office of Tan Sri Dato' Azizan Bin Husain as an Independent Non-Executive Director of the Company.	Resolution 6		
6.	To authorise the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.	Resolution 7		
7.	To approve the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	Resolution 8		
8.	To approve the Proposed Renewal of Share Buy-Back Authority	Resolution 9		

(Please indicate with an "X" in the space provided above on how you wish your vote to be cast. If you do not wish to do so, the proxy will vote or abstain from voting at this discretion.)

The proportion of my holdings to be represented by my *proxy/proxies are as follows:-

First name Proxy %

Second name Proxy %

100%

As witness my hand _____ day of _____ 2020.

Signature

NOTES:

- In regard of deposited securities, only members whose names appear in the Record of Depositors as at 12 August 2020 ("General Meeting Record of Depositors") shall be eligible to attend and vote at the Meeting.
- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualifications of the proxy.
- A member may appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing proxy shall be deemed to confer authority to demand or join in demanding a poll.
- The instrument appointing a proxy must be deposited to the office of the Company's Share Registrar, Sectrars Management Sdn. Bhd. at Level 9-7, Menara Sentral Vista, No 150 Jalan Sultan Abdul Samad, Brickfields, 50470, Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof as Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of General Meeting to be put to vote by poll.
- Proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- Personal Data Privacy:**
By submitting an instrument appointing a proxy(ies) and/or representative(s), the members accept and agree to the Personal Data Privacy terms set out in the Notice of AGM 29 July 2020.

Fold Here

Fold Here

Affix
stamp

THE SHARE REGISTRAR
ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD
[Registration No. : 199601017418 (389769-M)]
Level 9 - 7, Menara Sentral Vista
No. 150, Jalan Sultan Abdul Samad
Brickfields, 50470 Kuala Lumpur
Malaysia

Fold Here



ORIENTAL FOOD INDUSTRIES HOLDINGS BERHAD

Registration No. 199601017418 (389769-M)

No. 65, Jalan Usaha 7, Air Keroh Industrial Estate, 75450 Melaka, Malaysia.

Tel: 06-2310333 Fax: 06-2322066 Email: info@ofi.com.my
www.ofih.com.my | www.jacker.com.my

@f [orientalfoodmy](#)