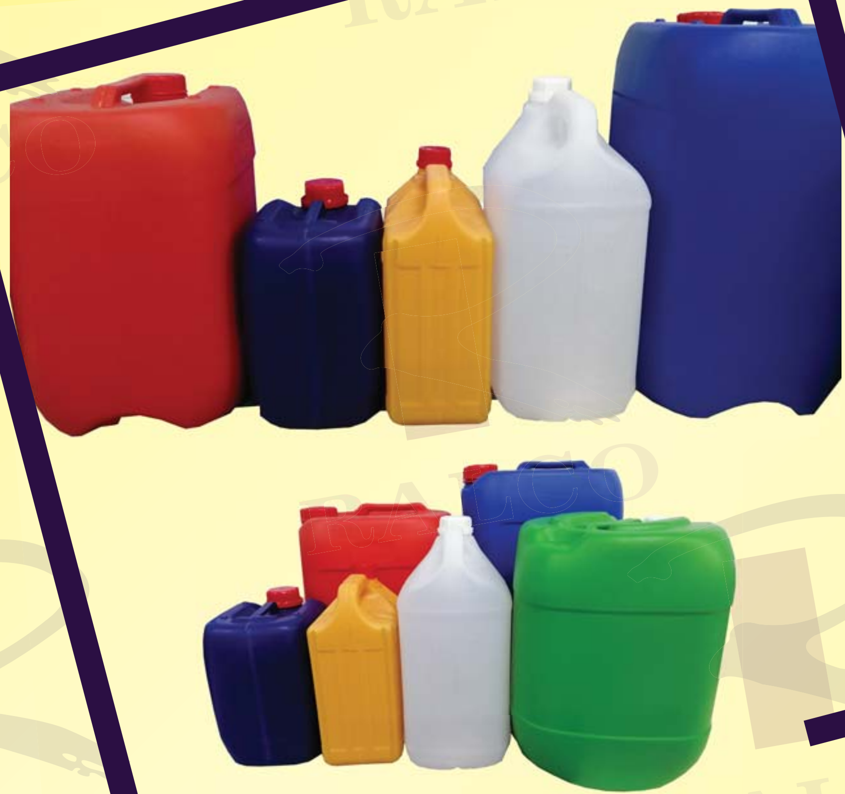
ANNUAL REPORT 2018



RALCO

RALCO CORPORATION BERHAD

(Company No. 333101-V)

CONTENTS

NOTICE OF
ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting of Ralco Corporation Berhad ("Company") will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 13th day of June 2019 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **[Please refer to Explanatory Note (i)]**

2. To approve the payment of Directors' fees amounting to RM161,903.00 for the financial year ended 31 December 2018. **RESOLUTION 1**

3. To approve the Directors' remuneration (excluding Directors' fee) payable to the Non-Executive Directors of the Company and its subsidiaries amounting to RM27,730.00 for the financial period from 1 July 2019 until 30 June 2020. **RESOLUTION 2**

4. To re-elect Mr Tan Heng Ta, who retires by rotation pursuant to Article 64 of the Company's Constitution. **RESOLUTION 3**

5. To re-elect Mr Law Doung Chin, who retires by rotation pursuant to Article 64 of the Company's Constitution. **RESOLUTION 4**

6. To re-appoint Messrs. RSM Malaysia (AF 0768) as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **RESOLUTION 5**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolution or Special Resolution with or without modifications:-

7. **Ordinary Resolution** **RESOLUTION 6**
   Authority to issue and allot shares

   "THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 of the Companies Act, 2016 to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Companies Act, 2016 and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

8. **Ordinary Resolution** **RESOLUTION 7**
Continuing in Office as an Independent Non-Executive Director - Datuk Lim Si Cheng

"THAT authority be and is hereby given to Datuk Lim Si Cheng who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.

9. **Special Resolution** **RESOLUTION 8**
Proposed Adoption of New Constitution of the Company

"THAT the existing Memorandum and Articles of Association of the Company be hereby deleted in its entirety and a new Constitution, marked as "Appendix A" (a copy of which is attached) be replaced thereof and hereby adopted as the Company's Constitution.

THAT henceforth, the Constitution shall bind the Company, the members and the Directors to the same extent as if the Constitution had been signed and sealed by each member and contain covenants on the part of each member and Director to observe all the provisions of the Constitution.

AND THAT the Secretaries be authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as adopted herewith with the Companies Commission of Malaysia on behalf of the Company in accordance with Section 36 of the Companies Act 2016."

10. To transact any other ordinary business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD

LIM LEE KUAN (MAICSA 7017753)
NG SALLY (MAICSA 7060343)
Company Secretaries

Kuala Lumpur
29 April 2019

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on his behalf. A proxy may but need not be a member of the Company.
2. The instrument appointing the proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing the proxy must be deposited at the Share Registrar's office, System & Securities Sdn. Bhd. at Plaza 138, Suite 18.03, 18th Floor, 138 Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
5. 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.
6. Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the Annual General Meeting is 7 June 2019.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS:

(i) **Item 1 of the Agenda**
Audited Financial Statements for the financial year ended 31 December 2018

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

(ii) **Ordinary Resolution 2**

Pursuant to Section 230(1) of the Companies Act 2016, the fee of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 24th Annual General Meeting on the Directors' remuneration (excluding the Directors' fee) payable to the Non-Executive Directors of the Company and its subsidiaries for the financial period from 1 July 2019 until 30 June 2020 ("Relevant Period").

The Directors' remuneration (excluding Directors' fee) comprises the allowances and other emoluments payable to the Non-Executive Directors are set out below:

Description	**Chairman (RM)**	**Non-Executive Director (RM)**
Meeting Allowance (per meeting)		
- Board Committees	1,000	500
- Audit Committees	1,000	-
Fixed Allowance (per annum)	12,000	-
Medical insurance (per annum)	1,365	1,365

Note:
- There are no Non-Executive Directors in the subsidiaries.

In determining the estimated total amount of the directors' remuneration (excluding Directors' fee), the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings.

Payment of Directors' remuneration (excluding Directors' fee) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the proposed Resolution 2 has been passed at the 24th Annual General Meeting. The Board is of the view that it is just and equitable for the Directors to be paid with the Directors' remuneration (excluding Directors' fee) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

(iii) **Ordinary Resolution 6**
Authority to issue and allot shares

The proposed Ordinary Resolution 6, if passed, will give flexibility to the Directors of the Company to issue and allot shares up to a maximum of ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the shareholders at the last Annual General Meeting ("the Previous Mandate"). The Previous Mandate was not utilised and no proceeds were raised.

The purpose of this general mandate is to provide flexibility to the Company for any possible fund raising activities but not limited for further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

(iv) **Ordinary Resolution 7**
Continuing in Office as an Independent Non-Executive Director

The Board has assessed the independence of Datuk Lim Si Cheng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

a. he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
b. he has been with the Company for more than 9 years and was familiar with the Company's business operations;
c. he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making; and
d. he has exercised his due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

The details of Datuk Lim Si Cheng are set out on page 8 of the Annual Report.

(v) **Special Resolution 1**
Adoption of New Constitution of the Company

The proposed Special Resolution is to seek shareholders' approval to adopt a new Constitution to align with the provision of the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Corporate Governance Requirements ("Proposed New Constitution"). Please refer to the Appendix A for detailed information on the Proposed New Constitution.

The Proposed New Constitution shall take effect once the proposed Special Resolution 1 has been passed by a majority of not less than 75% of members who are entitled to vote and do vote in person or by proxy at the 24th Annual General Meeting.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Datuk Lim Si Cheng	Chairman, Senior Independent Non-Executive Director
Tan Heng Ta	Managing Director
Heng Chee Wei	Non-Independent and Non-Executive Director
Tham Yew Chung	Independent Non-Executive Director
Law Doung Chin	Independent Non-Executive Director

COMPANY SECRETARIES	Lim Lee Kuan (MAICSA 7017753) Ng Sally (MAICSA 7060343)
REGISTERED OFFICE	10th Floor, Menara Hap Seng No. 1 & 3, Jalan P. Ramlee 50250 Kuala Lumpur Tel : 603-2382 4288 Fax : 603-2026 1451
PRINCIPAL PLACE OF BUSINESS	Lot 1476, Nilai Industrial Estate 71800 Nilai Negeri Sembilan Darul Khusus Tel : 606-797 1999 Fax : 606-797 1333
REGISTRAR	System & Securities Sdn. Bhd. Plaza 138, Suite 18.03 18th Floor, 138 Jalan Ampang 50450 Kuala Lumpur Tel: 03-2161 5466 Fax: 03-2163 6968 email: systems@ssassociates.com.my
AUDITORS	Messrs. RSM Malaysia (AF 0768) 5th Floor, Penthouse, Wisma RKT, Block A No. 2, Jalan Raja Abdullah Off Jalan Sultan Ismail 50300 Kuala Lumpur Tel: 03-2610 2888 Fax: 03-2698 6600 email: audit@rsmmalaysia.my
PRINCIPAL BANKERS	CIMB Bank Berhad Alliance Bank Malaysia Berhad Hong Leong Bank Berhad
STOCK EXCHANGE LISTING	Main Market of Bursa Malaysia Securities Berhad Stock Name: RALCO Stock Code: 7498 Sector: Industrial Products

CORPORATE STRUCTURE

RALCO CORPORATION BERHAD
(Company No. 333101-V)

100%
Ralco Holdings Sdn. Bhd.
(Company No. 179529-T)

100%
Ralco Plastic Sdn. Bhd.
(Company No. 178902-X)

100%
Ralco Compounding Sdn. Bhd.
(Company No. 754134-W)

100%
Ralco Trading Sdn. Bhd.
(Company No. 183408-U)

100%
Temasek Bay Sdn. Bhd.
(Company No. 838871-H)

100%
Ralco Respack Polybag Sdn. Bhd.
(Company No. 1188458-D)

PROFILE OF DIRECTORS

DATUK LIM SI CHENG, PJN., PIS

Chairman, Senior Independent Non-Executive Director
Aged 69, Male, Malaysian

Datuk Lim Si Cheng was appointed to the Board and Chairman to the Board on 16 June 2008. He is the Chairman of the Nomination Committee and Remuneration Committee and a member of the Audit Committee and Risk Management Committee.

He started his career as a journalist in 1968. He was a State Assemblyman for Bandar Segamat from 1982 to 1990. He was a Johor State Executive Councilor from 1986 to 1990 before being appointed as Political Secretary to Minister of Transport in 1990. From 1995, he was elected as Member of Parliament for Kulai, Johor for three (3) consecutive terms and in 1999, he served as Deputy Speaker to the House of Representative, Parliament Malaysia until February 2008. He was a member of the Malaysian Pepper Board from 2008 to 2011.

Datuk Lim holds directorship in various companies which include LBS Bina Group Berhad and Koperasi Jayadiri Malaysia Bhd. He is also very active in community works of various charitable organisations. Datuk Lim is also a council member of University Tunku Abdul Rahman, Trustee in Huaren Education Foundation, Trustees in Chang Ming Thien Foundation, board member of VTAR Education Sdn. Bhd. and committee member of Malaysia Mental Literacy Movement.

He does not have any family relationship with any Director and/or major shareholder of Ralco Corporation Berhad and has no conflict of interest with the Company. He has not been convicted for any offences within the past 5 years other than traffic offences. There were no public sanctions or penalties imposed on him by any regulatory bodies during the financial year 2018.

Details of number of Board meetings attended by him during the financial year are set out in page 16 of this Annual Report.

TAN HENG TA

Managing Director
Aged 51, Male, Malaysian

Mr. Tan Heng Ta was first appointed to the Board as Executive Director on 7 January 2011 and was subsequently appointed as the Managing Director of the Company on 1 August 2011.

Mr Tan is a successful businessman with diverse interests in property development, plantation as well as trading. His diverse business interests have provided him with a wide range of operational, technical, as well as marketing knowledge and insight. He currently sits on the Board of a few private limited companies and does not hold any directorship in any other public companies and listed issuers.

He does not have any family relationship with any Director and/or major shareholder of Ralco Corporation Berhad and has no conflict of interest with the Company. He has not been convicted for any offences within the past 5 years other than traffic offences. There were no public sanctions or penalties imposed on him by any regulatory bodies during the financial year 2018.

Details of number of Board meetings attended by him during the financial year are set out in page 16 of this Annual Report.

HENG CHEE WEI, A.M.P.
Non-Independent and Non-Executive Director
Aged 48, Male, Malaysian

Mr. Heng Chee Wei was appointed to the Board on 8 August 2001. He was previously the Chief Executive Officer of Ralco Corporation Berhad on 1 July 2014 and was subsequently re-designated as Non-Independent and Non-Executive Director with effect from 30 June 2017. He is a member of the Risk Management Committee.

Mr. Heng is a member of the Malaysian Institute of Accountants. He obtained the qualification of Australian Society of Certified Practicing Accountants (ASCPA) in 1999. He holds a Bachelor of Commerce from University of Southern Queensland, Australia. He was previously the Operations Director of TNT Worldwide Express (M) Sdn. Bhd. He was a Senior Operations Manager of Federal Express Services (M) Sdn. Bhd. from 1999 to 2009. He was the Finance Manager of Sis Distribution (M) Sdn. Bhd. and was formerly a Senior Associate with PricewaterhouseCoopers from 1996 to 1999. Mr. Heng holds directorship in various companies which include ML Global Berhad.

He does not have any family relationship with any Director and/or major shareholder of Ralco Corporation Berhad and has no conflict of interest with the Company. He has not been convicted for any offences within the past 5 years other than traffic offences. There were no public sanctions or penalties imposed on him by any regulatory bodies during the financial year 2018.

Details of the number of Board meetings attended by him during the financial year are set out in page 16 of this Annual Report.

LAW DOUNG CHIN
Independent Non-Executive Director
Aged 48, *Male, Malaysian*

Mr. Law Doung Chin was appointed to the Board on 29 March 2011. He is the Chairman of the Risk Management Committee and a member of the Audit Committee, Nomination Committee and Remuneration Committee.

Mr. Law is a member of the Association of Chartered Certified Accountants and has more than 10 years extensive and wide exposures and experiences in accounting, financing and auditing and held several key manager positions in auditing firm as well as in private limited companies which are involved in operations in logging activities, hotel operating and property development. He does not hold any directorship in other public companies and listed issuers.

He does not have any family relationship with any Director and/or major shareholder of Ralco Corporation Berhad and has no conflict of interest with the Company. He has not been convicted for any offences within the past 5 years other than traffic offences. There were no public sanctions or penalties imposed on him by any regulatory bodies during the financial year 2018.

Details of the number of Board meetings attended by him during the financial year are set out in page 16 of this Annual Report.

THAM YEW CHUNG
Independent Non-Executive Director
Aged 43, *Male, Malaysian*

Mr. Tham Yew Chung was appointed to the Board on 5 April 2018. He is the Chairman of Audit Committee and a member of Nomination Committee, Remuneration Committee and Risk Management Committee.

Mr.Tham is a member of the Malaysian Institute of Accountants and obtained his qualification from CPA Australia. He holds a Bachelor's Degree from University of Southern Queensland, Australia. He started his career with Messrs. S.M. Tuang & Co in 1998 as an Audit Assistant, before moving on to hold senior positions in various companies. Currently, he is the Senior Finance Manager for a trading company in Malaysia. He has more than 10 years of experience leading the accounting, finance and corporate planning function of various companies and has extensive experience in management consulting, auditing and corporate finance. He does not hold any directorships in other public companies and listed issuers.

He does not have any family relationship with any Director and/or major shareholder of Ralco Corporation Berhad and has no conflict of interest with the Company. He has not been convicted for any offences within the past 5 years other than traffic offences. There were no public sanctions or penalties imposed on him by any regulatory bodies during the financial year 2018.

Details of the number of Board meetings attended by him during the financial year are set out in page 16 of this Annual Report.

TAN SU KHIM
General Manager
Aged 59, Male, Malaysian

Mr. Tan joined the Ralco Group on 17 December 2018 as a General Manager. He is responsible for looking into the business strategies of the Ralco Group.

Prior to this assignment, Mr. Tan has 30 years' experience in leading and managing various Businesses in Sales, Marketing, Finance, Manufacturing, Operations and Logistics. He is experienced in formulating Marketing/Sales and Business Plan to ensure Sales Strategies, Procedures and System are implemented effectively and successfully. He possesses Effective Management Skills to further enhance the overall business operations. He does not hold any directorship in other public companies and listed issuers.

He does not have any family relationship with any Director and/or major shareholder of Ralco Corporation Berhad and has no conflict of interest with the Company. He has not been convicted for any offences within the past 5 years other than traffic offences. There were no public sanctions or penalties imposed on him by any regulatory bodies during the financial year 2018.

HOE CHAUN WEE
Chief Financial Officer
Aged 49, Male, Malaysian

Mr. Hoe joined Ralco Group on 28 September 2018 as a Chief Financial Officer. He is a member of the Malaysian Institute of Accountants and obtained his qualification from CPA Australia. He holds a Master in Business Administration from Open University Malaysia and a bachelor's degree from University of Western Sydney, Australia. He has more than 23 years of experience leading accounting, finance and corporate planning function of foreign multi- national companies and listed companies.

He does not have any family relationship with any Director and/or major shareholder of Ralco Corporation Berhad and has no conflict of interest with the Company. He has not been convicted for any offences within the past 5 years other than traffic offences. There were no public sanctions or penalties imposed on him by any regulatory bodies during the financial year 2018.

LIM TECK SENG
Purchasing and Human Resources Manager
Aged 63, Male, Malaysian

Mr. Lim joined the Ralco Group on 15 March 2019 as Purchasing and Human Resources Manager. He is an Associate Member of the Institute Engineers and Technician (UK). He is also an associate member of 'The Associates Business Executive (UK) holding a Diploma in Business Management. He has more than 26 years working in Malaya Sdn. Bhd. (a glass manufacturing company) held several positions such as a Purchasing Manager, Senior Raw Material Manager, Senior Plant Maintenance Manager and Senior Logistic Warehouse Manager.

He also holds a position at JAPMAS Steel Sdn. Bhd. as Group Operation Manager in charge of overall factories operation for 4 and a half years.

He does not have any family relationship with any Director and/or major shareholder of Ralco Corporation Berhad and has no conflict of interest with the Company. He has not been convicted for any offences within the past 5 years other than traffic offences. There were no public sanctions or penalties imposed on him by any regulatory bodies during the financial year 2018.

CORPORATE GOVERNANCE
OVERVIEW STATEMENT

The Board of Directors of Ralco Corporation Berhad ("the Board") continues to recognise the importance of practising good corporate governance to direct the businesses of the Company and its subsidiaries (together as "the Group") towards enhancing business and long-term value for its shareholders. It remains committed to ensure that the highest standards of accountability and transparency are practised throughout the Group as the underlying principle in discharging its responsibilities.

The Board presents this statement to provide shareholders and investors with an overview of the corporate governance practices of the Company under the leadership of the Board during the financial year 2018. This overview takes guidance from the key corporate governance principles as set out in the Malaysian Code on Corporate Governance 2017 ("MCCG").

This statement is prepared in compliance with Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and it is to be read together with the Corporate Governance Report ("CG Report") of the Company which is available at the Company's website at www.ralco.net.

The CG Report provides the details on how the Company has applied each Practice as set out in the MCCG during the financial year 2018.

Principle A- Board leadership and effectiveness

1.1 Board Responsibilities

The Board is responsible for formulating and reviewing the strategic plans and key policies of the Company, and charting the course of the Group's business operations whilst providing effective oversight of Management's performance, risk assessment and controls over business operations. The Board delegates and confers some of its authorities and discretion on the Chairman, Managing Director, and Management as well as on properly constituted Board Committees comprising exclusively Non-Executive Directors.

All members of the Board are aware of their responsibilities to take decision objectively which promote the success of the Group for the benefits of the shareholders and other stakeholders. The roles and responsibilities of the Board are clearly set out in the Board Charter which is available on the Company's website.

The positions of the Chairman and the Managing Director are held by two different individuals. The Chairman of the Board is Datuk Lim Si Cheng, a Senior Independent Non-Executive Director whilst the Managing Director is Mr.Tan Heng Ta.

There is a clear division of responsibilities between the Chairman of the Board and the Managing Director. The Chairman ensures the smooth and effective functioning of the Board, leads strategic planning at the Board level and instilling good corporate governance practices. The Managing Director is responsible for the vision and strategic directions of the Group as well as initiating innovative ideas to create competitive edge and development of business and corporate strategies. He is assisted by the General Manager for implementing the policies and decisions of the Board but he is primarily accountable for overseeing the day-to-day operations of the Group to ensure the effective running of the Group.

The Board Committees made up of Risk Management Committee, Audit Committee, Nomination Committee and Remuneration Committee; and are entrusted with specific responsibilities to oversee the Group's affairs, with authority to act on behalf of the Board in accordance with their respective Terms of Reference. The Chairman of the relevant Board Committees report to the Board on key issues deliberated by the Board Committees at their respective meetings. The ultimate responsibilities for decision making, however, lies with the Board.

Key matters reserved for the Board's approval include the business plan and budget, capital management and investment policies, authority limits/levels, risk management policies, declaration of dividends, business continuity plan, issuance of new securities, business restructuring, expenditure above a certain limit, material acquisitions and disposition of assets.

The Board has the authority to approve transactions or activities which are beyond the individual discretionary powers of senior officers or management committees delegated by the Board as per the Approving

Authority limits stipulated in the relevant policy manuals of respective operating units, subject to the provision of the Constitution of the Company.

1.2 Qualified and competent company secretaries

In delivering the above duties and responsibilities, the Board is supported by suitably qualified and competent Company Secretaries who are members of professional bodies.

The Board is regularly updated and appraised by the Company Secretary on the requirements and new regulations by the regulatory authority.

The Company Secretary attends and ensures that all Board meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are taken and maintained in the statutory register of the Company. The Company Secretary works closely with Management to ensure that there are timely and appropriate information flows within and to the Board and Board Committees.

1.3 Board Charter

In discharging its duties, the Board is constantly mindful of the need to safeguard the interests of the Group's stakeholders. In order to facilitate the effective discharge of its duties, the Board is guided by the Board Charter which was reviewed and revised by the Board on 23 November 2017 and the same has been published on the Company's website.

The Board Charter serves to ensure that all Board members acting on the Group's behalf are aware of their expanding roles and responsibilities. It sets out the strategic intent and specific responsibilities to be discharged by the Board members collectively and individually. It also regulates on how the Board conducts business in accordance with the Corporate Governance principles.

1.4 Formalised ethical standards through Code of Conduct

The Group is committed to achieving and monitoring high standards pertaining to behaviour at work.

The Board is guided by the Company's Code of Conduct in discharging its oversight role effectively. The Code of Conduct requires all Directors and Management to observe high ethical business standards, honesty and integrity and to apply these values to all aspects of the Groups' business and professional practice and act in good faith in the best interest of the Company and its shareholders. A summary of the Code of Conduct is available on the Group's website at www.ralco.net.

In addition, all employees are encouraged to report genuine concerns about unethical behaviour or malpractices. Any such concern should be raised with senior management, and an appropriate action will be taken by the Company. If for any reason, it is believed that this is not possible or appropriate, then the concern should be reported to the Senior Independent Non-Executive Director of the Company.

1.5 Whistle Blowing Policy

The Group has developed a Whistle-blowing Policy ("the Policy") to enable employees and any other persons to report instances of unethical behaviour, actual or suspected fraud and/or abuse within the Company. This policy has been disseminated throughout the organisation with briefing by the Human Resources Department on its use by employees.

The Policy facilitates an open and transparent corporate culture within the organisation, promoting accountability and enabling the Group to respond nimbly to changes in environment. It also serves to encourage and provide an alternative means for employees and any other persons ("Reporting Persons") to raise a concern outside the normal reporting channels. Such good faith reporting must not be made recklessly, maliciously, and/or for personal gain. The Policy has been disseminated to all staff and is available at www.ralco.net.

2 Composition of the Board

The Board currently comprises five (5) members, of whom three (3) are Independent Non-Executive Directors, one (1) Non-Independent Non-Executive Director and one (1) Managing Director. The three (3) Independent Non-Executive Directors fulfilled the criteria of independence as defined in the MMLR. The Board composition has met the requirement in the MMLR and the MCCG as at least half of its members are Independent Directors. The Board members are persons of high calibre and integrity, and provide a wealth of knowledge, experience and skills in the key areas of accountancy, business operations and development, finance and risk management, amongst others.

The size and composition of the Board are reviewed by the Nomination Committee annually, to determine if the Board has the right size and sufficient diversity with independence elements that fit the Company's objectives. The Nomination Committee also aims to maintain a diversity of gender, expertise, skills, ethnicity and attributes among the Directors, so as to form a quality Board that can contribute to more robust decision making and thereby, increase governance and shareholders value.

The Board acknowledges the importance of diversity in boardroom and senior management and has set a target of 30% female directors to be achieved by 2020. The Group strictly adhered to the practice of non-discrimination of any form, whether based on race, age, religion and gender throughout the organisation, which including the selection of Board members.

Based on the review of the Board composition, there was one (1) female director on the Board of the Company. However, she has resigned as an Executive Director of the Company in March 2018. The Nomination Committee will take steps to ensure that women candidates are sought as part of its recruitment exercise in order to achieve the optimum size with the right diversity. As such, this pursuit will continue to be a priority on the Board agenda in year 2019 and the Company will endeavour to achieve 30% female directors by 2020.

2.1 Nomination Committee

The present composition of the Nomination Committee comprises exclusively Independent Non-Executive Directors and it is chaired by a Senior Independent Director.

A summary of key activities undertaken by the Nomination Committee in discharging its duties during the financial year are set out below:-

- Assessed the contribution of each individual Director;
- Reviewed the Board structure, size, composition and the balance between Executive Directors, Non-Executive Directors and Independent Directors to ensure that the Board has the appropriate mix of skills and experience including core competencies which Directors should bring to the Board and other qualities to function effectively and efficiently;
- Took the necessary steps to ensure that women candidates are sought as part of the Company's recruitment exercise to meet its gender diversity target;
- Reviewed the independence of Independent Directors;
- Reviewed and assessed the performance and effectiveness of the Board as a whole and Board Committees;
- Reviewed the profile of nominated Director and recommended to the Board the appointment of the said Director;
- Discussed the annual retirement by rotation and re-election of Directors at the forthcoming Annual General Meeting ("AGM") and recommended the same for re-election by the shareholders; and
- Reviewed the performance of the Chief Financial Officer ("CFO").

2.2 Board appointment process

The Nomination Committee is responsible for identifying and recommending suitable candidates for Board membership and also for assessing the performance of the Directors on an ongoing basis. The Board will have the ultimate responsibility and final decision on the appointment. This process shall ensure that the Board membership accurately reflects the long-term strategic direction and needs of the Company and determine skills matrix to support strategic direction and needs of the Company.

Management shall then engage broadly to develop a pool of interested potential candidates meeting the skills, expertise, personal qualities and diversity requirements for both the Board and the Committee appointments. Other than the recommendation of Management, existing board member and major shareholder, the Nomination Committee shall consider other approaches and sources i.e. sourcing from a directors' registry, open advertisements or use of independent search firms to identify the most suitable candidates.

The Nomination Committee evaluates and matches the criteria of the candidate, and will consider diversity, including gender and ethnicity (cultural background), where appropriate, and recommends to the Board for appointment.

In making the selection, the Board is assisted by the Nomination Committee to consider the following aspects:

- Probity, personal integrity and reputation – the person must have the personal qualities such as honesty, integrity, diligence and independence of mind and fairness.

- Competence and capability – the person must have the necessary skills, ability and commitment to carry out the role.

According to the Constitution of the Company, all Directors are required to submit themselves for re-election at intervals of not more than three (3) years. The Constitution also states that one-third (1/3) of the Board members shall retire from office at the AGM and shall be eligible for re-election at the same AGM. The new Director(s) duly appointed by the Board is then recommended for re-election at the AGM.

For the appointment of Mr. Tham Yew Chung as an independent director during the financial year 2018, the Nomination Committee had reviewed a list of potential candidates from the various sources, including Management's nomination.

The Nomination Committee has reviewed and assessed the appointment of Mr. Tham Yew Chung based on the criteria of "Fit and Proper Standard" as set out in the Company's Board Charter and recommended the appointment of Mr. Tham Yew Chung as an independent director of the Company to the Board for approval.

2.3 Tenure of Independent Directors

The Board has adopted a nine-year policy for Independent Non-Executive Directors. An Independent Director may continue to serve on the Board subject to the director's re-designation as a Non-Independent Director. Otherwise, the Board will justify and seek shareholders' approval at the AGM in the event it retains the director as an Independent Director. If the Board continues to retain the independent director after the twelfth year, the Board need to seek annual shareholders' approval through a two-tier voting process.

The Nomination Committee will assess the independence of the Independent Directors based on the assessment criteria developed by the Nomination Committee, and recommended to the Board for recommendation to the shareholders for approval. Justifications for the Board's recommendation will be provided under the explanatory note as set out in the Notice of AGM.

Currently, there is one (1) long serving Independent Non-Executive Director, Datuk Lim Si Cheng, who has served for a cumulative term of more than nine years. The Board, on the review and recommendation made by the Nomination Committee, is unanimous in its opinion that the Independent Non-Executive Director has fulfilled the criteria in the definition of an "Independent Director" as set out in Paragraph 1.01 of the MMLR. The Board believes that the independence of the Independent Non-Executive Director remains unimpaired and his judgment over business dealing of the Company was not influenced by the interest of the other Directors or Substantial Shareholders.

Thus, the Board recommends to the shareholders for approval at the forthcoming AGM for Datuk Lim Si Cheng to continue acting as an Independent Director of the Company.

2.4 Annual Assessment

The Board reviews and evaluates its own performance and the performance of its Committees on an annual basis. The Board evaluation comprises a Board Assessment, an Individual Director Assessment and an Assessment of Independence of Independent Directors. The Assessment is based on specific criteria as stated in the performance assessment form adopted by the Nomination Committee.

Based on the above assessment in 2018, the Board is generally satisfied with the level of independence demonstrated by all the Independent Directors and their ability to bring independent and objective judgement to the board deliberations.

The results of the assessment would form the basis of the Nomination Committee's recommendation to the Board for the re-election of Directors at the next AGM. The Nomination Committee has also reviewed and evaluated the performance of Chief Financial Officer during the financial year.

In addition, the Nomination Committee has reviewed the term of office and performance of the Audit Committee and each of its members and opined that the Audit Committee and all members have carried out their duties in accordance with their terms of reference.

2.5 Time Commitment

The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company. This is evidenced by the attendance record of the Directors at Board Meetings, as set out in the table below.

Name of Directors	Designation	Number of Meetings held and Attended during the financial year
Datuk Lim Si Cheng	Chairman and Senior Independent Non-Executive Director	5/5
Tan Heng Ta	Managing Director	5/5
Heng Chee Wei	Non-Independent and Non-Executive Director	5/5
Law Doung Chin	Independent Non-Executive Director	5/5
Cheong Tuck Kong (Resigned w.e.f 22 December 2018)	Executive Director	5/5
Lim Chew Yin (Resigned w.e.f 15 March 2018)	Executive Director	0/1
Tham Yew Chung (Appointed w.e.f 5 April 2018)	Independent Non-Executive Director	3/3

To ensure that the Directors devote sufficient time to fulfil their roles and responsibilities, the Directors must not hold directorships at more than five (5) public listed companies.

To facilitate the Directors' time planning, an annual meeting schedule is prepared and circulated at the beginning of every year, as well as the tentative closed periods for dealings in securities by Directors based on the targeted date of announcements of the Group's quarterly results.

2.6 Training

All Directors have completed the Mandatory Accreditation Programme as prescribed by Bursa Securities. The Company will continue to identify suitable training for the Directors to equip and update themselves with the necessary knowledge to discharge their duties and responsibilities as Directors.

During the financial year ended 31 December 2018, the Directors have attended the following training, seminars, conferences and exhibitions which they considered vital in keeping abreast with changes in laws and regulation, business environment, and corporate governance development:-

No.	Continuing Education Programme Attended	Date Attended
1.	Datuk Lim Si Cheng	
	▪ Sustainability Engagement Series for Directors/Chief Executive Officers	5 July 2018
	▪ ACI Breakfast Roundtable 2018	3 August 2018
2.	Mr. Heng Chee Wei	
	▪ Six Sigma Master Black Belt	6 August 2018
3.	Mr. Tan Heng Ta	
	▪ Insights into Corporate Governance Guide: Bridging Promises and Practices	16 March 2018
4.	Mr. Law Doung Chin	
	▪ Seminar Ke Arah Pematuhan Sepenuhnya Peraturan-Peraturan Kualiti Alam Sekeliling (Udara Bersih) 2014 dan Taklimat Pemakaian Sistem i-Remote	27 November 2018
	▪ Budget 2019: Income Tax/RPGT/SST Latest Updates and Tax Planning	4 & 5 December 2018

No.	Continuing Education Programme Attended	Date Attended
5.	Mr. Cheong Tuck Kong [Resigned w.e.f 22 December 2018]	
	▪ FMM Technology Talk: Kick-Start Your Industry Journey Today	27 March 2018
	▪ Entrepreneurs' Organization and Young Presidents' Organization: Taipan Masterclass 2018	11 to 13 April 2018
6.	Mr. Tham Yew Chung	
	▪ Mandatory Accreditation Programme	3 & 4 September 2018

The Directors are also encouraged to evaluate their own training needs on a continuous basis and to be determined by the Board on the relevant programmes, seminars, briefings or dialogues available that would best enable them to enhance their knowledge and contributions to the Board.

3. Remuneration

The Remuneration Committee and the Board would take into account the corporate objective and performance of the Company to determine the remuneration packages of Directors and Key Senior Management Officers, to ensure that their remuneration packages are sufficiently attractive so as to retain persons of high calibre. Terms of Reference of Remuneration Committee is available at www.ralco.net.

The Remuneration Committee reviews annually the performance of the Executive Directors and submits recommendations to the Board on specific adjustments in remuneration and/or reward payments that reflect their respective contributions for the year, and which are dependent on the performance of the Group, achievement of the goals and/or quantified organisational targets as well as strategic initiatives set at the beginning of each year.

The Board as a whole determines the remuneration of Non-Executive Directors and recommends the same for the shareholders' approval.

Details of the Directors' remuneration of each Director during the financial year 2018 for Group and Company are as follows:-

			Group		
	Director Fees	**Salary, Bonus and Incentive**	**Meeting Allowance**	**EPF Contribution**	***Benefit-in-kind**
	RM	**RM**	**RM**	**RM**	**RM**
Executive Directors					
Tan Heng Ta	-	-	-	-	-
Cheong Tuck Kong (Resigned w.e.f. 22 December 2018)	-	-	-	-	-
Lim Chew Yin (Resigned w.e.f. 15 March 2018)	-	-	-	-	-
Non-Executive Directors					
Datuk Lim Si Cheng	-	-	-	-	-
Tham Yew Chung (Appointed w.e.f 5 April 2018)	-	-	-	-	-
Heng Chee Wei	-	-	-	-	-
Law Doung Chin	-	-	-	-	-
Total:	-	-	-	-	-

	Director Fees	Salary, Bonus and Incentive	Company Meeting Allowance	EPF Contribution	*Benefit-in-kind
	RM	RM	RM	RM	RM
Executive Directors					
Tan Heng Ta	28,000	242,235	2,500	45,600	20,720
Cheong Tuck Kong (Resigned w.e.f. 22 December 2018)	28,000	181,316	3,500	21,800	17,372
Lim Chew Yin (Resigned w.e.f. 15 March 2018)	-	57,857	-	6,948	5,007
Non-Executive Directors					
Datuk Lim Si Cheng	28,000	12,000	5,000	-	1,365
Tham Yew Chung (Appointed w.e.f 5 April 2018)	21,903	-	3,000	-	-
Heng Chee Wei	28,000	-	2,500	-	-
Law Doung Chin	28,000	-	2,500	-	1,365
Total:	161,903	493,408	19,000	74,348	45,829

*Benefit-in-kind include company car and the benefit of Directors and Officers Liability Insurance in respect of any liabilities arising from acts committed in their capacity as Directors and Officers of the Company.

There was no service rendered by the Directors to the Group during the financial year ended 31 December 2018.

The number of top three (3) senior management whose remuneration (comprising salary, bonus, benefits in-kind and other emoluments) for the financial year ended 31 December 2018 within the successive bands of RM50,000 is as follows:

Remuneration Band	Number of top three (3) senior management*
RM0 - RM50,000	-
RM50,001 to RM100,000	-
RM100,001 to RM150,000	3
RM150,001 to RM200,000	-
RM200,001 to RM300,000	-

*The Company has only three (3) senior management in financial year 2018.

Principle B -Effective Audit and Risk Management

1. Audit Committee

The Audit Committee of the Company comprises solely of Independent Non-Executive Directors. The position of the Chairman of the Audit Committee and the Chairman of the Board are held by two different individuals. The Chairman of the Audit Committee is Mr. Tham Yew Chung an Independent Non-Executive Director whilst the Chairman of the Board is Datuk Lim Si Cheng, a Senior Independent Non-Executive Director.

The main responsibilities of the Audit Committee are to assist the Board in discharging its statutory and other responsibilities relating to the internal controls, financial and accounting matters, compliance, and business and financial risk management.

The Audit Committee reports to the Board on the results of the audits undertaken by the internal and external auditors, the adequacy of disclosure of information, and the adequacy and effectiveness of the system of risk management and internal control. It reviews the quarterly and annual financial statements with Management and external auditors, reviews and approves the annual audit plans for the internal and external auditors' evaluation of the Group's system of internal control.

The Audit Committee is also responsible for evaluating the cost effectiveness of audits, the independence and objectivity of the external audit, and the nature and extent of the non-audit services provided by the external auditors to ensure that the independence of the external auditors is not compromised. It also makes recommendations to the Board on the appointment or re-appointment of the external auditors.

Based on the Audit Committee's assessment of the external auditors, the Board satisfied with the independence, quality of service and adequacy of resources provided by the external auditors in carrying out the annual audit for financial year 2018. In view thereof, the Board has recommended the re-appointment of the external auditors for the approval of shareholders at the forthcoming AGM.

The composition of the Audit Committee will be reviewed annually by the Nomination Committee and recommended to the Board for approval.

The Audit Committee and the Risk Management Committee reviewed the results of audits performed by the Internal Auditor based on the approved audit plan and identified risk profile during the financial year. The details of internal audit function is stipulated in the Audit Committee Report on page 23 of this Annual Report.

2. Risk Management and Internal Control Framework

The Board has the overall responsibility to ensure that sound and effective risk management and internal control systems are maintained, while Management is responsible for designing and implementing risk management and internal control systems to manage risks. Sound and effective systems of risk management and internal control are designed to identify and manage the risk of failure to achieve the business objective.

A Risk Management Committee which comprised majority of the Audit Committee members was set up during the financial year 2017. The Risk Management Committee together with the Audit Committee assist to monitor the Company's risk exposures, the design and operating effectiveness of the underlying risk management and the internal control systems, and will report to the Board after due review of the effectiveness of the Group's risk management and internal control by the internal auditor. The Board is satisfied with the performance and the Risk Management Committee and the Audit Committee in discharging their responsibilities.

The Board confirms that there is an ongoing process for identifying, evaluating and managing significant risks facing the Company and the Company has embeded risk management into the operating and business processes. These processes are undertaken by all Executive Directors and the Management team members in their course of work. Key matters covering the financial performance, operating and market are reviewed and deliberated in the Risk Management Committee Meetings.

The Board receives assurance from the Managing Director and the Chief Financial Office, to the best of their knowledge that the Group's risk management and internal control systems are operating adequately and effectively, in all material aspects.

For the financial year under review, the Board is satisfied that the existing level of systems of risk management and internal controls are effective to enable the Group to achieve its business objectives and there were no material losses resulted from significant control weaknesses that would require additional disclosure in the Annual Report. Nonetheless, the Board recognises that the systems of risk management and internal control should be continuously improved in line with the evolving business development. It should also be noted that all risk management systems and systems of internal control could only manage rather than eliminate risks of failure to achieve business objectives. Therefore, these systems of risk management and internal control in the Group can only provide reasonable but not absolute assurance against material misstatements, frauds and losses.

Principle C - Integrity in Corporate Reporting & Meaningful Relationship with Stakeholders

1. Communication with Stakeholders

The Company is committed to ensure its communication with the other shareholders and stakeholders is transparent, timely and with quality disclosures. Hence, the Company actively engages all its stakeholders through the following platforms:-

(a) Corporate Disclosure Policy and Procedures

Corporate disclosure and information are important for the investors and the shareholders. The Board is advised by Management, the company secretaries and the external and internal auditors on the contents and timely disclosure requirements of the MMLR on the financial results and various announcements.

The Group leverages on its corporate website to disseminate and add depth to its communication with the public. News alert feature in the website is available for public community.

(b) Leverage on information technology for effective dissemination of information

The Company's website provides all relevant corporate information and it is accessible by the public. The Company's website includes the share price information, all announcements made by the Company, Annual Reports, financial results, and etc.

The Company has identified Datuk Lim Si Cheng as the Senior Independent Non-Executive Director to whom concerns of shareholders and other stakeholders may be conveyed. He can be contacted at sicheng333@gmail.com.

In addition to the above, the shareholders and other stakeholders and the investors can make inquiries about investor relations matters with designated management personnel directly responsible for investor relations, via dedicated e-mail addresses available on the corporate website.

2. Conduct of General Meeting

The AGM is an important means of communication with the Company's shareholders. The Board takes cognisance in serving longer than the required minimum notice period for AGM. The Company encloses the Annual Report together with the notice of AGM with regard to, amongst others, details of the AGM, their entitlement to attend the AGM, the right to appoint proxy and also qualification of proxy.

To ensure effective participation of and engagement with shareholders, all members of the Board, Senior Management and external auditors will be present at the Meeting to respond to the questions to be raised by the shareholders or proxies. The Chairman ensures that the Board is accessible to the shareholders and an open channel of communication is cultivated.

At the 23rd AGM held on 13 June 2018, the Directors were present in person to engage directly with, and be accountable to the shareholders for their stewardship of the Company. The Directors, Management and external auditors were in attendance to respond to the shareholders' queries. The voting at the 23rd AGM was conducted through manual polling.

This Corporate Governance Overview Statement is made in accordance with the resolution of the Board dated 26 March 2019 .

DIRECTORS' RESPONSIBILITY STATEMENT

The Companies Act, 2016 ("the Act") requires the Directors to lay before the Company at its AGM, the financial statements, which includes the consolidated balance sheet and consolidated income statement of the Group for each financial year, made out in accordance with the applicable approved accounting standards and the provisions of the Act. This is also in line with Paragraph 15.26(a) of the MMLR.

The Directors are required to take reasonable steps in ensuring that the consolidated financial statements give a true and fair view of the state of affairs of the Group for each financial year.

In the preparation of the financial statements for the financial year ended 31 December 2018, the Directors are satisfied that the Company has adopted appropriate accounting policies and applied them consistently and supported by reasonable and prudent judgements and estimates. The Directors also confirm that all applicable approved accounting standards have been complied with.

The Directors are required under the Act to ensure that the Company keeps proper accounting records which disclose with reasonable accuracy the financial position of the Company, and to cause such records to be kept in such manner as to enable them to be conveniently and properly audited.

ADDITIONAL COMPLIANCE INFORMATION

1. Utilisation of Proceeds raised from Any Corporate Proposal

During the financial year, the issued and paid up share capital of the company was increased from RM41,981,000 to RM43,576.278 by way of an issue of 41,198,100 ordinary shares at RM0.38 per ordinary share via private placement to eligible investors for a total cash consideration of RM1,595,278 to fund the company's operation.

On 19 July 2018, the Company has completed its private placement exercise following the listing of 4,198,100 placement shares. As at 31 December 2018, the Company has utilised the proceed fron the placement shares in the following manner:

Purpose	Purpose Utilisation	Actual Utilisation	Intended Timeframe for Utilisation	Deviation		Explanation
	RM'000	RM'000		RM'000	%	
Construction of a new clean room facility in Nilai	400	99	Within 12 months	301	75	Completed in Dec 2018
Renovations of Nilai manufacturing plant	436	223	Within 12 months	213	49	
Renovations of Skudai manufacturing plant	700	558	Within 12 months	142	20	Expected to complete by March 2019
Estimated expenses for the Proposed Private Placement	59	59	Within 1 months	-	-	
TOTAL	**1,595**	**939**		**656**	**41**	

2. Audit and Non-Audit Fees

During the financial year ended 31 December 2018, the amount of the audit fees paid to the external auditors by the Company and on a Group basis were RM24,000 and RM98,600 respectively.

There was RM5,000.00 non-audit fees paid or payable to the external auditors, or a firm or corporation affiliated to the auditors' firm by the Company and Group for the financial year ended 31 December 2018.

3. Material Contracts

There were no material contracts (not being contract entered into the ordinary course of business) subsisting as at and entered into since the end of previous financial year, by the Company and its subsidiaries, which involved the interest of the Directors, Chief Executive who is not a director or major shareholders.

4. Recurrent Related Party Transactions of Revenue or Trading Nature ("RRPT")

The Company did not seek for shareholders' mandate to enter into recurrent related party transactions ("RRPT") of revenue or trading nature at the Annual General Meeting in year 2018 and will monitor closely the transaction value of RRPT, if any, in accordance with paragraph 10.09 of the MMLR.

AUDIT
COMMITTEE REPORT

The objective of the Audit Committee is to assist the Board in fulfilling its fiduciary responsibilities relating to internal control, providing oversight of the financial reporting process, scrutinises all quarterly results and annual statutory financial statements of the Group prior to official release to regulatory authorities and shareholders. The Audit Committee will endeavour to adopt various practices aimed at maintaining appropriate standards of responsibility, integrity and accountability to the shareholders of the Company.

1. COMPOSITION AND SUMMARY OF ATTENDANCE

All three (3) members of the Audit Committee are Independent Non-Executive Directors.

The Audit Committee conducted five (5) meetings during the financial year. The composition and details of the attendance of the Audit Committee members are set out as follows:

Name of Members	Designation	Number of Meetings Attended
Tham Yew Chung *(Appointed w.e.f. 5 April 2018)*	Chairman - Independent Non-Executive Director	3/3
Law Doung Chin	Member - Independent Non-Executive Director	5/5
Datuk Lim Si Cheng	Member – Senior Independent Non-Executive Director	5/5

Mr. Tham Yew Chung, is a member of the Malaysian Institute of Accountants. In this respect, the Company is in compliance with Paragraph 15.09(1)(c)(i) of the MMLR of Bursa Securities.

2. SUMMARY OF THE WORKS DURING THE FINANCIAL YEAR

The works carried out by the Audit Committee in discharging its duties and functions with respect to their responsibilities during the financial year are summarised as follows:

Financial Reporting

The Audit Committee reviewed the quarterly and annual financial statements required by Bursa Securities with the management team prior to making recommendation for the Board's approval. The review focused on changes in accounting policies and practices, major judgemental and risk areas, significant adjustments resulting from the audit, the going concern assumption, compliance with accounting standards, compliance with the MMLR of Bursa Securities and other legal requirements.

In reviewing the annual financial results of the Group, the Audit Committee communicated with the external auditors, Messrs RSM Malaysia ("RSM") with particular focus on significant matters highlighted including financial reporting issues, significant judgements made by Management, significant and unusual events or transactions, and how these matters are addressed; and compliance with the applicable approved accounting/auditing standards in Malaysia and other legal and regulatory requirements.

The Audit Committee keeps itself apprise of changes in accounting policies and guidelines through regular updates by the external auditors.

External Audit

The Audit Committee discussed with the external auditors the audit plan and scope of work for the Group, and the report on the audit of the year-end financial statements; reviewed audit findings and reservations arising from the audits, significant accounting issues and any matter the external auditors may wish to discuss.

In addition, the Audit Committee reviewed and evaluated RSM's audit plan for the financial year ended 31 December 2018. RSM's audit plan covered its engagement team, concept of materiality, independence and objectivity, and the areas of audit emphasis. The Audit Committee also reviewed key audit issues raised by RSM from its Audit Planning Memorandum including Management's responses/actions taken on the resolution of such issues.

Besides, the Audit Committee has assessed the independence and objectivity of RSM prior to the recommendation of re-appointment of RSM. Based on the assessment, the Audit Committee is satisfied that there is no conflict of interest situation.

The Audit Committee is of the opinion that the auditors' independence has not been compromised based on the confirmation provided by the external auditors.

Internal Audit

The Audit Committee reviewed with the internal auditor the enterprise risk management review and to monitor/follow-up on remedial action; reviewed the corrective actions taken by Management in addressing and resolving issues as well as ensuring that all key issues were adequately addressed on timely basis; and ensured the adequacy of the independence, competency and resource sufficiency of the internal audit function.

Related Party Transactions

The Audit Committee reviewed the potential related party transaction and any conflict of interest situation that may arise within the Group or Group including any transaction, procedure or course of conduct that raises questions of management integrity.

Others

The Audit Committee has full access to and co-operation of Management. The Audit Committee also has full discretion to invite any director or executive officer to attend its meetings, and has been given adequate resources to discharge its functions. The Audit Committee had met with the external auditors without the presence of Management during the financial year.

The Audit Committee has reviewed the Statement on Risk Management and Internal Control and Audit Committee Report in accordance with the MMLR of Bursa Securities and Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuer, for inclusion into the Annual Report.

3. TERMS OF REFERENCE OF AUDIT COMMITTEE

The Audit Committee reviewed the terms of reference of the committee during the financial year to ensure the terms of reference were in line with the MCCG and MMLR.

The full details of the Terms of Reference of the Audit Committee are published on the Company's website at www.ralco.net.

4. INTERNAL AUDIT FUNCTION

The Group has set up in-house internal audit function during the financial year 2017 and it is independent from the day-to-day operations of the Group. The internal auditor is a qualified accountant and an associate member with the Institute of Internal Auditors. The duties of the internal auditor are performed with professional care and without prejudice and provides the Audit Committee and the Board with an assurance and independent assessment in respect of the adequacy, efficiency and effectiveness of the risk management practices and system of internal control.

The internal auditor reports directly to the Audit Committee and Risk Management Committee and has principal responsibilities to undertake independent reviews of the internal control system, which includes the following:-

(i) reviewing and appraising the adequacy, integrity and effectiveness of the current system of internal control of the Group.

(ii) performing risk assessment of the Group to identify and evaluate the principal risk factors and ensuring the implementation of appropriate internal control processes and procedures to mitigate these risks.

(iii) allocating adequate audit resources, in accordance with the internal audit plan approved by the Audit Committee, to carry out internal audits on key operations of the Group so as to provide the Board with an effective and efficient audit coverage.

During the financial year, the internal auditor has undertaken the following activities:

- briefed the Audit Committee on follow up Audits;
- attended Audit Committee Meetings to table and discuss the follow up Audit on Risk Management; and
- attended Audit Committee Meetings to table and discuss the detailed findings of Insurance Coverage and Human Resource Department.

The relevant Management members were made responsible for ensuring that corrective actions are taken.

The cost incurred for the internal audit function in respect of the financial year ended 31 December 2018 is RM36,000.00.

Further details of the Internal Audit Function are set out in the Statement on Risk Management and Internal Control on page 26 of this Annual Report.

INTRODUCTION

The Malaysian Code on Corporate Governance 2017 (MCCG 2017) requires listed companies to maintain a sound risk management framework and internal control systemto safeguard shareholders' investments and its assets.

This Statement on Risk Management and Internal Control is made pursuant to paragraph 15.26(b) of Main Market Listing Requirements (MMLR) of Bursa Securities and as guided by Guidelines for Directors of Listed Issuer – Statement on Risk Management and Internal Control of Bursa Securities. It outlines the key elements of risk management and internal control systems within the Group for the current financial year.

BOARD RESPONSIBILITY

The Board acknowledges the importance of maintaining a sound system of internal control and effective risk management practices in the Group to ensure good corporate governance. The Board affirms its overall responsibility for the Group's systems of risk management and internal control and the need to review its adequacy and integrity regularly. The system of internal control covers governance, risk management, financial, strategy, organisational, operational, regulatory and compliance control matters. In view of the inherent limitations in any system of internal control, the Board recognises that this system is designed to manage rather than eliminate the risk of failure to achieve the Group's objectives and the system by its nature can only provide reasonable but not absolute assurance against material misstatement, fraud or loss.

RISK MANAGEMENT FRAMEWORK

The Board recognises that risk management is an integral part of the Group's business operations and the Board maintains continuous commitment in strengthening the Group's risk management framework and processes. The Board is thus committed to continually promote the culture of risk awareness and builds the necessary knowledge in identifying, evaluating, mitigating, monitoring and managing the significant risks on an on-going basis.

The key risk management initiatives undertaken include among others:

(i) A Risk Management Committee has been established to constantly identify, evaluate and monitor significant risks faced by the Group. It is also responsible for the development of risk mitigation strategies and plans.

(ii) The Risk Management Committee met on a quarterly basis to discuss and deliberate on the significant risks affecting the Group, including sustainability related matters. Risk profiles, control procedures and status of action plans were presented and deliberated in the Risk Management Committee meetings. Chairman of the Risk Management Committee will update the Board on their deliberations and findings of enterprise risk management review at the Board's quarterly meetings. The Risk Management Committee also met with different management teams across the Group on quarterly basis for updates.

(iii) Board Committees (i.e. Audit Committee, Remuneration Committee and Nomination Committee) have been established to carry out duties and responsibilities delegated by the Board and are governed by written terms of reference. Meetings of Board of Directors and respective Board Committees are carried out on scheduled basis to review the performance of the Group, from financial and operational perspective. Business plans and business strategies are proposed by the Executive Directors to the Board for their review and approval after taking into account risk consideration and responses.

(iv) Day-to-day risk management of the individual operating units is delegated to the Managing Director and respective senior managements. In this regard, the Managing Director is responsible for timely identification of the Group's risks of each business units and implementation of systems to manage these risks. Periodic meetings are held to assess and monitor the Group's risk as well as to discuss, deliberate and appropriately addressed matters associated with strategic, financial and operational facets of the Group. Any significant weaknesses identified during the review together with the improvement measures to strengthen the internal controls were reported to the Audit Committee.

(v) Formation of operational policies and procedures by the Management with a view of establishing group wide operational standards in order for all operating units to work cohesively towards achieving the business objectives of the Group. For accounting systems and financial processes, efforts are being taken to ensure consistency in the Group as a whole.

(vi) The Audit Committee reviews on a quarterly basis the quarterly unaudited financial results to monitor the Group's progress towards achieving the Group's business objectives. Authority is given to the Audit Committee members to investigate and report on any areas of improvement for the betterment of the Group.

INTERNAL AUDIT FUNCTION

The Group has an inhouse internal audit function headed by Mr. Ken Teh, a MIA member with more than 20 years of internal audit work experience. The internal audit function reporting to the Audit Committee, provides an independent assessment to the adequacy, efficiency and effectiveness of the Group's internal control system. The internal auditor reports directly to the Audit Committee and the risk-based internal audit plans are tabled to the Audit Committee on an annual basis for review and approval.

During the year under review, the internal auditor assessed the adequacy and effectiveness of the Group's key business areas in terms of governance, risk assessment and system of internal control. Internal audit reports are presented to the Audit Committee on a quarterly basis, highlighting findings, recommendations and agreed action plans to improve the system of internal controls. Such reporting also includes follow-up reviews on significant audit issues that are performed to assess the status of implementation. Based on the internal audit reviews conducted, weaknesses identified in internal controls have been appropriately addressed and senior managements will continue to ensure that appropriate action is taken to enhance and strengthen the internal control environment.

KEY ELEMENTS OF RISK MANAGEMENT AND INTERNAL CONTROL

The Board is committed to maintaining a strong internal control structure for the proper conduct of the Group's business operations and of the view that the system of internal controls in place for the year under review and up to the date of issuance of the financial statements. The key elements include:-

- the responsibilities of the committees to the Board and management are clearly defined in the organisation structure to ensure the effective discharge of their roles and responsibilities towards the Group.

- the limits of authority of the Group has been defined and adopted accordingly.

- policies and controls for the Group's operations have been defined and adopted. Procedures are also in place to ensure that assets are subject to proper physical controls.

- monthly and periodic reporting structures have been put in place on key financial and operational statistics.

- the Group's internal audit function is an on-going review process of the operations to access the effectiveness of the control environment and to highlight significant risks as well as areas requiring improvements. Follow up reviews on previous audit reports are carried out to ensure that appropriate actions are taken to address internal control weaknesses highlighted.

- the Audit Committee meets regularly to review the adequacy, integrity and effectiveness of the system of internal control of the Group, discuss risk management issues and ensures that weaknesses controls highlighted are appropriately addressed by the management.

CONCLUSION

Several internal control improvements and risk areas were identified by the internal auditor during the financial year ended 31 December 2018. These were reviewed by the Audit Committee and Board and were closely monitored by Management to ensure the integrity of internal controls and minimisation of risks. The Board is committed to an effective internal control system and is of the view that there is continuous process in evaluation and managing risks faced by the Group. In addition, the Board has also received assurance from the Managing Director and Chief Financial Officer with regard to the adequacy and effectiveness of the Group risk management and internal control system in place throughout the financial year.

Based on the foregoing, the Board is of the opinion that the system of internal control are generally satisfactorily and has not resulted in any material loss, contingencies or uncertainties that would require disclosure in the Group's Annual Report.

REVIEW BY EXTERNAL AUDITORS

Pursuant to Paragraph 15.23 of MMLR of Bursa Securities , the external auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in the Annual Report for the year ended 31 December 2018. Based on their review, the external auditors have reported to the Board that nothing has come to their attention that has caused them to believe that this Statement is inconsistent with their understanding of the process the Board has adopted in the review of the adequacy and integrity of the system of internal control of the Company.

GROUP
FINANCIAL HIGHLIGHTS
For the year ended 31 December 2018

	2018 RM'000	2017 RM'000	2016 RM'000	2015 RM'000	2014 RM'000
INCOME STATEMENT					
Gross Revenue	71,256	84,489	88,099	96,911	101,105
Profit/(Loss) Revenue Before Tax	(9,959)	(6,739)	(2,223)	2,419	468
Profit/(Loss) Revenue After Tax	(9,407)	(6,501)	(2,230)	2,463	413
BALANCE SHEET					
Property, Plant and Equipment	56,817	29,694	28,795	27,858	28,865
Net Current Assets/(Liabilities)	(2,269)	5,021	10,760	13,530	12,090
Total Assets Employed	54,547	34,715	39,555	41,388	40,955
Shareholders' Fund	43,209	29,718	36,220	38,450	35,987
Non-Current Liabilities	11,338	4,997	3,335	2,938	4,968
Total Funds Employed	54,547	34,715	39,555	41,388	40,955
PER RM 1 ORDINARY SHARE					
Earnings/(Loss) Per Share (sen)	(20.37)	(15.48)	(5.31)	5.87	0.98
Net Tangible Assets Per Share (RM)	0.94	0.71	0.86	0.92	0.86

RALCO

Vision And Mission

✓Our Vision

We aim to be a leading plastic blowing & plastic injection manufacturer in the region known for its product quality and variety.

✓Our Mission–3Ps

Product Quality & Consistency

Profitability for Stakeholders

People Centric

RALCO

Our Believes

CORE VALUES

- Passionate about our products
- Customer & Employee Oriented
- Commitment on quality & delivery

CORE QUALITIES

- Teamwork
- Growth Focus
- Process Orientation & Cost Effectiveness

MANAGEMENT DISCUSSION & ANALYSIS

1. OVERVIEW

Ralco Corporation Berhad ("Ralco") started 26 years ago as a small backyard plastic manufacturer renting a small factory in Kajang, Selangor with one unit blow molding machine and three (3) sets of molds to manufacture medium and big size containers catering mainly for both local and Singapore market. From its humble beginnings, it has over the years grown to be one of the key plastic blow molding manufacturer's in Malaysia. In line with our expansion plans and as part of our continuous commitments to provide more choices to our customers, we ventured into Plastic Injection Molding with production of industrial pail and parts.

Product

Our product line comprised mainly of Jerrycan (blow molding) and Pail (injection molding) in various sizes. Jerrycan(s) are widely used for the packing of liquid form of chemical products as well as for edible oils while pails are utilised predominantly for the packing of paints for both household and industrial use.

In addition, as part of our continuous customer's service program and in our efforts to provide one stop solution, we also offer customised services such as designing, printing and labelling based on specific requirements.

Markets

Our current market is mainly domestic with approximately 10% - 15% of group's turnover from other regional markets such as Singapore.

Manufacturing Bases

Both our Head Office as well as the main plant are located in Nilai Industrial Estate, Negeri Sembilan, approximately 20 minutes away from the Kuala Lumpur International Airport (KLIA). This factory was built on a land measuring 4.51 acres with a total build-up area of approximately 45,000 sq. ft. with a total workforce of approximately 230 people and more than 50 machines. Our Nilai plant produces both plastic blow molding and injection molding products in various sizes, primarily for our domestic market.

Ralco has another manufacturing plant which is strategically located in Skudai, Johor. The Johor plant is a single storey detached factory cum 2-storey office annexe situated on approximately 44,000 sq. ft. of industrial land with a built up area of approximately 12,000 sq. ft.

The Johor plant has a total workforce of approximately 80 and its specialises in the manufacturing of blow molding products, catering to markets in the vicinity of Johor as well as Malacca and for our customers in Singapore.

2. BUSINESS REVIEW

For the year under review, our revenue has dropped by 16% due to the decline in sales. The decline was attributed to non-optimisation of production caused by aging machine averaging more than 20 years.

The Group has progressively upgraded and replaced machines to ensure that the plants are running at optimum capacity. The Group had invested approximately RM1.8 million in upgrading and replacing machine in the financial year ended 2018("FYE 2018").

The main cost component for the manufacture of plastic product is resin and the resin price was on the increasing trend throughout FYE 2018. It was averagely 10% - 13% higher compared to previous year. The Group manages the cost impact by cautiously reviewing customer prices and also continuously improve product defect rate.

The Group was continuously affected by the shortage of foreign workers in FYE 2018 and also the implementation of the minimum wage policy which has affected the cost of production.

We have adopted several measures to retain our local workers and also to extend existing foreign workers' contract. The measures adopted include offering improved remuneration package and working environment.

Review of Operations

Injection molding

The demand of this product segment dropped by approximately 4% compared to prior year mainly affected by decline orders from paint coating industry. The Group is aggressively putting effort to expand customer base in different industries and also diversify our product range into higher value added products which can contribute to better profit margins.

Blow molding

Orders from this product segment show a decline due to output inefficiency as a result of old and aging machines. We will be embarking on a progressive replacement/upgrading of existing machines to enhance productivity and quality of output.

As a Group strategy, we will adopt a collaboration approach with our customers as well as stakeholders to improve plant productivity and ensure timely deliveries.

3. FINANCIAL REVIEW

Revenue

The group revenue for the financial year 2018 was RM71.26 million, a decrease of RM13.23 million or 16% compared to the previous financial year of RM84.49 million. This was mainly due to the lower demand for both blow molding products and injection molding product from existing customers particularly from local market. Beside this, aggressive competition from low price manufacturers have continued to challenge our revenue.

Manufacturing Costs

Total cost of sales for the group for the financial year 2018 was RM72.14 million against RM80.71 million in the previous financial year. Gross profit margin dropped from 4.47% in previous financial year to (1.25)% in the current year due to the increase in the cost of raw material to approximately 79% of sales compared to 68% in the previous financial year. Factory overheads had decreased from 14% of sales in the previous financial year to 13% in current financial year. Whilst direct labour costs increased from 12% to 14%.

The increase in manufacturing costs is attributed to the decline in revenue, higher raw material prices, implementation of minimum wages policy in Malaysia and also production inefficiency due to aging machineries.

Other Income

Other income had decreased from RM0.33 million in the previous financial year to RM0.26 million in the current financial year. This is mainly due to the increase in foreign exchange loss.

Expenses

Selling and distribution cost reduced from RM2.83 million in the previous year to RM2.28 million, which was in proportion with the decline in turnover. Total administrative expenses decreased by RM1.09 million from RM7.35 million to RM6.26 million mainly due to the decline in turnover.

Finance Costs

Finance cost had increased from RM0.67 million to RM0.79 million. This is mainly due to the increase in bank borrowing from trade facilities and also hire purchase facilities.

Taxation

The Group’s effective tax rate was lower than the statutory tax rate mainly due to the Group’s, unabsorbed tax losses, unutilised capital allowances and reinvestment allowances which are available for set-off against future chargeable income.

Profit after Tax

The Group incurred a loss of RM9.41 millions as compared to the loss after taxation of RM6.50 million in the previous financial year.

Liquidity and Capital Resources

The Group’s cash position increased from RM1.11 million as at 31 December 2017 to RM1.61 million as at 31 December 2018. Net cash generated used from operations was RM1.67 million, bank borrowing had increased by RM0.52 million and was used for capital expenditure.

Dividend

The Board is not proposing any dividend for the financial year ended 31 December 2018.

Material Litigation

On 7 November 2018, Ralco Plastic Sdn. Bhd. (”RPSB”) had issued a sealed writ and statement of claim to claim against one of its customer, S&M Edible Oil (M) Sdn. Bhd. (”S&M”) to recover long overdue principle amount of RM708,989,00 together with interests as at 31 December 2018.

However, S&M filed a counter-claim on 31 December 2018 for quantity of goods delivered and relevant damages suffered and sought compensation from RPSB.

The quantum of claim and counter-claim are subject to dispute and are to be determined by the court upon examination of witnesses and evidences led through trail. The outcome of the claims between the Group and the customer is uncertain.

4. FUTURE OUTLOOK

In view of the current economic scenario and the competitive business environment, our Group is expected to further streamline our production to improve operational efficiency and effectiveness whilst sharpening our business strategies in developing and expanding product range and customer base. We will continue to undertake the exercise to upgrade and replaced old machines to ensure that our plants are running at optimum capacity.

ABOUT THIS REPORT

Sustainability is of paramount importance to the Group. We are committed to develop and secure a sustainable future while maintaining an equitable balance between the expectations of a wide range of stakeholders while continuing to create value for our shareholders. To ensure our sustainability efforts are focused on issues that matter most to our stakeholders, we have categorised our commitment into three (3) core pillars:

Economy
Creating shareholders and business value

Environment
Managing the impacts from business

Social
Responsible to stakeholders

Governance Structure

We do not have a Sustainability Committee at the Board Level, however the Risk Management Committee ("RMC") has taken up the role and responsibilities of the Sustainability Committee. The Group Managing Director plays the role of Chief Sustainability Officer ("CSO"), reporting directly to the RMC on any sustainability matters. The RMC oversees the strategies, policies, initiatives, targets and performance of the Group to ensure that the Group's business is conducted in a sustainable manner. The CSO is assisted by Risk Management Committee ("RMC") which oversees the implementation of the organisation's sustainability approach. Each business unit has its own Risk Management and Sustainability Working Group ("RMSWG") which allows RMC to leverage existing initiatives to identify material sustainability matters in respect of our three (3) core pillars concerning their respective business units, providing and collecting information, overseeing and ensuring integration of sustainability management into their respective business processes.

Members of RMC are as follows:

i. Mr. Law Doung Chin – Chairman
ii. Datuk Lim Si Cheng
iii. Mr. Tham Yew Chung
iv. Mr. Heng Chee Wei

Scope and Basis

This is the Group's second Sustainability Statement that has been developed based on the Sustainability Reporting Guide. The guidelines look beyond financial performance and corporate governance practices which are outlined in this annual report, to examine our non-financial performance relating to our internal and external communities as well as the environment.

Stakeholders' Engagement

We have identified certain stakeholders relevant to our operations and different platforms will be used to engage with all the different stakeholder groups, as indicated in the table below. We have yet to formally engage with all the stakeholders and as we progress, more stakeholders will be identified.

STAKEHOLDERS	METHOD OF ENGAGEMENT	STAKEHOLDERS' CONCERN	CORE PILLARS
Shareholder	Annual General Meeting	Business and financial performance	Economy
Employees	On-going training Performance appraisal system	Human resource management Occupational health and safety	Social
Customers	Direct engagement Customer feedback	Pricing Delivery Quality	Economy Social
Suppliers	Supplier meeting Supplier survey	Quality product Cost efficiencies	Economy Social
Government	Regulatory compliance	Regulatory disclosure Accountability	Environmental Social
Communities	Meeting with local communities	Local employment Environmental impact	Social Environmental

Materiality Assessment

A Materiality Assessment is a stakeholder engagement exercise designed to gauge Ralco's most noteworthy economic, environmental and social impacts that may be important to stakeholders. The process helps us to identify, prioritise, validate and review the most significant areas on the basis of their impact on the business and the importance of these areas from stakeholders' perspectives.

The materiality matrix table will show outcome of Ralco's materiality assessment. Sustainability key matters have been rated on a scale of low, medium and high for the significant Group's Economic, Environmental and Social ("EES") impacts and the influence of stakeholder's assessment and decisions.

ENVIRONMENTAL SUSTAINABILITY

The Group is mindful of the impact that its expanding operations can have on the environment and seeks to reduce the impact through effective and efficient management of resources including effluent and waste management practice.

Waste Disposal

As a manufacturer, Ralco recognises its duty and responsibility in managing waste and effluent. We embed sustainability practices into our business processes to operate more efficiently and work towards minimising waste and effluent to the best of our ability. We ensure waste is disposed safely and recycled in compliance with the required regulations.

We have standard operating procedures to store and dispose scheduled wastes which are toxic and dangerous according to the Department of Environment ("DOE") requirements. Without proper and effective management control, it can lead to serious environmental pollution which has long-term effect on human health and damage to the environmental ecosystem. Currently, we manage our scheduled wastes by sending it to licensed collectors to ensure our scheduled wastes undergo proper recovery, recycling and disposal process. Our scheduled waste management process is managed by our own competent employees.

Energy Management

Conservation of resources is an important priority for manufacturing business. We made conscious effort in improving our manufacturing processes and continuously working towards the reduction in the use of energy throughout the division. We have invested servo system into some machines which can reduce the energy consumption. In addition, halogen lights were replaced with LED lighting which consumes lower energy.

SOCIAL SUSTAINABILITY

Occupational Safety and Health

The Management views occupational safety and health at work environment for employees as utmost important. Various actions are implemented to ensure workplace safety, such as:

- Frequent inspection and detection of unsafe activity and conditions;
- Requirement for sourcing experience contractors to perform maintenance works;
- Enforcement of policies and procedures under Occupational Safety and Health Act (“OSHA”) 1994 to ensure safety guidance compliance; and
- Job orientation for newly hired machine operators and continuous on the job training for new and existing operators.

There is a Safety Officer which reports to the General Manager responsible for promoting safety measures adherence, identifying safety hazards and recommending corrective actions.

Training and Education

We believe that our people are the driving force of our business, thus, we put significant attention into our workplace that can further improve the performance of people.The Group sponsored the participation of our skilled employees and managerial staff to seminars and workshops to enhance their technical competency and to promote skill development.The Group also provides various in-house job-related training to employees focusing mainly on productivity and respective fields of expertise to strengthen their skills set and knowledge in areas related to the Group’s operations. The Group also showed its concern for the well-being of society by reaching out the under-privileged group by providing job opportunity to the disabled personnel.

Moving forward, our talent management strategy aims to polish our employees’ knowledge and skills gaps with necessary on job trainings. We belief these initiatives will provide our employees to develop their career in company.

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REPORT AND

FINANCIAL STATEMENTS

31 DECEMBER 2018

DIRECTORS' REPORT

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and the provision of management services to its subsidiaries.

The principal activities of the subsidiaries are indicated in Note 7 to the financial statements.

RESULTS

	GROUP RM	COMPANY RM
Loss for the financial year attributable to owners of the Company	9,406,884	964,378

In the opinion of the directors, the financial results of the Group's and of the Company's operations during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

RESERVES AND PROVISIONS

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

WARRANT

The Warrants are constituted by a Deed Poll dated 3 November 2009 ("Deed Poll").

The salient terms of the Warrants are set out below:

(i) The Warrants are issued in registered form and constituted by a Deed Poll dated 3 November 2009 and entitle the registered holders to subscribe for one (1) new ordinary share of RM1.00 each in the Company at exercise price of RM1.00 per new share, subject to the adjustments in accordance with the provisions of the Deed Poll at the issue price of RM0.02 per New Warrants.

(ii) The Warrants may be exercised at any time within ten (10) years commencing on and including the date of issuance of the Warrants and ended at the close of business at 5.00 pm on the date preceding the tenth (10^{th}) anniversary of the date of issuance, or if such date is not a Market Day, then it shall be Market Day immediately preceding the said non-Market Day, but excluding the three (3) clear Market Days prior to a book closure date or entitlement date announced by the Company and those days during that period on which the Record of Depositors and/or Warrants Register is/are closed. Any Warrants not exercised during the exercise period will thereafter lapse and cease to be valid.

(iii) Upon exercise of the Warrants into new ordinary shares, such shares shall rank pari passu in all respects with the existing ordinary shares of the Company in issue at the date of allotment of the new ordinary shares except that the new ordinary shares shall not be entitled to any dividend, right, allotment and/or other forms of distribution where the entitlement date of such dividend, right, allotment and/or other forms of distribution precedes the relevant date of allotment and issuance of the new ordinary shares.

(iv) The exercise price and/ or number of unexercised Warrants shall be adjusted in the event of alteration to the share capital, capital distribution or issue of shares in accordance with the provisions of the Deed Poll.

The movements in the Company's Warrants are as follows:

	Number of warrants 2009/2019			
	At 1.1.2018	Exercised/Disposal		At 31.12.2018
Number of unexercised Warrants	20,340,955	-	-	20,340,955

ISSUE OF SHARES AND DEBENTURES

During the financial year, the issued and paid up share capital of the Company was increased from RM41,981,000 to RM43,576,278 by way of an issue of 4,198,100 ordinary shares at RM0.38 per ordinary shares via private placement to eligible investors for a total cash consideration of RM1,595,278 to fund the Company's operation.

DIVIDEND

No dividend has been paid or declared by the Company since the end of the previous financial year and the directors do not recommend any dividend for the current financial year.

DIRECTORS

The directors who held office during the financial year until the date of this report are:-

THE COMPANY

Datuk Lim Si Cheng
Heng Chee Wei
Tan Heng Ta
Law Doung Chin
Tham Yew Chung (Appointed on 5 April 2018)
Cheong Tuck Kong (Resigned on 11 December 2018)
Lim Chew Yin (Resigned on 15 March 2018)

SUBSIDIARY COMPANIES

Tan Heng Ta

DIRECTORS' INTEREST IN SHARES

The directors holding office at the end of the financial year and their beneficial interest in the ordinary shares of the Company and its related corporations during the financial year as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016, were as follows:

	Number of shares			
	At 1.1.2018	Acquired	(Disposed)	At 31.12.2018
THE COMPANY				
Direct interest				
Tan Heng Ta	8,736,800	-	-	8,736,800

	Number of warrants 2009/2019			
	At 1.1.2018	**Acquired**	**(Disposed)**	**At 31.12.2018**
THE COMPANY				
Direct interest				
Tan Heng Ta	1,761,500	-	-	1,761,500

By virtue of his interests in the ordinary shares of the Company, Tan Heng Ta is deemed to have interest in the ordinary shares of all the subsidiaries to the extent the Company has an interest.

None of the other directors in office at the end of the financial year held any interest in the shares of the Company and its related corporations.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the directors have 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 the directors as shown in the notes to the financial statements) by reason of a contract made by the Company or a related corporation with a director or with a firm of which a director is a member or with a company in which the director has a substantial financial interest.

There were no arrangements during or at the end of the financial year, to which the Company is a party, which had the object of enabling the directors to acquire benefits, by means of the acquisition of shares the Company or any other body corporate.

DIRECTORS' REMUNERATION

The directors' remuneration is disclosed in Note 25 to the financial statements.

INDEMNIFYING DIRECTORS, OFFICERS AND AUDITORS

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been the director, officer or auditor of the Group and of the Company.

SUBSIDIARY COMPANIES

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

AUDITORS' REMUNERATION

The auditors' remuneration is disclosed in Note 25 to the financial statements.

OTHER STATUTORY INFORMATION REGARDING THE GROUP AND THE COMPANY

(I) AS AT THE END OF THE FINANCIAL YEAR

(a) Before the financial statements of the Group and of the Company were prepared, the directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts, and had satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and

(ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(II) FROM THE END OF THE FINANCIAL YEAR TO THE DATE OF THIS REPORT

(b) The directors are not aware of any circumstances:

(i) which would render the amount written off for bad debts and the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or

(ii) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or

(iii) 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.

(c) In the opinion of the directors:

(i) no contingent liability 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 affect the ability of the Group or of the Company to meet their obligations as and 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 substantially affect the financial results of the Group or of the Company for the current financial year.

(III) AS AT THE DATE OF THIS REPORT

(d) There are no charges 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

(e) There are no contingent liabilities of the Group or of the Company which has arisen since the end of the financial year, other than as disclosed in the note to financial statements.

(f) The directors are not aware of any circumstances not otherwise dealt with in the report of financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

AUDITORS

The auditors, Messrs RSM Malaysia, have expressed their willingness to continue in office.

Signed on behalf of the Board of Directors in accordance with a resolution of the directors:

TAN HENG TA
Director

LAW DOUNG CHIN
Director

26 March 2019

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018

		GROUP		COMPANY	
		2018	2017	2018	2017
	Note	RM	RM	RM	RM
NON-CURRENT ASSETS					
Property, plant and equipment	6	56,816,782	29,694,293	2,047	2,319
Investments in subsidiaries	7	-	-	31,367,499	32,271,770
		56,816,782	29,694,293	31,369,546	32,274,089
CURRENT ASSETS					
Inventories	8	13,319,928	13,466,295	-	-
Trade receivables	9	13,117,083	16,142,832	-	-
Other receivables and deposits	10	2,063,063	2,804,137	39,006	7,009
Other assets	11	423,430	522,183	10,600	22,099
Amount owing from subsidiaries	12	-	-	4,925,643	3,271,219
Tax recoverable		56,682	52,811	-	7,788
Cash and bank balances	13	1,608,197	1,112,999	80,430	123,654
		30,588,383	34,101,257	5,055,679	3,431,769
TOTAL ASSETS		87,405,165	63,795,550	36,425,225	35,705,858
EQUITY					
Share capital	14	43,576,278	41,981,000	43,576,278	41,981,000
Warrant reserve	15	406,828	406,828	406,828	406,828
Revaluation reserve	16	21,301,760	-	-	-
Accumulated losses		(22,075,549)	(12,668,665)	(8,414,666)	(7,450,288)
TOTAL EQUITY		43,209,317	29,719,163	35,568,440	34,937,540
NON-CURRENT LIABILITIES					
Hire purchase liabilities	17	3,909,856	3,715,003	-	-
Deferred tax liabilities	18	7,428,872	1,282,000	-	-
		11,338,728	4,997,003	-	-

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018 (CONTINUED)

		GROUP		COMPANY	
		2018	**2017**	**2018**	**2017**
	Note	**RM**	**RM**	**RM**	**RM**
CURRENT LIABILITIES					
Amount owing to a subsidiary	12	-	-	474,831	474,135
Amount owing to a director	19	700	-	-	-
Hire purchase liabilities	17	1,558,072	1,233,266	-	-
Trade payables	20	9,385,861	8,809,143	-	-
Other payables and accruals	21	12,326,069	8,266,004	375,242	294,183
Bills payable	22	9,578,717	10,770,000	-	-
Tax liability		7,701	971	6,712	-
		32,857,120	29,079,384	856,785	768,318
TOTAL LIABILITIES		44,195,848	34,076,387	856,785	768,318
TOTAL EQUITY AND LIABILITIES		87,405,165	63,795,550	36,425,225	35,705,858

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

		GROUP		COMPANY	
		2018	2017	2018	2017
	Note	RM	RM	RM	RM
REVENUE	23	71,256,420	84,489,069	1,800,000	1,800,000
COST OF SALES		(72,143,749)	(80,710,239)	-	-
GROSS (LOSS)/PROFIT		(887,329)	3,778,830	1,800,000	1,800,000
OTHER INCOME		260,766	333,822	-	-
SELLING AND DISTRIBUTION COSTS		(2,284,222)	(2,832,135)	-	-
ADMINISTRATIVE EXPENSES		(6,134,136)	(7,228,512)	(2,741,378)	(1,842,205)
OTHER OPERATING EXPENSES		(121,481)	(116,896)	-	-
FINANCE COSTS	24	(792,541)	(673,446)	-	-
LOSS BEFORE TAXATION	25	(9,958,943)	(6,738,337)	(941,378)	(42,205)
TAXATION	26	552,059	237,758	(23,000)	(309)
LOSS FOR THE FINANCIAL YEAR		(9,406,884)	(6,500,579)	(964,378)	(42,514)
OTHER COMPREHENSIVE INCOME					
ITEM THAT WILL NOT BE RECLASSIFIED SUBSEQUENTLY TO PROFIT OR LOSS					
Revaluation of property, plant and equipment, net of tax		21,301,760	-	-	-
TOTAL COMPREHENSIVE					

INCOME/(EXPENSE)		11,894,876	(6,500,579)	(964,378)	(42,514)

		GROUP	
		2018	2017
Loss per share (sen):	27		
Basic		(20.37)	(15.48)
Diluted		-	-

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

STATEMENTS OF
CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

	Attributable to Owners of the Company				
GROUP	Share capital RM	Non-distributable warrant reserve RM	Revaluation reserve	Accumulated losses RM	Total equity RM
Balance as at 1.1.2017	41,981,000	406,828	-	(6,168,086)	36,219,742
Total comprehensive expense for the financial year ended 31.12.2017	-	-	-	(6,500,579)	(6,500,579)
Balance as at 31.12.2017/ 1.1.2018	41,981,000	406,828	-	(12,668,665)	29,719,163
Issuance of shares via private placement (Note 14)	1,595,278	-	-	-	1,595,278
Other comprehensive income for the financial year	-	-	21,301,760	-	21,301,760
Net loss for the financial year	-	-	-	(9,406,884)	(9,406,884)
Total comprehensive income for the financial year	-	-	21,301,760	(9,406,884)	11,894,876
Balance as at 31.12.2018	43,576,278	406,828	21,301,760	(22,075,549)	43,209,317

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 (CONTINUED)

	← Attributable to Owners of the Company →			
COMPANY	Share capital RM	Non-distributable warrant reserve RM	Accumulated losses RM	Total equity RM
Balance as at 1.1.2017	41,981,000	406,828	(7,407,774)	34,980,054
Total comprehensive expense for the financial year ended 31.12.2017	-	-	(42,514)	(42,514)
Balance as at 31.12.2017/ 1.1.2018	41,981,000	406,828	(7,450,288)	34,937,540
Total comprehensive expense for the financial year ended 31.12.2018	-	-	(964,378)	(964,378)
Issuance of shares via private placement (Note 14)	1,595,278	-	-	1,595,278
Balance as at 31.12.2018	43,576,278	406,828	(8,414,666)	35,568,440

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

STATEMENTS OF
CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before taxation	(9,958,943)	(6,738,337)	(941,378)	(42,205)
Adjustments for:				
Bad debt written off	12,904	644,574	-	-
Depreciation of property, plant and equipment	3,358,950	3,387,632	272	274
Impairment loss on investment in a subsidiary	-	-	904,271	-
Impairment loss on amount owing from a subsidiary	-	-	72,558	-
Impairment loss on trade receivables	332,855	658,029	-	-
Impairment loss on other receivables	6,121	-	-	-
Impairment loss on receivables no longer required	(17,899)	-	-	-
Interest expenses	792,541	673,446	-	-
Interest income	(14,936)	(14,542)	-	-
Inventories written down	90,726	240,222	-	-
Inventories written off	-	161,375	-	-
Gain on disposal of property, plant and equipment	(136,727)	(156,467)	-	-
Property, plant and equipment written off	21,386	125,842	-	-
Unrealised gain on foreign exchange	-	(66,591)	-	-
Operating (loss)/profit before working capital changes	(5,513,022)	(1,084,817)	35,723	(41,931)
Decrease/(Increase) in inventories	55,641	(2,286,888)	-	-
Decrease in trade receivables	2,697,889	1,994,917	-	-
Decrease/(Increase) in other receivables and deposits	734,953	(713,748)	(31,997)	(5,096)
Decrease/(Increase) in other assets	98,753	(213,727)	11,499	(11,783)
Increase in amount owing to a director	700	-	-	-
Increase/(Decrease) in trade payables	576,718	(422,306)	-	-

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 (CONTINUED)

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)				
Increase in other payables and accruals	3,823,310	450,150	81,059	73,832
Cash generated from/ (used in) operations	2,474,942	(2,276,419)	96,284	15,022
Interest received	14,936	14,542	-	-
Interest paid	(792,541)	(673,446)	-	-
Tax paid	(38,470)	(40,523)	(8,500)	(8,500)
Tax refund	13,388	74,935	-	9,288
Net cash generated from/ (used in) operating activities	1,672,255	(2,900,911)	87,784	15,810
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment (Note 6(e))	(1,072,831)	(2,340,687)	-	-
Proceeds from disposal of property, plant and equipment	295,000	465,570	-	-
(Advance to)/Repayment from a subsidiary	-	-	(1,726,286)	44,289
Net cash (used in)/generated from investing activities	(777,831)	(1,875,117)	(1,726,286)	44,289

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 (CONTINUED)

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
CASH FLOWS FROM FINANCING ACTIVITIES				
(Decrease)/Increase in bills payable	(1,191,283)	2,644,000	-	-
Proceed from hire purchase facility	-	1,234,900	-	-
Proceed from private placement	1,595,278	-	1,595,278	-
Repayment of term loan	-	(236,209)	-	-
Repayment of hire purchase	(803,221)	(1,166,772)	-	-
Net cash (used in)/generated from financing activities	(399,226)	2,475,919	1,595,278	-
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	495,198	(2,300,109)	(43,224)	60,099
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	1,112,999	3,413,108	123,654	63,555
CASH AND CASH EQUIVALENTS CARRIED	1,608,197	1,112,999	80,430	123,654

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

NOTES TO THE FINANCIAL STATEMENTS
- 31 DECEMBER 2018

1. PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and the provision of management services to its subsidiaries.

The principal activities of the subsidiaries are indicated in Note 7 to the financial statements.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs") issued by the Malaysian Accounting Standards Board ("MASB"), International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of accounting

The financial statements of the Group and of the Company have been prepared under the historical cost convention unless otherwise stated in the financial statements.

The preparation of financial statements requires the directors to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. In addition, the directors are also required to exercise their judgement in the process of applying the accounting policies. The areas involving such judgements, estimates and assumptions are disclosed in Note 5. Although these estimates and assumptions are based on the directors' best knowledge of events and actions, actual results could differ from those estimates.

(b) Basis of consolidation

(i) Subsidiaries

A subsidiary is an entity controlled by the Group, i.e. the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its current ability to direct the entity's relevant activities (power over the investee).

The existence and effect of potential voting rights that the Group has the practical ability to exercise (i.e. substantive rights) are considered when assessing whether the Group controls another entity.

The Group's financial statements incorporate the results, cash flows, assets and liabilities of Ralco Corporation Berhad and all of its directly and indirectly controlled subsidiaries. Subsidiaries are consolidated from the effective date of acquisition, which is the date on which the Group effectively obtains control of the acquired business, until that control ceases.

The non-controlling interests in the net assets and net results of consolidated subsidiaries are shown separately in the consolidated statement of financial position and consolidated statement of profit or loss, and consolidated statement of comprehensive income.

Total comprehensive income (i.e. profit or loss and each component of other comprehensive income) is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of consolidation (continued)

(i) Subsidiaries (continued)

Changes in the Group's ownership interest in a subsidiary that do not result in the Group losing control are accounted for as transactions with owners in their capacity as owners (i.e. equity transactions). The carrying amounts of the Group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the parent.

Upon loss of control of a subsidiary, the Group's profit or loss is calculated as the difference between (i) the fair value of the consideration received and of any investment retained in the former subsidiary and (ii) the previous carrying amount of the assets (including any goodwill) and liabilities of the subsidiary and any non-controlling interests.

Investment in subsidiaries is measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investments includes transaction costs.

(ii) Business combinations

The Group applies the acquisition method to account for all acquired businesses, whereby the identifiable assets acquired and the liabilities assumed are measured at their acquisition-date fair values (with few exceptions as required by MFRS 3 *Business Combinations*).

The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, the liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group.

Acquisition-related costs (e.g. finder's fees, consulting fees, administrative costs, etc.) are recognised as expenses in the periods in which the costs are incurred and the services are received.

On acquisition date, goodwill is measured as the excess of the aggregate of consideration transferred, any non-controlling interests in the acquiree, and acquisition-date fair value of the Group's previously held equity interest in the acquiree (if business combination achieved in stages) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after appropriate reassessment, the amount as calculated above is negative, it is recognised immediately in profit or loss as a bargain purchase gain.

At acquisition date, non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement is made separately for each business combination. Other components of non-controlling interests are measured at their acquisition-date fair values, unless otherwise required by MFRS.

The acquisition-date fair value of any contingent consideration is recognised as part of the consideration transferred by the Group in exchange for the acquiree. Changes in the fair value of contingent consideration that result from additional information obtained during the measurement period (maximum one year from the acquisition date) about facts and circumstances that existed at the acquisition date are adjusted retrospectively against goodwill. Other changes resulting from events after the acquisition date are adjusted at each reporting date, only when the contingent consideration is classified as an asset or a liability, and the adjustment is recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of consolidation (continued)

(ii) Business combinations (continued)

In a business combination achieved in stages, the Group remeasures its previously held equity interest in the acquiree at its acquisition-date fair value and any resulting gain or loss is recognised in profit or loss. If any, changes in the value of the Group's equity interest in the acquiree that have been previously recognised in other comprehensive income are reclassified to profit or loss, if appropriate had that interest been disposed of directly.

(iii) Transactions eliminated on consolidation

All intragroup transactions, balances, income and expenses are eliminated in full on consolidation.

Unrealised gains arising from transactions with equity-accounted associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investees. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(c) Property, plant and equipment and depreciation

On initial recognition, items of property, plant and equipment are recognised at cost, which includes the purchase price as well as any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, and the cost of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets also includes the cost of materials and direct labour. Cost also may include transfers from equity of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

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

The cost of property, plant and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimated amount for which a property could be exchanged between knowledgeable willing parties in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of other items of plant and equipment is based on the quoted market prices for similar items when available and replacement cost when appropriate.

Significant components of individual assets have different useful lives, they are accounted for as a separate items (major components) of property, plant and equipment and depreciated separately.

After initial recognition, items of property, plant and equipment are carried at cost less any accumulated depreciation and any accumulated impairment losses.

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group or the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Subsequently, leasehold lands and buildings are measured at fair value less accumulated depreciation and impairment losses recognised after the date of the revaluation. Valuations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from the fair value of the buildings at the reporting date. All other property, plant and equipment are measured at cost less accumulated depreciation and any accumulated losses.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Property, plant and equipment and depreciation (continued)

Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, except to the extent that it offsets an existing surplus on the same asset carried in the asset revaluation reserve.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over its useful economic life as follows:

Building	2%
Factory building on leasehold land	2%
Furniture and fittings	10%
Leasehold land	94 - 98 years
Motor vehicles	20%
Office equipment	10% - 33%
Plant and machinery	10%
Renovation	20%

Leasehold land and buildings stated at valuation are revalued by the directors based on the valuation reports of independent professional valuers with additional valuation in the periods where market conditions indicate that the carrying values of the revalued assets differ materially from the market value.

Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

Useful lives, residual values and depreciation methods are reviewed, and adjusted if appropriate, at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

(d) Leased assets

Leases are classified as finance leases if substantially all the risks and rewards of ownership are transferred to the lessee. All other leases are classified as operating leases.

Assets and liabilities arising from finance lease contracts are initially recognised in the statement of financial position at their fair value at the inception of the lease or, if lower, at the present value of the minimum future lease rentals.

After initial recognition, the depreciation policy applied is consistent with that for depreciable assets that are owned. As a result, the depreciation recognised is calculated in accordance with the useful life stated for property, plant and equipment (the Group and the Company does not hold leased intangible assets). In cases where there is no reasonable certainty that the lessee will obtain ownership by the end of the lease term, the asset is fully depreciated over the shorter of the lease term and its useful life.

The interest element of rental obligations is charged to profit or loss over the period of the lease at a constant rate on the balance of finance lease obligations outstanding.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Leased assets (continued)

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the lease term.

Incentives to take out operating leases are credited to the profit or loss on a straight-line basis over the lease term.

Provision is made in the statement of financial position for the present value of the onerous element of operating leases. This typically arises when the Group and the Company ceases to use premises and they are left vacant to the end of the lease or are sublet at rentals, which fall short of the amount payable by the Group and the Company under the lease.

(e) Goodwill

Goodwill arising from business combination is acquired in a business combination as an asset at the accounting date and is initially measured at cost being the excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but instead reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains or losses on disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(f) Impairment of non-financial assets

The carrying amounts of assets other than financial assets excluding the investments in subsidiaries, deferred tax assets and inventories are reviewed at the end of each reporting date to determine whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated. For goodwill that has an indefinite useful life, the recoverable amount is estimated at each reporting date or more frequently when indicators of impairment are identified.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. Impairment losses are charged to the statement of profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit or groups of units on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the higher of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments to the time value of money and the risks specific to the asset.

An impairment loss in respect of goodwill, if any, is not reversed. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Reversals of impairment losses are credited to the statement of profit or loss and other comprehensive income in the financial year in which the reversals are recognised.

Any subsequent increase in recoverable amount of an asset is recognised as reversal of previous impairment loss and should not exceed the carrying amount that would have been determined, net of amortisation or depreciation, had no impairment loss been previously recognised for the asset.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Inventories

Inventories are carried in the statement of financial position at the lower of cost and net realisable value. Cost is determined on a weighted average cost formula. Cost comprises the landed costs of goods purchased and in the case of work-in-progress and finished goods, comprises cost of materials, direct labour, other direct charges and an appropriate proportion of production overhead.

Write-down is made for obsolete and slow-moving items based on their expected future use and net realisable value.

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

(h) Financial instruments

(i) Initial recognition and measurement

The Group and the Company recognise a financial asset or a financial liability in the statement of financial position when, and only when, an entity in the Group and the Company become a party to the contractual provisions of the instruments.

If a contract is a host financial liability or a non-financial host contract that contains an embedded derivative, the Group and the Company assess whether the embedded derivative shall be separated from the host contract on the basis of the economic characteristics and risks of the embedded derivative and the host contract at the date when the Group and the Company become a party to the contract. If the embedded derivative is not closely related to the host contract, it is separated from the host contract and accounted for as a stand-alone derivative. The Group and the Company do not make a subsequent reassessment of the contract unless there is a change in the terms of the contract that significantly modifies the expected cash flows or when there is a reclassification of a financial liability out of the fair value through profit or loss category. Embedded derivatives in host financial assets are not separated.

On initial recognition, all financial assets (including intra-group loans and advances) and financial liabilities (including intra-group payables and government loans at below market interest rates) are measured at fair value plus transaction costs if the financial asset or financial liability is not measured at fair value through profit or loss. For instruments measured at fair value through profit or loss, transaction costs are expensed to profit or loss when incurred.

(ii) Derecognition of financial instruments

For derecognition purposes, the Group and the Company first determine whether a financial asset or a financial liability should be derecognised in its entirety as a single item or derecognised part-by-part of a single item or of a group of similar items.

A financial asset, whether as a single item or as a part, is derecognised when, and only when, the contractual rights to receive the cash flows from the financial asset expire, or when the Group and the Company transfer the contractual rights to receive cash flows of the financial asset, including circumstances when the Group and the Company act only as a collecting agent of the transferee, and retain no significant risks and rewards of ownership of the financial asset or no continuing involvement in the control of the financial asset transferred.

A financial liability is derecognised when, and only when, it is legally extinguished, which is either when the obligation specified in the contract is discharged or cancelled or expires. A substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. For this purpose, the Group and the Company consider a modification as substantial if the present value of the revised cash flows of the modified terms discounted at the original effective interest rate is different by 10% or more when compared with the carrying amount of the original liability.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (continued)

(iii) Financial assets

For the purpose of subsequent measurement, the Group and the Company classifies financial assets into three measurement categories, namely: (i) financial assets at amortised cost ("AC"); (ii) financial assets at fair value through other comprehensive income ("FVOCI") and (iii) financial assets at fair value through profit or loss ("FVPL"). The classification is based on the Group's and the Company's business model objective for managing the financial assets and the contractual cash flow characteristics of the financial instruments.

After initial recognition, the Group and the Company measure financial assets, as follow:

(i) Financial assets at AC
A financial asset is measured at amortised cost if: (a) it is held within the Group's and the Company's business objective to hold the asset only to collect contractual cash flows, and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest in principal outstanding.

(ii) Financial assets at FVOCI
A financial asset is measured at FVOCI if: (a) it is held within the Groups' and the Company's business objective to hold the asset both to collect contractual cash flows and selling the financial asset, and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest in principal outstanding.

(iii) Financial assets at FVPL
A financial asset is measured at FVPL if it is an equity investment, held for trading (including derivative assets) or if it does not meet any of the condition specified for the AC or FVOCI model.

Other than financial assets measured at fair value through profit or loss, all other financial assets are subject to review for impairment in accordance with Note 3(h)(vii).

(iv) Financial liabilities

After initial recognition, the Group and the Company measure all financial liabilities at amortised cost using the effective interest method, except for:

(i) Financial liabilities at fair value through profit or loss (including derivatives that are liabilities) are measured at fair value.

(ii) Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies. Paragraph 3.2.15 and 3.2.17 of MFRS 9 apply to the measurement of such financial liabilities.

(iii) Financial guarantee contracts issued, and commitments to provide loans at a below-market interest rate given, by the Group and the Company are measured at the higher of: (a) the amount of impairment loss determined and (b) the amount initially recognised less, when appropriate, the cumulative of income recognised in accordance with the principles in MFRS 15 *Revenue from Contracts with Customers*.

(v) Fair value measurement

The fair value of a financial asset or a financial liability is determined by reference to the quoted market price in an active market, and in the absence of an observable market price, by a valuation technique as described in Note 3(t).

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial instruments (continued)

(vi) Recognition of gains and losses

Fair value changes of financial assets and financial liabilities classified as at fair value through profit or loss are recognised in profit or loss when they arise.

For financial assets mandatorily measured at FVOCI, interest income (calculated using the effective interest rate method), impairment losses, and exchange gains or loss are recognised in profit or loss. All other gains or losses are recognised in other comprehensive income and retained in a fair value reserve. On derecognition of the financial assets, the cumulative gain or loss recognised in OCI is reclassified to profit or loss as a reclassification adjustment.

For financial assets and financial liabilities carried at amortised cost, interest income and interest expense are recognised in profit or loss using the effective interest method. A gain or loss is recognised in profit or loss only when the financial asset or financial liability is derecognised or impaired, and through the amortisation process of the instrument.

(vii) Impairment of financial assets

The Group and the Company apply the expected credit loss model of MFRS 9 to recognise impairment losses of financial assets measured at amortised cost or at fair value through other comprehensive income. Except for trade receivables, a 12-month expected credit loss is recognised in profit or loss on the date of origination or purchase of the financial assets. At the end of each reporting period, the Group and the Company assess whether there has been a significant increase in credit risk of a financial asset since its initial recognition or at the end of the prior period. Other than for financial assets which are considered to be of low risk grade, a lifetime expected credit loss is recognised if there has been a significant increase in credit risk since initial recognition. For trade receivables, the Group and the Company have availed the exception to the 12-month ECL requirement to recognise only lifetime expected credit losses.

The assessment of whether credit risk has increased significantly is based on quantitative and qualitative information that include financial evaluation of the creditworthiness of the debtors or issuers of the instruments, ageing of receivables, defaults and past due amounts, past experiences with the debtors, current conditions and reasonable forecast of future economic conditions. For operational simplifications: (a) a 12-month expected credit loss is maintained for financial assets which investment grades that are considered as low credit risk, irrespective of whether credit risk has increased significantly or not; and (b) credit risk is considered to have increase significantly if payments are more than 30 days past due if no other borrower-specific information is available without undue cost or effort.

The expected credit loss (ECL) is measured using an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, discounted for the time value of money and applying reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions, and forecast of future economic conditions. The ECL for a financial asset (when assessed individually) or a group of financial assets (when assessed collectively) is measured at the present value of the probability-weighted expected cash shortfalls over life of the financial asset or group of financial assets. When a financial asset is determined as credit-impaired (based on objective evidence of impairment), the lifetime ECL is determined individually.

For trade receivable, the lifetime ECL is determined at the end of each reporting period using a provision matrix. For each significant receivable, individual lifetime ECL is assessed separately. For significant receivables which are not impaired and for all other receivables, they are grouped into risk classes by type of customers and businesses, and the ageing of the receivables. Collective lifetime ECLs are determined using past loss rates, which are updated for effects of current conditions and reasonable forecasts for future economic conditions. In the event that the economic or industry outlook is expected to worsen, the past loss rates are increased to reflect the worsening economic conditions.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Cash and cash equivalents

Cash and cash equivalents include cash and bank balances and deposits which have a short maturity (three months or less) that are readily convertible to cash and are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows only, cash and cash equivalents are presented net of bank overdrafts.

(j) Foreign currencies transactions and balances

Foreign currency monetary assets and liabilities are translated into the functional currency of the concerned entity of the Group using the exchange rates at the reporting date. Gains and losses arising from changes in exchange rates after the date of the transaction are recognised in profit or loss (except when deferred in other comprehensive income as qualifying cash flow hedges).

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Translation differences on non-monetary items that are measured at fair value in a foreign currency (e.g. available-for-sale equity instruments) are translated using the exchange rates at the date when the fair value is determined.

(k) Equity

Equity instruments are contracts that give a residual interest in the net assets of the Group and the Company. Ordinary shares are classified as equity. Equity instruments are recognised at the amount of proceeds received net of costs directly attributable to the transaction.

(i) Dividend distribution

Dividends are recognised as liabilities when they are declared (i.e. the dividends are appropriately authorised and no longer at the discretion of the entity). Typically, dividends are recognised as liabilities in the period in which their distribution is approved at the Shareholders' Annual General Meeting. Interim dividends are recognised when paid.

(ii) Distribution of assets to owners of the Company

The Group and the Company measures a liability to distribute assets as a dividend to the owners of the Company at the fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at each reporting period and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group and the Company recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

(l) Provisions

Where, at reporting date, the Group and the Company have a present obligation (legal or constructive) as a result of a past event and it is probable that the Group and the Company will settle the obligation, a provision is made in the statement of financial position. Provisions are made using best estimates of the amount required to settle the obligation and are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period they arise.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Contingencies

A contingent liability or asset is a possible obligation or asset that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group and the Company. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group and the Company do not recognise a contingent liability but discloses its existence in the financial statements.

A contingent asset is not recognised in the financial statements but is disclosed where the inflow of the economic benefits is probable.

(n) Employees benefits

(i) Short-term benefit

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group and the Company. Short term accumulating compensated absence such as paid annual leave are recognised when services are rendered by employees and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(ii) Defined contribution plan

As required by law, companies in Malaysia make contributions to the Employees' Provident Fund ("EPF"). The contributions are recognised as a liability after deducting any contribution already paid and as an expense in profit or loss in the period in which the employee render their services. Once the contributions have been paid, the Group and the Company have no further payment obligations.

(o) Revenue recognition

(i) Revenue from contracts with customers

The Group's and the Company's revenue comprises provision of management services, sales of plastic bottles, containers, boxes, crates and related materials, supplying of renewable energy, manufacturing of and trading in plastic and polyethylene packing materials and all related products, sales of furniture and investment holding.

Revenue from a sale of goods is recognised at a point in time when control of the goods is passed to the customer, which is the point in time when the significant risks and rewards are transferred to the customer and the transaction has met the probability of inflows and measurement reliability requirements of MFRS 15.

The Group and the Company measure revenue from a sale of goods transaction at the fair value of the consideration received or receivables, which is usually the invoice price, net of a trade discounts and volume rebates given to the customer. If the transaction price includes variable considerations, the Group and the Company use the expected value method by estimating the sum of probability-weighted amounts in a range of possible consideration amounts, or the most likely outcome method, depending on which method the Group and the Company expect to better predict the amount of consideration to which it is entitled.

(ii) Rental income

Rental income is recognised on a time-proportion basis that takes into account the effective yield on the asset on a straight-line basis over the lease term.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Revenue recognition (continued)

(iii) Interest income

Interest income is recognised as it accrues using the effective interest method in profit or loss.

(iv) Services

Revenue from filling services is recognised when the entity satisfies the performance obligation at a point in time generally when the significant acts have been completed and when transfer of control occurs or for services that are not significant transactions, revenue is recognised as the services are provided.

(v) Management fees

Management fees are recognised on an accrual basis when services are rendered.

(p) Borrowing costs

Interest on borrowings to finance the purchase and development of a self-constructed qualifying asset (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use or sale) is included in the cost of the asset until such time as the assets are substantially ready for use or sale. Such borrowing costs are capitalised net of any investment income earned on the temporary investment of funds that are surplus pending such expenditure.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

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

(q) Income taxes

Tax currently payable is calculated using the tax rates in force or substantively enacted at the reporting date. Taxable profit differs from accounting profit either because some income and expenses are never taxable or deductible, or because the time pattern that they are taxable or deductible differs between tax law and their accounting treatment.

Using the statement of financial position liability method, deferred tax is recognised in respect of all temporary differences between the carrying value of assets and liabilities in the statement of financial position and the corresponding tax base, with the exception of goodwill not deductible for tax purposes and temporary differences arising on initial recognition of assets and liabilities that do not affect taxable or accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are recognised only to the extent that the Group and the Company consider that it is probable (i.e. more likely than not) that there will be sufficient taxable profits available for the asset to be utilised within the same tax jurisdiction.

Deferred tax assets and liabilities are offset only when there is a legally enforceable right to offset current tax assets against current tax liabilities, they relate to the same tax authority and the Group’s and the Company’s intention is to settle the amounts on a net basis.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Income taxes (continued)

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except if it arises from transactions or events that are recognised in other comprehensive income or directly in equity. In this case, the tax is recognised in other comprehensive income or directly in equity, respectively. Where tax arises from the initial accounting for a business combination, it is included in the accounting for the business combination.

Since the Group is able to control the timing of the reversal of the temporary difference associated with interests in subsidiaries, associates and joint arrangements, a deferred tax liability is recognised only when it is probable that the temporary difference will reverse in the foreseeable future mainly because of a dividend distribution.

(r) Earnings per ordinary share

The Group presents basic and diluted earnings per share data for its ordinary shares (“EPS”).

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

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

(s) 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. All operating segments’ operating results are reviewed regularly by the Chief Operating Decision Maker, which in this case is the Executive Director of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

(t) Fair value measurement

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. When measuring the fair value of an asset or a liability, the Group and the Company uses market observable data to the extent possible. If the fair value of an asset or a liability is not directly observable, it is estimated by the Group and the Company (working closely with external qualified valuers) using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs (e.g. by use of the market comparable approach that reflects recent transaction prices for similar items, discounted cash flow analysis, or option pricing models refined to reflect the issuer’s specific circumstances). Inputs used are consistent with the characteristics of the asset / liability that market participants would take into account.

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Transfers between levels of the fair value hierarchy are recognised by the Group and the Company at the end of the reporting period during which the change occurred.

4. ADOPTION OF MFRSs, AMENDMENTS TO MFRSs AND INTERPRETATIONS

4.1 MFRSs and Amendments to MFRSs and Interpretations adopted

For the preparation of the financial statements, the following accounting standards, amendments and interpretations of the MFRS framework issued by the MASB are mandatory for the first time for the financial year beginning on or after 1 January 2018, except for Amendments to MFRS 2, 1, 128 and 140 which are not applicable to the Group and the Company:

- MFRS 9 *Financial Instruments* (2014)
- MFRS 15 *Revenue from Contracts with Customers*
- Amendments to MFRS 15 – *Clarifications to MFRS 15*
- IC Interpretation 22 *Foreign Currency Transactions and Advance Consideration*

The adoption of the above-mentioned accounting standards and amendments have no significant impact on the financial statements of the Group and of the Company.

The impacts of initial application of MFRS 15 and MFRS 9 are disclosed below:

(a) MFRS 15 *Revenue from Contracts with Customers*

The core principle of this new MFRS is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity recognises revenue in accordance with the core principle by applying the following steps:

(i) identifying the contract with a customer;
(ii) identifying the performance obligations in the contract;
(iii) determining the transaction price;
(iv) allocating the transaction price to the separate performance obligations in the contract; and
(v) recognising revenue when (or as) the entity satisfies a performance obligation.

The amendments to MFRS 15 are to clarify certain aspects of MFRS 15 to make them easier for reporting entities to apply the requirements of the new Revenue Standard. In assessing whether an entity's promises to transfer goods or services to the customer are separately identifiable, the objective is to determine whether the nature of the promise, within the context of the contract, is to transfer each of those goods or services individually or, instead, to transfer a combined item or items to which the promised goods or services are inputs.

For a contract with a customer that has multiple elements, MFRS 15 requires that the contract shall be identified into separate performance obligations if they are individually distinct. The transaction price (i.e. the consideration receivable) in the contract shall be allocated to the performance obligations on the relative standalone selling price method. If the consideration receivable is variable, a probability weighted estimate or the most likely outcome is applied in the measurement of revenue, depending on which is the more appropriate basis under the particular circumstances. Revenue for a performance obligation is recognised in profit or loss when, or as, the entity transfers control of an asset (i.e. the good or service), to the customer. MFRS 15 also includes new disclosures that would result in an entity providing users of financial statements about the nature, timing and uncertainty of revenue and cash flows from contracts with customers.

Other than the enhanced new disclosures about contracts with customers, which the Group and the Company have complied with in the current year, the adoption of this new MFRS has no effect on the Group and the Company's financial position or results.

The adoption of MFRS 15 does not have any significant impact on the financial statements of the Group and of the Company as at 31 December 2018.

4. ADOPTION OF MFRSs, AMENDMENTS TO MFRSs AND INTERPRETATIONS (CONTINUED)

4.1 MFRSs, Amendments to MFRSs and Interpretations adopted (continued)

(b) MFRS 9 *Financial Instruments (2014)*

For the purpose of subsequent measurement, the Group and the Company classify financial assets into three measurement categories, namely:
(i) financial assets at amortised cost;
(ii) financial assets at fair value through other comprehensive income; and
(iii) financial assets at fair value through profit or loss.

The classification is based on the Group's and the Company's business model objective for managing the financial assets and the contractual cash flow characteristics of the financial instruments.

After initial recognition, the Group and the Company measure financial assets at AC. A financial asset is measured at amortised cost if: (a) it is held within the Group and the Company's business objective to hold the asset only to collect contractual cash flows, and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest in principal outstanding.

MFRS 9 also introduces a new impairment methodology for financial assets, lease receivables and contract assets subject to impairment requirements and a new hedged accounting model. It uses a single forward-looking expected credit loss model that requires a 12-month expected credit loss be provided on initial recognition of a financial instrument, and if, and only if, there has been a significant deterioration in the credit risk after initial recognition, a lifetime expected credit loss shall be recognised. Also, the new hedge accounting model has been aligned to an entity's business model for managing financial risk, with eligible qualifying hedged items being extended to cover hedges of non-financial items.

The date of initial application of MFRS 9 is 1 January 2018. The effects of the adoption are discussed below:

Changes in measurement categories

The original measurement categories of the Group's and of the Company's financial assets have been changed to conform with the new measurement categories from original measurement category in MFRS 139 (Loans & receivables) to new measurement in category in MFRS 9 (Financial assets at AC).

Classification basis and reasons

The classifications of loans and receivables under MFRS 139 have been changed to financial assets measured at amortised cost model because MFRS 9 no longer has the former measurement categories. The measurement basis for such instruments at amortised cost using the effective interest method is retained because the Group's and the Company's business model objective for such financial assets is to collect contractual cash flows of interest and principal and the instruments have these contractual cash flow characteristics.

For financial liabilities, the Group and the Company did not change the measurement categories because the requirements in MFRS 9 are substantially similar to those in the former MFRS 139.

(c) Other new and revised MFRSs

The adoption of the other new and revised accounting standards, amendments and interpretations have no significant impact on the financial statements of the Group and of the Company.

4. ADOPTION OF MFRSs, AMENDMENTS TO MFRSs AND INTERPRETATIONS (CONTINUED)

4.2 New/ Revised MFRSs, Amendments to MFRSs and Interpretations not adopted

The following are accounting standards, amendments and interpretations of the MFRS framework that have been issued by the MASB but have not been adopted by the Group and the Company:

MFRSs, Amendments to MFRSs and Interpretations effective for annual period beginning on or after 1 January 2019

- MFRS 16 *Leases*
- IC Interpretation 23 *Uncertainty over Income Tax Treatments*
- Amendments to MFRS 9 *Financial Instruments (2014) – Prepayment Features with Negative Compensation*
- Amendments to MFRS 128 *Investments in Associates and Joint Ventures – Long-term Interest in Associates and Joint Ventures*
- Amendments to MFRS 3 *Business Combinations – Previously Held Interest in a Joint Operation (Annual Improvements 2015-2017 Cycle)*
- Amendments to MFRS 11 *Joint Arrangements - Previously Held Interest in a Joint Operation (Annual Improvements 2015-2017 Cycle)*
- Amendments to MFRS 112 *Income Taxes – Income Tax Consequences of Payments on Financial Instruments Classified as Equity (Annual Improvements 2015-2017 Cycle)*
- Amendments to MFRS 123 *Borrowing Costs – Borrowing Costs Eligible for Capitalisation (Annual Improvements 2015-2017 Cycle)*
- Amendments to MFRS 119 *Employee Benefits – Plan Amendment, Curtailment or Settlement*

Amendments to MFRSs effective for annual periods beginning on or after 1 January 2020

- Amendments to References to the Conceptual Framework in MFRS Standards
- Amendments to MFRS 3 *Business Combination – Definition of a Business*
- Amendments to MFRS 101 *Presentation of Financial Statements* and MFRS 108 *Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Material*

Amendments to MFRSs effective date yet to be confirmed

- Amendments to MFRS 10 *Consolidated Financial Statements* and MFRS 128 *Investment in Associates and Joint Ventures – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The directors anticipate that the above-mentioned accounting standards, interpretations and amendments will be adopted by the Group and the Company when they become effective.

Amendments to MFRS 4 *Insurance Contracts – Applying MFRS 9 Financial Instruments with MFRS 4 Insurance Contracts* and MFRS 17 *Insurance Contracts* have not been taken into consideration because they are not applicable to the Group and the Company.

The Group and the Company have assessed, where practicable, the potential impact of all these accounting standards, amendments and interpretations that will be effective in future period, as below:

MFRS 16 *Leases*

MFRS 16 introduces a single accounting model for a lessee and eliminates the distinction between finance lease and operating lease. Lessee is now required to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Upon adoption of MFRS 16, the Group and the Company are required to account for major part of their operating leases in the statement of financial position by recognising the ‘right-of-use’ assets and the lease liability, thus increasing the assets and liabilities of the Group and of the Company.

The financial effects arising from the adoption of this standard are still being assessed by the Group and the Company.

5. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing its financial statements, the Group and the Company have made significant judgements, estimates and assumptions that impact on the carrying value of certain assets and liabilities, income and expenses as well as other information reported in the notes. The Group and the Company periodically monitor such estimates and assumptions and make sure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

The judgements made in the process of applying the Group's and the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements, and the estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Depreciation of plant and machinery

The cost of machinery for the manufacture of plastic products is depreciated on a straight line basis over the assets' useful lives. The management estimated the useful lives of these plant and machinery to be 10 years. These are common life expectancies applied in plastic industry. Any changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore, future depreciation charges could be revised. However, the management does not expect such changes to have significant impact on the financial statements of the Group.

(b) Loss allowances of financial assets

The Group and the Company recognise impairment losses for trade receivables under the expected credit loss model. Individually significant trade receivables are tested for impairment separately by estimating the cash flows expected to be recoverable. All others are grouped into credit risk classes and tested for impairment collectively, using the Group's and the Company's ageing of past due amounts and current economic trends. The actual eventual losses may be different from the allowance made and this may affect the Group's and the Company's financial positions and results.

(c) Net realisable value of inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is written down to their estimated realisable value when their cost may no longer be recoverable such as when inventories are damaged or become wholly or partly obsolete or their selling prices have declined. In any case, the realisable value represents the best estimate of the recoverable amount, is based on the most reliable evidence available at the reporting date and inherently involves estimates regarding the future expected realisable value. The benchmarks for determining the amount of write-downs to net realisable value include ageing analysis, technical assessment and subsequent events. In general, such an evaluation process requires significant judgement and may materially affect the carrying amount of inventories at the reporting date (as reflected in Note 8).

(d) Fair value measurement

Some of the Group's and the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group and the Company use market-observable data to the extent it is available. Where Level 1 inputs are not available (e.g. for unquoted investments), the Group and the Company work closely with external qualified valuers who perform the valuation, based on agreed appropriate valuation techniques and inputs to the model (e.g. use of the market comparable approach that reflects recent transaction prices for similar instruments, discounted cash flow analysis, option pricing models refined to reflect the issuer's specific circumstances). Prices determined then by the valuers are used by the Group and the Company without adjustment.

5. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(d) Fair value measurement (continued)

Changes in the fair value of assets and liabilities and their causes are quarterly analysed by the Group's and the Company's Board of Directors. Such valuations require the Group and the Company to select among a range of different valuation methodologies and to make estimates about expected future cash flows and discount rates.

(e) Deferred tax estimation

Recognition of deferred tax assets and liabilities involves making a series of assumptions. As far as deferred tax assets are concerned, their realisation ultimately depends on taxable profits being available in the future. Deferred tax assets are recognised only when it is probable that taxable profits will be available against which the deferred tax asset can be utilised and it is probable that the entity will earn sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the Group and the Company making assumptions within its overall tax-planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. Moreover, the measurement of a deferred tax asset or liability reflects the manner in which the entity expects to recover the asset's carrying value or settle the liability.

(f) Contingencies

Contingent liabilities of the Group and the Company are not recognised but disclosed, unless the possibility of an outflow of resources embodying economic benefits is remote.

Contingent liabilities represent possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. They are not recognised because it is not probable that an outflow of resources will be required to settle the obligation and the amount of the obligation cannot be measured with sufficient reliability.

Inevitably, the determination that the possibility that an outflow of resources embodying economic benefits is remote and that the occurrence or non-occurrence of one or more uncertain future events is not wholly within the control of the Group and the Company requires significant judgement.

(g) Functional currency

The financial statements are prepared in the functional currency of the Group and the Company of Ringgit Malaysia, which is the currency of the primary economic environment in which the Group and the Company operate. Factors considered by management when determining the functional currency include the competitive forces and regulations affecting the sales price, the currency used to acquire raw materials, labour, services and supplies, and sources of financing. Based on the factors considered, the Group and the Company have determined that Ringgit Malaysia to be its functional currency.

6. PROPERTY, PLANT AND EQUIPMENT

GROUP	**Land and buildings**	**Plant and machinery**	**Furniture and fittings**	**Office equipment**	**Renovation**	**Motor vehicles**	**Machinery in progress**	**Renovation in progress**	**Total**
	RM	RM	RM	RM	RM	RM	RM	RM	RM
Cost/Valuation									
As at 1.1.2017 At cost	22,344,697	88,263,549	1,993,971	2,203,108	956,007	1,627,449	1,234,900	-	118,623,681
Additions	227,200	4,401,938	59,690	32,026	1,500	-	-	-	4,722,354
Disposals	-	(18,572,905)	-	-	-	-	-	-	(18,572,905)
Transfer	-	1,234,900	-	-	-	-	(1,234,900)	-	-
Written off	(455,525)	(269,572)	(14,079)	(104,128)	(188,500)	-	-	-	(1,031,804)
As at 1.1.2018									
At cost	22,116,372	75,057,910	2,039,582	2,131,006	769,007	1,627,449	-	-	103,741,326
Additions	162,498	1,729,877	223,000	21,091	-	-	-	496,000	2,632,466
Disposals	-	(4,479,696)	-	-	-	-	-	-	(4,479,696)
Elimination of accumulated depreciation on revaluation	(7,388,826)	-	-	-	-	-	-	-	(7,388,826)
Reclassification	-	59,165	-	-	-	-	-	-	59,165
Revaluation surplus recognised in other comprehensive income	28,028,632	-	-	-	-	-	-	-	28,028,632
Written off	-	(25,160)	-	-	-	-	-	-	(25,160)
As at 31.12.2018	42,918,676	72,342,096	2,262,582	2,152,097	769,007	1,627,449	-	496,000	122,567,907
Representing:									
At cost	1,578,676	72,342,096	2,262,582	2,152,097	769,007	1,627,449	-	496,000	81,227,907
At valuation	41,340,000	-	-	-	-	-	-	-	41,340,000
At 31.12.2018	42,918,676	72,342,096	2,262,582	2,152,097	769,007	1,627,449	-	496,000	122,567,907

6. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

<u>**GROUP**</u>	**Land and buildings**	**Plant and machinery**	**Furniture and fittings**	**Office equipment**	**Renovation**	**Motor vehicles**	**Machinery in progress**	**Renovation in progress**	**Total**
	RM	RM	RM	RM	RM	RM		RM	RM
Accumulated depreciation									
As at 1.1.2017	8,181,844	75,986,368	1,954,352	1,994,270	924,625	787,706	-	-	89,829,165
Charge for the financial year	434,424	2,604,407	7,311	60,068	6,650	274,772	-	-	3,387,632
Disposals	-	(18,263,802)	-	-	-	-	-	-	(18,263,802)
Written off	(434,985)	(194,758)	(6,128)	(81,595)	(188,496)	-	-	-	(905,962)
As at 1.1.2018	8,181,283	60,132,215	1,955,535	1,972,743	742,779	1,062,478	-	-	74,047,033
Charge for the financial year	462,907	2,581,070	17,721	43,717	6,900	246,635	-	-	3,358,950
Disposals	-	(4,321,423)	-	-	-	-	-	-	(4,321,423)
Elimination of accumulated depreciation on revaluation	(7,388,826)	-	-	-	-	-	-	-	(7,388,826)
Reclassification	-	59,165	-	-	-	-	-	-	59,165
Written off	-	(3,774)	-	-	-	-	-	-	(3,774)
As at 31.12.2018	1,255,364	58,447,253	1,973,256	2,016,460	749,679	1,309,113	-	-	65,751,125
Net carrying amount									
At cost	13,935,089	14,925,695	84,047	158,263	26,228	564,971	-	-	29,694,293
As at 31.12.2017	13,935,089	14,925,695	84,047	158,263	26,228	564,971	-	-	29,694,293
At cost	323,312	13,894,843	289,326	135,637	19,328	318,336	-	496,000	15,476,782
At valuation	41,340,000	-	-	-	-	-	-	-	41,340,000
As at 31.12.2018	41,663,312	13,894,843	289,326	135,637	19,328	318,336	-	496,000	56,816,782

6. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

COMPANY	**Furniture and fittings**	**Office equipment**	**Total**
	RM	RM	RM
Cost			
As at 1.1.2017/31.12.2017/31.12.2018	261,733	16,393	278,126
Accumulated depreciation			
As at 1.1.2017	261,730	13,803	275,533
Charge for the financial year	-	274	274
As at 31.12.2016/31.12.2017	261,730	14,077	275,807
Charge for the financial year	-	272	272
As at 31.12.2018	261,730	14,349	276,079
Net carrying amount			
As at 31.12.2017	3	2,316	2,319
As at 31.12.2018	3	2,044	2,047

(a) As at 31 December 2018, the Group's leasehold lands and buildings were revalued to RM41,340,000 by the directors, which supported by the valuation report dated 24 and 25 September 2018, carried out by G. Paremes Sivam and Steven H. S. Ng, a registered valuers of Messrs Cheston International (KL) Sdn. Bhd. and Cheston International (JB) Sdn. Bhd. respectively, an independent firm of professional valuers, using "Market Value" basis.

The surplus arising from revaluation had been credited to the revaluation reserve account.

Had the revalued leasehold land and buildings carried at historical cost, the cost and the net carrying amount of the revalued leasehold land and buildings will be as follows:

	2018	2017
	RM	RM
Cost:		
Buildings	17,106,858	-
Leasehold land	3,593,337	-
	20,700,195	-
Net carrying amount:		
Buildings	10,351,894	-
Leasehold land	2,959,474	-
	13,311,368	-

6. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

(b) The net carrying amount of land and buildings of the Group comprise:

	GROUP	
	2018	2017
	RM	RM
Freehold land and buildings	3,340,000	186,377
Factory buildings on leasehold land	20,023,312	10,689,323
Leasehold land	18,300,000	3,059,389
	41,663,312	13,935,089

(c) The following property, plant and equipment of a subsidiary stated at net carrying amount are charged to licensed banks for banking facilities granted to the Group.

	GROUP	
	2018	2017
	RM	RM
Buildings	2,200,000	1,173,214
Leasehold land	8,300,000	2,153,607
	10,500,000	3,326,821

(d) Included in the net carrying amount of property, plant and equipment of the Group are the following assets which are under hire purchase financing:

	GROUP	
	2018	2017
	RM	RM
Plant and machinery	6,684,818	6,729,225
Motor vehicles	288,040	534,201
	6,972,858	7,263,426

(e) During the financial year, the Group made the following cash payments to purchase property, plant and equipment:

	GROUP	
	2018	2017
	RM	RM
Purchase of property, plant and equipment	2,632,466	4,722,354
Financed by hire purchase arrangement	(1,322,880)	(2,174,897)
Other payable	(236,755)	(206,770)
Cash payments on purchase of property, plant and equipment	1,072,831	2,340,687

7. INVESTMENT IN SUBSIDIARIES

	COMPANY	
	2018	2017
	RM	RM
Unquoted shares, at cost	44,512,833	44,512,833
Less: Impairment of investment in subsidiaries		
As at 1 January	(12,241,063)	(12,241,063)
Impairment loss for the financial year	(904,271)	-
As at 31 December	(13,145,334)	(12,241,063)
	31,367,499	32,271,770

The subsidiaries, which are incorporated in Malaysia are as follows:-

Name of company	**Effective equity interests** 2018 %	2017 %	**Principal activities**
Ralco Plastic Sdn. Bhd.	100	100	Manufacturing of and trading in plastic bottles, containers, boxes, crates and related materials
Ralco Respack Polybag Sdn. Bhd.	100	100	Manufacturing of and trading in plastic and polyethylene packaging materials and all related products
Ralco Holdings Sdn. Bhd.	100	100	Investment holding
Ralco Trading Sdn. Bhd.	100	100	Trading of furniture
Ralco Compounding Sdn. Bhd.	100	100	Supply of renewable energy
Temasek Bay Sdn. Bhd.	100	100	Palm oil packers, trading of palm oil products, manufacturers of or dealers in packaging materials and all related products

8. INVENTORIES

	GROUP	
	2018	2017
	RM	RM
At cost:		
Raw materials	5,529,649	6,135,825
Finished goods	7,790,279	7,330,470
	13,319,928	13,466,295
Recognised in profit or loss:		
Inventories recognised as cost of sales	72,053,023	78,407,321
Inventories written down	90,726	240,222
Inventories written off	-	161,375

9. TRADE RECEIVABLES

	GROUP	
	2018	2017
	RM	RM
Trade receivables	14,660,755	17,371,548
Less: Impairment loss on trade receivables		
As at 1 January	(1,228,716)	(570,687)
Impairment loss for the financial year	(332,855)	(658,029)
Impairment loss no longer required	17,899	-
As at 31 December	(1,543,672)	(1,228,716)
	13,117,083	16,142,832

The currency exposure profile of trade receivables is as follows:

	GROUP	
	2018	2017
	RM	RM
Ringgit Malaysia	13,011,108	15,620,732
Singapore Dollar	1,649,647	1,750,816
	14,660,755	17,371,548

Trade debtors are granted credit period ranging from 30 to 90 days (2017: 30 to 90 days). For certain customers, the credit period may be extended at the discretion of the management.

10. OTHER RECEIVABLES AND DEPOSITS

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Other receivables	755,992	1,448,140	39,006	7,009
Less: Accumulated allowance for doubtful debts	-	-	-	-
As at 1 January	-	-	-	-
Impairment loss for the financial year	(6,121)	-	-	-
As at 31 December	(6,121)	-	-	-
	749,871	1,448,140	-	-
Deposits	1,313,192	1,355,997	-	-
	2,063,063	2,804,137	39,006	7,009

Included in the deposits of the Group are amounts totalling RM888,986 (2017: RM378,494) representing deposits paid for the acquisition of property, plant and equipment. The capital commitment has been disclosed in Note 34.

10. OTHER RECEIVABLES AND DEPOSITS (CONTINUED)

The currency exposure profile of other receivables is as follows:

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Ringgit Malaysia	755,992	1,428,759	39,006	7,009
US Dollar	-	19,381	-	-
	755,992	1,448,140	39,006	7,009

11. OTHER ASSETS

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Prepayments	423,430	522,183	10,600	22,099

12. AMOUNT OWING FROM/(TO) SUBSIDIARIES

The amount owing from/(to) subsidiaries represent unsecured advances and management fees charged which are interest-free and repayable on demand.

13. CASH AND CASH EQUIVALENTS

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

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Cash in hand	17,600	27,100	-	-
Cash at bank	1,590,597	1,085,899	80,430	123,654
	1,608,197	1,112,999	80,430	123,654

The currency exposure profile of cash and bank balances are as follows:

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Ringgit Malaysia	1,272,640	596,814	80,430	123,654
Singapore Dollar	268,927	434,080	-	-
US Dollar	66,630	82,105	-	-
	1,608,197	1,112,999	80,430	123,654

14. SHARE CAPITAL

GROUP/COMPANY	Number of shares		Amount	
	2018	2017	2018	2017
	Units	Units	RM	RM
Issued and fully paid				
At 1 January	41,981,000	41,981,000	41,981,000	41,981,000
Issuance of shares via private placement	4,198,100	-	1,595,278	-
	46,179,100	41,981,000	43,576,278	41,981,000

During the financial year, the issued and paid up share capital of the Company was increased from RM41,981,000 to RM43,576,278 by way of an issue of 4,198,100 ordinary shares at RM0.38 per ordinary shares via private placement to eligible investors for a total cash consideration of RM1,595,278 to fund the Company's operation.

15. WARRANT RESERVE

	GROUP/COMPANY	
	2018	2017
	RM	RM
Warrant reserve	406,828	406,828

Warrants 2009/2019

On 7 April 2009, the Company has announced a proposal which comprises Proposed Rights Issue of Warrants and Proposed Restricted Issue of Warrants.

The shareholders had, at the Extraordinary General Meeting held on 25 June 2009, approved the proposals.

On 22 December 2009, the Company issued 20,340,955 Warrants 2009/2019 pursuant to the following terms:

(i) Renounceable rights issue of 16,628,640 Warrants 2009/2019 to all the shareholders of Company on the basis of two (2) Warrants 2009/2019 for every five (5) ordinary shares of RM1.00 each held in the Company at 5.00pm on 23 November 2009; and

(ii) Restricted issue of 3,712,315 Warrants 2009/2019 to the holders of the unexercised Warrants 2004/2009 on 22 November 2009, being the expiry date of the Warrants 2004/2009 ("Expiry Date") on the basis of two (2) Warrants 2009/2019 for every five (5) unexercised Warrants 2004/2009 held on the Expiry Date.

The salient terms of the Warrants are set out below:

(i) The Warrants are issued in registered form and constituted by a Deed Poll dated 3 November 2009 and entitle the registered holders to subscribe for one (1) new ordinary share of RM1.00 each in the Company at exercise price of RM1.00 per new share, subject to the adjustments in accordance with the provisions of the Deed Poll at the issue price of RM0.02 per New Warrants.

(ii) The Warrants may be exercised at any time within ten (10) years commencing on and including the date of issuance of the Warrants and ended at the close of business at 5.00 pm on the date preceding the tenth (10^{th}) anniversary of the date of issuance, or if such date is not a Market Day, then it shall be Market Day immediately preceding the said non-Market Day, but excluding the three (3) clear Market Days prior to a book closure date or entitlement date announced by the Company and those days during that period on which the Record of Depositors and/or Warrants Register is/are closed. Any Warrants not exercised during the exercise period will thereafter lapse and cease to be valid.

15. WARRANT RESERVE (CONTINUED)

(iii) Upon exercise of the Warrants into new ordinary shares, such shares shall rank pari passu in all respects with the existing ordinary shares of the Company in issue at the date of allotment of the new ordinary shares except that the new ordinary shares shall not be entitled to any dividend, right, allotment and/or other forms of distribution where the entitlement date of such dividend, right, allotment and/or other forms of distribution precedes the relevant date of allotment and issuance of the new ordinary shares.

(iv) The exercise price and/ or number of unexercised Warrants shall be adjusted in the event of alteration to the share capital, capital distribution or issue of shares in accordance with the provisions of the Deed Poll.

16. REVALUATION RESERVE

The revaluation reserve is used to record increase in the fair value of leasehold lands and buildings and decrease to the extent that such decrease relates to an increase on the same asset previously recognised in equity.

17. HIRE PURCHASE LIABILITIES

	GROUP	
	2018	2017
	RM	RM
Minimum hire purchase instalments:-		
- not later than one year	1,895,548	1,548,247
- later than one year and not later than five years	4,281,502	4,133,810
	6,177,050	5,682,057
Unexpired term charges	(709,122)	(733,788)
Outstanding principal amount due	5,467,928	4,948,269
Outstanding principal amount due not later than one year	(1,558,072)	(1,233,266)
Outstanding principal amount due later than one year	3,909,856	3,715,003

	GROUP	
	2018	2017
	RM	RM
Repayable as follows:		
Current liabilities:		
- not later than 1 year	1,558,072	1,233,266
Non-current liabilities:		
- later than 1 year and not later than 5 years	3,909,856	3,715,003
	5,467,928	4,948,269

The average terms for hire purchase ranges from 3 to 5 (2017: 3 to 5) years and the average effective interest rate on hire purchase ranges from 4.82% to 7.88% (2017: 3.75% to 7.99%) per annum.

The hire purchase liabilities of RM1,160,418 (2017: RM1,451,538) is secured by way of a corporate guarantee from the Company.

18. DEFERRED TAX

(a) Deferred tax liabilities

	GROUP	
	2018	2017
	RM	RM
As at 1 January	1,282,000	1,525,500
Transfer to profit or loss (Note 26)	(580,000)	(243,500)
Transfer from revaluation reserve	6,726,872	-
As at 31 December	7,428,872	1,282,000

The balances in the deferred tax liabilities are made up of tax effects of temporary differences arising from:

	GROUP	
	2018	2017
	RM	RM
Excess of net book value over tax written down value of property, plant and equipment	4,763,838	3,207,418
Unabsorbed capital allowances	(1,485,557)	(1,125,665)
Unutilised tax losses	(2,189,882)	(504,861)
Revaluation of property, plant and equipment	6,726,872	-
Other temporary differences	(386,399)	(294,892)
	7,428,872	1,282,000

(b) Deferred tax assets

As at 31 December 2018, the Group and the Company have the following deferred tax assets which are not recognised in the financial statements as there are no probable future taxable income will be available to allow the assets to be utilised:

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Excess of net book value over tax written down	(2,888,792)	(51,570)	-	(557)
Unabsorbed capital allowances	1,570,912	111,798	-	-
Unutilised tax losses	2,633,953	417,266	-	38,219
Others	392,255	-	-	-
	1,708,328	477,494	-	37,662

As at 31 December 2018, the Group and the Company have the following unabsorbed tax losses and unabsorbed capital allowances which are available to set-off against future chargeable income:

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Unabsorbed tax losses	10,974,804	1,738,608	-	159,246
Unabsorbed capital allowances	6,545,467	465,825	-	-
	17,520,271	2,204,433	-	159,246

The unabsorbed tax losses of the Group is available to set off against future chargeable income up to the year of assessment 2025.

19. AMOUNT OWING TO A DIRECTOR

The amount owing to a director is unsecured, interest free and repayable on demand.

20. TRADE PAYABLES

The currency exposure profile of trade payables is as follows:

	GROUP	
	2018	2017
	RM	RM
Ringgit Malaysia	7,024,906	6,637,816
US Dollar	2,360,955	2,171,327
	9,385,861	8,809,143

The credit periods granted by trade creditors range from 30 to 90 days (2017: 30 to 90 days) from the date of invoice.

Included in the trade payables of the Group is an amount of RM906,200 (2017:NIL) due to a company in which a director has interests. This amount is unsecured, interest free and repayable on demand.

21. OTHER PAYABLES AND ACCRUALS

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Other payables	11,391,021	7,531,964	105,129	74,342
Accruals	935,048	734,040	270,113	219,841
	12,326,069	8,266,004	375,242	294,183

Included in the other payables of the Group are amounts of RM6,440,000 (2017: RM940,000) representing advances due to companies in which a director has interests. These amounts are unsecured, interest free and repayable on demand.

The currency exposure profile of other payables is as follows:

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Ringgit Malaysia	11,208,622	7,446,472	105,129	74,342
Singapore Dollar	69,935	39,142	-	-
US Dollar	112,464	46,350	-	-
	11,391,021	7,531,964	105,129	74,342

22. BILLS PAYABLE

	GROUP	
	2018	2017
	RM	RM
Secured		
Bills payable	9,578,717	10,770,000

The bills payable bears effective interest rates ranging from 5.14% to 9.42% (2017: 4.84% to 5.34%) per annum.

The bills payable are secured by way of a corporate guarantee of RM12,500,000 (2017: RM12,500,000) by the Company.

23. REVENUE

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Revenue from contracts with customers:				
-Sale of goods	70,896,518	76,276,612	-	-
-Service income	359,902	8,212,457	-	-
-Management fees	-	-	1,800,000	1,800,000
	71,256,420	84,489,069	1,800,000	1,800,000
Timing of revenue:				
-at a point in time	70,896,518	76,276,612	-	-
-over time	359,902	8,212,457	1,800,000	1,800,000
	71,256,420	84,489,069	1,800,000	1,800,000

24. FINANCE COSTS

	GROUP	
	2018	2017
	RM	RM
Interest on bills payable	402,308	389,846
Hire purchase term charges	390,233	282,593
Interest on bank term loan	-	1,007
	792,541	673,446

25. LOSS BEFORE TAXATION

Loss before taxation is stated after charging:-

	GROUP 2018 RM	GROUP 2017 RM	COMPANY 2018 RM	COMPANY 2017 RM
Auditors' remuneration				
- current year	97,700	106,700	24,000	24,000
- underprovision in prior financial year	900	7,000	-	-
- other	5,000	5,000	5,000	5,000
Bad debt written off	12,904	644,574	-	-
Depreciation of property, plant and equipment	3,358,950	3,387,632	272	274
Directors' remuneration				
- fees	165,667	163,333	165,667	163,333
- other emoluments	564,435	676,175	564,435	676,175
Impairment loss on investment in a subsidiary	-	-	904,271	-
Impairment loss on amount owing from a subsidiary	-	-	72,558	-
Impairment loss on trade and other receivables	338,976	658,029	-	-
Inventories written down	90,726	240,222	-	-
Inventories written off	-	161,375	-	-
Loss on foreign exchange				
- realised	284,786	141,861	-	-
Operating leases				
- rental of premises	321,054	795,838	-	-
- rental of equipment	71,900	105,300	-	-
Property, plant and equipment written off	21,386	125,842	-	-
And crediting:-				
Gain on disposal of property, plant and equipment	(136,727)	(156,467)	-	-
Gain on foreign exchange				
- unrealised	-	(66,591)	-	-
Impairment loss on trade receivable no longer required	(17,899)	-	-	-
Interest income	(14,936)	(14,542)	-	-
Rental income	(44,000)	(71,700)	-	-

26. TAXATION

	GROUP 2018 RM	GROUP 2017 RM	COMPANY 2018 RM	COMPANY 2017 RM
Current financial year				
- income tax expense	27,941	4,932	23,000	-
- deferred taxation (Note 18)	(595,750)	(916,306)	-	-
	(567,809)	(911,374)	23,000	-
Under provision in prior financial years				
- income tax expense	-	810	-	309
- deferred taxation (Note 18)	15,750	672,806	-	-
Total tax expense	(552,059)	(237,758)	23,000	309

26. TAXATION (CONTINUED)

The numerical reconciliation between the taxation and the product of accounting results multiplied by the applicable tax rate is as follows:

	GROUP		COMPANY	
	2018 RM	2017 RM	2018 RM	2017 RM
Loss before taxation	(9,958,943)	(6,738,337)	(941,378)	(42,205)
Tax at the applicable tax rate of 24% (2017: 24%) for the Group and the Company	(2,390,146)	(1,617,201)	(225,931)	(10,129)
Tax effects in respect of:				
Depreciation of non-qualifying property, plant and equipment	56,600	3,617	-	-
Non-allowable expenses	534,048	542,884	286,593	31,625
Temporary differences not recognised during the financial year	-	(29,693)	-	-
Unabsorbed tax losses	2,254,906	159,147	-	-
Unabsorbed capital allowance	1,482,643	73,030	-	-
Utilisation of temporary difference on property, plant and equipment not previously recognised	-	-	557	65
Utilisation of capital allowance previously not recognised	(23,529)	(654)	-	(654)
Utilisation of unabsorbed tax losses previously not recognised	(38,219)	(20,907)	(38,219)	(20,907)
Temporary different on property, plant and equipment not recognised during the financial year	(2,837,222)	(22,478)	-	-
Permitted expenses not deductible under section 60F of the Income Tax Act 1967	855	881	-	-
Others	392,255	-	-	-
	(567,809)	(911,374)	23,000	-

27. LOSS PER ORDINARY SHARE

(a) Basic loss per ordinary share

The basic loss per ordinary share is calculated based on consolidated net loss for the financial year attributable to equity holders of the Company over the weighted average number of ordinary shares in issue during the financial year.

	2018	2017
Loss attributable to equity holders of the Company (RM)	(9,406,884)	(6,500,579)
Weighted average number of ordinary shares in issue	46,179,100	41,981,000
Basic loss per ordinary share (in sen)	(20.37)	(15.48)

(b) Diluted earnings per ordinary share

The diluted earnings per share is not disclosed as the potential ordinary shares arising from the full conversion of warrants at stipulated price in Note 15, have an anti-dilutive effect.

28. STAFF COSTS

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Salaries, wages, allowances and bonuses	12,233,963	12,596,754	1,272,806	1,264,345
EPF contributions	656,241	683,177	145,786	167,887
SOCSO contributions	79,844	71,928	7,138	10,139
Other staff related expenses	205,889	146,273	300	330
	13,175,937	13,498,132	1,426,030	1,442,701

29. OPERATING SEGMENTS

Two reportable segments, as described below, are the Group's strategic business units. For each of the strategic business units, the Group's Executive Director reviews internal management reports on at least a quarterly basis. The following summary describes the operation in each of the Group's reportable segments:

Plastic products - manufacturing and sale of plastic products
Others - trading of furniture, supply of renewable energy, oil packing, buying and selling of palm oil products, manufacturing or dealing in packaging materials and all related products.

Performance is measured based on segment profit before tax, interest and depreciation as included in the internal management reports that are reviewed by the Group's Executive Director, who is the Group's Chief Operating Decision Maker. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Segment assets

The total of segment asset is measured based on all assets (including goodwill) of a segment, as included in the internal management reports that are reviewed by the Group's Executive Director. Segment total asset is used to measure the return of assets of each segment.

29. OPERATING SEGMENTS (CONTINUED)

Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the Executive Director. Hence no disclosure is made on segment liability.

2018	Plastic products RM	Others RM	Eliminations RM	Group RM
Revenue				
Sales to external customers	70,875,738	380,682	-	71,256,420
Inter-segment sales	-	1,825,200	(1,825,200)	-
Total revenue	70,875,738	2,205,882	(1,825,200)	71,256,420
Results				
Segment operating loss	(9,284,901)	(858,332)	976,831	(9,166,402)
Finance costs	(690,589)	(101,952)	-	(792,541)
Loss before taxation				(9,958,943)
Taxation				552,059
Net loss for the financial year				(9,406,884)

2018	Plastic products RM	Others RM	Eliminations RM	Group RM
Other information				
Segment assets	88,053,003	13,053,839	(13,701,677)	87,405,165
Segment liabilities	51,142,430	6,755,095	(13,701,677)	44,195,848
Depreciation	3,229,189	129,761	-	3,358,950

2017	Plastic products RM	Others RM	Eliminations RM	Group RM
Revenue				
Sales to external customers	76,273,972	8,215,097	-	84,489,069
Inter-segment sales	5,594,673	1,828,910	(7,423,583)	-
Total revenue	81,868,645	10,044,007	(7,423,583)	84,489,069
Results				
Segment operating loss	(5,714,259)	(350,632)	-	(6,064,891)
Finance costs	(590,861)	(82,585)	-	(673,446)
Loss before taxation				(6,738,337)
Taxation				237,758
Net loss for the financial year				(6,500,579)

29. OPERATING SEGMENTS (CONTINUED)

2017	Plastic products RM	Others RM	Eliminations RM	Group RM
Other information				
Segment assets	64,648,064	7,921,321	(8,773,835)	63,795,550
Segment liabilities	38,574,917	4,275,305	(8,773,835)	34,076,387
Depreciation	3,141,734	245,898	-	3,387,632

Major customers

The following are major customers with revenue equal or more than 10 percent of Group revenue:

	2018 RM	2017 RM	Segment
- Customer A	15,424,802	16,678,036	Plastic Products
- Customer B	10,819,612	12,191,420	Plastic Products
- Customer C	3,529,795	5,631,747	Plastic Products

30. FINANCIAL RISK MANAGEMENT

The Group and the Company is exposed to the following risks from its use of financial instruments:

(i) Credit risk
(ii) Liquidity risk
(iii) Market risk

(i) Credit risk

Credit risk is the risk of a financial loss to the Group and the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group and the Company's exposure to credit risk arises principally from its receivables from customers, other receivables and subsidiaries.

(a) Receivables

The Group and the Company's sales to customers are on credit terms of 30 to 90 days. The management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on customers requiring credit over a certain amount. Based on the credit evaluation, the customers are rated into three risk categories, namely low risk, medium risk and high risk.

As at the end of the reporting period, the maximum exposure to credit risk arising from the receivable is represented by the carrying amounts in the statements of financial position.

Management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. The Group and the Company use ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than 90 days, which are deemed to have higher credit risk, are monitored individually.

When an account is more than 90 days past due, the credit risk is considered to have increased significantly since the initial recognition. The Group and the Company identify as a default account if it is more than 365 days past due and the customer is having significant financial difficulties (analysed by financial measures of reported losses, negative cash flows, and qualitative evaluation of the customer's characteristics). The Group and the Company classify an impaired receivable when a customer is in default, in liquidation or other financial reorganisation.

30. FINANCIAL RISK MANAGEMENT (CONTINUED)

(i) Credit risk (continued)

(a) Receivables (continued)

For each significant receivable that is credit-impaired, individual lifetime ECL is recognised using the probability of default technique. The inputs used are: (i) the percent chance of default, and (ii) the expected cash shortfalls. The lifetime ECL is measured at the probability-weighted expected cash shortfalls by reference to the Group's and the Company's past experience, current conditions and forecast of future economic benefits.

For significant receivables that are not individually credit-impaired and all other receivables, the Group and the Company use a provision matrix that categorise the different risk classes (low risk, medium risk and high risk) and the ageing profiles. The collective lifetime ECLs are measured based on the Company's past lost rate experiences, current conditions and forecast of future economic conditions. The past lost rates are adjusted upward in the measurement in worsening current conditions and forecasts of future macroeconomic conditions.

A receivable is written off only if there is no reasonable expectation of recovery. This is when an account is 365 days past due or the customer is experiencing significant financial difficulties, undertaking financial reorganisation or has gone bankrupt.

The ageing analysis of trade receivables as at the end of the reporting period was:

	Gross RM	Individual impairment RM	Net RM
31 December 2018			
Not past due	6,681,996	-	6,681,996
Past due 1 - 30 days	3,574,079	-	3,574,079
Past due 31 - 90 days	1,621,951	-	1,621,951
Past due more than 90 days	2,782,729	(1,543,672)	1,239,057
	14,660,755	(1,543,672)	13,117,083

	Gross RM	Individual impairment RM	Net RM
31 December 2017			
Not past due	8,418,157	-	8,418,157
Past due 1 - 30 days	4,705,457	-	4,705,457
Past due 31 - 90 days	2,224,056	-	2,224,056
Past due more than 90 days	2,023,878	(1,228,716)	795,162
	17,371,548	(1,228,716)	16,142,832

(b) Other receivables

Other receivables are normally with no fixed terms and therefore there is no maturity.

(c) Inter company balances

The Company provides unsecured loans and advances to subsidiaries. The Company monitors the results of the subsidiaries regularly.

As at end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

Loans and advances are only provided to subsidiaries which are wholly owned by the Company.

As at the end of the reporting period, adequate impairment loss are made on loans and advances to the subsidiaries that are not recoverable.

30. FINANCIAL RISK MANAGEMENT (CONTINUED)

(i) Credit risk (continued)

(d) Financial guarantees

The Group and the Company provide unsecured financial guarantees to the third party and banks in respect of banking facilities granted to a subsidiary.

The Group and the Company monitor on an on-going basis the results of the subsidiary and repayments made by the subsidiary.

The maximum exposure to credit risk amounts to RM10,739,135 (2017: RM12,221,538) representing the outstanding banking facilities of the subsidiary as at end of the reporting period.

(ii) Liquidity Risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as they fall due. The Group and the Company's exposure to liquidity risk arise principally from its various payables and borrowings.

The Group and the Company maintain a level of cash and cash equivalents deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

The table below summaries the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

2018	Carrying amount	Contractual interest rate/coupon	Contractual cash flows	Under 1 year	1-2 years	2-5 years
GROUP	RM	RM	RM	RM	RM	RM
Trade payables	9,385,861	-	9,385,861	9,385,861	-	-
Amount owing to a director	700	-	700	700	-	-
Other payables and accruals	12,326,069	-	12,326,069	12,326,069	-	-
Hire purchase liabilities	5,467,928	4.82%-7.88%	6,177,050	1,895,548	1,389,931	2,891,571
Bill payables	9,578,717	5.14%-9.42%	9,578,717	9,578,717	-	-
Financial guarantee* (Note 30(i)(d))	-	-	-	-	-	-
At the end of the financial year	36,759,275		37,468,397	33,186,895	1,389,931	2,891,571

2018	Carrying amount	Contractual interest rate/coupon	Contractual cash flows	Under 1 year	1-2 years	2-5 years
COMPANY	RM	RM	RM	RM	RM	RM
Other payables and accruals	375,242	-	375,242	375,242	-	-
Amount owing to a subsidiary	474,831	-	474,831	474,831	-	-
Financial guarantee* (Note 30(i)(d))	-	-	-	-	-	-
At the end of the financial year	850,073		850,073	850,073	-	-

30. FINANCIAL RISK MANAGEMENT (CONTINUED)

(ii) Liquidity Risk (continued)

The table below summaries the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments:

2017	Carrying amount	Contractual interest rate/coupon	Contractual cash flows	Under 1 year	1-2 years	2-5 years
GROUP	RM	RM	RM	RM	RM	RM
Trade payables	8,809,143	-	8,809,143	8,809,143	-	-
Other payables and accruals	8,266,004	-	8,266,004	8,266,004	-	-
Hire purchase liabilities	4,948,269	3.75%-7.99%	5,682,057	1,548,247	2,746,962	1,386,848
Bill payables	10,770,000	4.84%-5.34%	10,770,000	10,770,000	-	-
Financial guarantee* (Note 30(i)(d))	-	-	-	-	-	-
At the end of the financial year	32,793,416		33,527,204	29,393,394	2,746,962	1,386,848

2017	Carrying amount	Contractual interest rate/coupon	Contractual cash flows	Under 1 year	1-2 years	2-5 years
COMPANY	RM	RM	RM	RM	RM	RM
Other payables and accruals	294,183	-	294,183	294,183	-	-
Amount owing to a subsidiary	474,135	-	474,135	474,135	-	-
Financial guarantee* (Note 30(i)(d))	-	-	-	-	-	-
At the end of the financial year	768,318		768,318	768,318	-	-

*As at end of the reporting period, there was no indication that the subsidiary would default on repayment. The financial guarantees have not been recognised since the fair value on initial recognition was not material.

It is expected that all the liabilities will be paid at their contractual maturity. The operating activity is expected to generate sufficient cash inflows in order to meet such cash commitments.

30. FINANCIAL RISK MANAGEMENT (CONTINUED)

(iii) Market risk

(a) Currency risk

The Group is exposed to foreign currency risk on revenue and cost of goods sold that are denominated in a currency other than the functional currency of the Group. The currencies giving rise to this risk are primarily United States Dollar (USD) and Singapore Dollar (SGD). The Group does not hedge the exposures to foreign currencies. The management monitors the foreign currency exposure on an on-going basis.

Exposure to foreign currency risk

The Group's exposure to foreign currency (a currency which is other than the currency of the Group entities) risk, based on carrying amounts as at the end of the reporting period was:

	GROUP	
	Denominated in	
	USD	SGD
	RM	RM
2018		
Bank balances	66,630	268,927
Trade receivables	-	1,649,647
Trade payables	(2,360,955)	-
Other payables	(112,464)	(69,935)
Net exposure	(2,406,789)	1,848,639

	GROUP	
	Denominated in	
	USD	SGD
	RM	RM
2017		
Bank balances	82,105	434,080
Trade receivables	-	1,750,816
Other receivables	19,381	-
Trade payables	(2,237,918)	-
Other payables	(46,350)	(39,142)
Net exposure	(2,182,782)	2,145,754

[Currency risk sensitivity analysis]

30. FINANCIAL RISK MANAGEMENT (CONTINUED)

(iii) Market risk (continued)

(a) Currency risk (continued)

10% strengthening of Ringgit Malaysia (RM) against the following currencies at the end of the reporting period would have increased (decreased) post-tax profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remained constant and ignores any impact of forecasted sales and purchases.

	GROUP Profit or loss RM
2018	
USD	182,916
SGD	(140,497)
2017	
USD	165,891
SGD	(163,077)

(b) Interest rate risk

The Group's fixed and variable rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. Short term receivables and payables are not significantly exposed to interest rate risk.

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	GROUP	
	2018 RM	2017 RM
Fixed rate instruments		
Financial liabilities	5,467,928	4,948,269
Floating rate instruments		
Financial liabilities	9,578,717	10,770,000

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss

Fair value sensitivity for variable rate instruments

A sensitivity analysis has been performed based on the outstanding floating rate bank borrowings of the Group as at 31 December 2018. If interest rates were to increase or decrease by 50 basis points with all other variables held constant, the Company's profit before taxation would decrease or increase by RM47,893 (2017: RM53,850).

31. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of the financial assets and financial liabilities as reflected in the Statements of Financial Position approximate to their fair values due to the relatively short term maturity of the financial instruments.

The carrying amounts of borrowings are reasonable approximation of fair values due to the insignificant impact of discounting.

32. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The directors monitor and determine to maintain an optimal debt-to-equity ratio.

During 2018, the Group's strategy, which was unchanged from 2017, was to maintain the debt-to-equity ratio at the lower end range within 0.2 to 1.00. The debt-to-equity ratios as at 31 December 2018 and 31 December 2017 were as follows:

	GROUP	
	2018 RM	2017 RM
Total hire purchase liabilities (Note 17)	5,467,928	4,948,269
Total bills payable (Note 22)	9,578,717	10,770,000
Less: Cash and bank balances	(1,608,197)	(1,112,999)
Net debt	13,438,448	14,605,270
Total equity	43,209,317	29,719,163
Debt-to-equity ratio	0.311	0.491

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

Under the requirement of Bursa Malaysia Practice Note No. 17/2005, the Company is required to maintain a consolidated shareholders' equity equal to or not less than 25 percent of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less RM40 million. The Company has complied with this requirement.

33. OPERATING LEASE ARRANGEMENTS

The Group as lessee

The Group leases warehouse, hostels for employees and office premises under cancellable and non-cancellable operating leases for its operations. These leases have an average tenure of 1 to 3 years. None of the leases includes contingent rentals.

The future minimum lease payments under non-cancellable operating leases are as follows:

	GROUP	
	2018 RM	2017 RM
Not later than one year	379,900	331,200
Later than one year and not later than five years	269,600	432,300
	649,500	763,500

34. CAPITAL COMMITMENTS

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Contracted but not provided for:				
Acquisition of property, plant and equipment	444,670	747,895	-	-

35. CONTINGENT LIABILITIES

(a) A corporate guarantee of RM1,965,360 and RM12,288,350 (2017: RM1,965,360 and RM12,500,000) have been given by the Company to secure the hire purchase liabilities, and bill payable of a subsidiary as disclosed in Note 17 and Note 22 respectively.

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Unsecured corporate guarantees given to banks for credit facilities granted to a subsidiary	-	-	14,253,710	14,465,360
Unsecured bank guarantee given to third party for supply of utilities to a subsidiary	973,000	1,600,000	-	-

(b) The Group issued a sealed Writ and Statement of Claim on 7 November 2018 to claim against one of its customers to recover long overdue principal amount of RM708,989 together with interests as at 31.12.2018.

However, the customer filed a counter-claim on 31 December 2018 for quality of goods delivered and relevant damages suffered.

The quantum of claim and counter-claim are subject to dispute and are to be determined by the court upon examination of witnesses and evidences led through trail. The outcome of the claims between the Group and the customer is uncertain.

36. RELATED PARTY DISCLOSURES

For the purposes of these financial statements, parties are considered to be related to the Group and the Company if the Group or the Company has the ability, directly or indirectly, to 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 or common significant influence. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the directors of the Group and the Company, and certain members of senior management of the Group and the Company.

(a) The Company has controlling related party relationship with its subsidiaries.

36. RELATED PARTY DISCLOSURES(CONTINUED)

(b) In addition to information disclosed elsewhere in the financial statements, the Group has the following significant transactions with related parties during the financial year are as follows:

	GROUP		COMPANY	
	2018	2017	2018	2017
	RM	RM	RM	RM
Management fees charged to a subsidiary	-	-	1,800,000	1,800,000
Advances from companies in which a director has interests	6,440,000	500,000	-	-

Significant related party balances related to the above transactions are disclosed in Note 12 and 21.

(c) Compensation of key management personnel

The key management personnel are the directors of the Company. The remuneration of directors of the Company during the financial year comprises:

	GROUP/COMPANY	
	2018	2017
	RM	RM
Fees	165,667	163,333
Other emoluments	487,937	586,666
EPF and SOCSO contribution	76,498	89,509
Total compensation	730,102	839,508

37. OTHER INFORMATION

(a) The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad.

(b) The registered office of the Company is located at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P Ramlee, 50250 Kuala Lumpur.

(c) The principal place of business of the Company is located at Lot 1476, Nilai Industrial Estate, 71800 Nilai, Negeri Sembilan Darul Khusus.

(d) The financial statements are presented in Ringgit Malaysia, which is also the Group's and the Company's functional currency.

38. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were authorised for issue in accordance with a resolution by the Board of Directors on 26 March 2019.

STATEMENT BY DIRECTORS

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

We, the undersigned, being two of the directors of **RALCO CORPORATION BERHAD (333101-V)**, do hereby state that, in the opinion of the directors, the financial statements set out on pages 42 to 92 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 state of affairs of the Group and of the Company as at 31 December 2018 and of the financial results and the cash flows of the Group and of the Company for the financial year ended on that date.

Signed on behalf of the Board of Directors in accordance with a resolution of the directors:

TAN HENG TA
Director

LAW DOUNG CHIN
Director

26 March 2019

STATUTORY DECLARATION

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

I, **HOE CHAUN WEE (MIA NO.21307)** , being the officer primarily responsible for the financial management of **RALCO CORPORATION BERHAD (333101-V)** do solemnly and sincerely declare that the financial statements set out on pages 42 to 92 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

HOE CHAUN WEE (MIA NO.21307)

Subscribed and solemnly declared
by the abovenamed at Kuala Lumpur
in the Federal Territory on 26 March 2019

Before me

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF RALCO CORPORATION BERHAD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Ralco Corporation Berhad, which comprise the statements of financial position as at 31 December 2018 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 42 to 92.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2018, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

We are independent of the Group and of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By- Laws") and the International Ethics Standards Board for Accountants' 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.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF RALCO CORPORATION BERHAD

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.

Key audit matters – Inventories (note 8)	How our audit addressed the key audit matters
Inventories are significant balance and the group's main raw material, resin, a key component of finished goods inventories valuation, is subject to price volatility. The key drivers behind the price volatility are: (a) adverse fluctuation in world crude oil price which indirectly affects the price of resin; and (b) depreciation of local currency, Ringgit Malaysia against foreign currencies in recent years has driven the resin price upward in the local market. Due to stiff competition in plastic industry, the group may face challenges in adjusting the selling price of plastic products under competitive market forces especially where fluctuation in resin price is showing upward trend. This can lead to potential issue over the recoverability of inventory balances of the Group may be affected when the adjustment in selling price is not reflective of the adverse fluctuation in resin price.	In this area, our audit procedures were performed as follows:- (a) compared the trend of resin price against world crude oil price during the year to understand the co-relationship between them; (b) understood the selling price setting policy of the Group; (c) agreed the cost of resin purchased on sampling basis to the relevant supporting documentation; (d) reviewed the standard costing and performed a reasonableness test on cost absorption to ascertain the accuracy of inventory valuation; and (e) performed net realisable value test to ascertain whether finished goods are stated at lower of cost or net realisable value.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF RALCO CORPORATION BERHAD (continued)

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 Directors' Report and Statement on Risk Management and Internal Control, which we obtained prior to the date of this auditors' report, and other sections included in the annual report, which are expected to be made available to us after that date. Other information does not include the financial statements of the Group and of the Company and our auditors' report thereon.

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF RALCO CORPORATION BERHAD (continued)

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 or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF RALCO CORPORATION BERHAD (continued)

Auditors' Responsibilities for the Audit of the Financial Statements (continued)

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law 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.

Other Matters

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

RSM Malaysia
AF: 0768
Chartered Accountants

Yeoh Kian Teck
03322/08/2019 J
Chartered Accountant

Kuala Lumpur

26 March 2019

LIST OF GROUP'S
PROPERTIES
As at Year 2018

Location	Type (Existing Use)	Tenure (Expiring Date)	Land Area (Built-up Area)	Net Book Value (RM)	Approximate Age of property (No. of Years)	Date of Last Revaluation / Acquisition
Lot 1476 Kawasan Perusahaan Nilai, 71800 Nilai, Negeri Sembilan	Land and building (Factory)	Leasehold (20/08/2089)	18,257 sq. meters (10,660 sq. meters)	25,000,000	27	28/9/2018
Lot 1478 Kawasan Perusahaan Nilai, 71800 Nilai, Negeri Sembilan	Land and building (Factory)	Leasehold (31/07/2089)	5,168 sq meters (2,660 sq meters)	6,500,000	22	28/9/2018
PT 5001, 5536, 5490, 5491, 5535 Mukim Labu, 71800 Nilai, Negeri Sembilan	Land and Building 5 one-storey Terrace House (Workers Hostel)	Freehold	835.1 sq meters	1,240,000	24	28/9/2018
No. 7, Jalan Bistari 2, Taman Industri Jaya, 81300 Skudai, Johor Bahru, Johor	Land and building (Factory)	Leasehold (03/09/2911)	4,047 sq meters (1,152 sq meters)	6,500,000	15	28/9/2018
No. 32, 38, 40, Jalan Bistari 2, Taman Industri Jaya, 81300 Skudai, Johor	1 1/2 storey Terrace Workshop	Leasehold (03/09/2911)	557 sq meters	2,100,000	7	28/9/2018

SHARE CAPITAL

Class of shares	:	Ordinary Shares
Issued Share Capital	:	46,179,100 ordinary shares
Voting rights	:	One (1) vote per Ordinary Share
Number of shareholders	:	930

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of shareholders	% of shareholders	No. of shares held	% of issued and paid-up capital
Less than 100	26	2.80	883	0.00
100 – 1,000	60	6.45	35,740	0.08
1,001 – 10,000	704	75.70	2,030,512	4.40
10,001 – 100,000	98	10.54	2,791,220	6.04
100,001 – less than 5% of issued shares	40	4.30	28,505,445	61.73
5% and above issued shares	2	0.21	12,815,300	27.75
Total	930	100.00	46,179,100	100.00

LIST OF SUBSTANTIAL SHAREHOLDERS AS PER THE REGISTER OF SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS:

Name of Shareholder	Direct No. of Shares	%	Indirect No. of Shares	%
1. Tan Heng Ta	8,736,800	18.92	-	-
2. Datin Goh Phaik Lynn	5,078,500	11.00	-	-

LIST OF DIRECTORS' SHAREHOLDINGS AS PER THE REGISTER OF DIRECTORS' SHAREHOLDINGS:

Name of Director	Direct No. of Shares	%	Indirect No. of Shares	%
1. Tan Heng Ta	8,736,800	18.92	-	-

Save as disclosed above, none of the other Directors of the Company has any interest, direct or indirect, in shares of the Company and of its related corporation.

By virtue of Tan Heng Ta's interest in the shares of the Company, he is also deemed to be interested in the shares of all subsidiaries to the extent the Company has an interest.

LIST OF 30 LARGEST SHAREHOLDERS

As at 29 March 2019

No.	Name of Registered Shareholders	Shareholdings	%
1.	HLB Nominees (Tempatan) Sdn. Bhd. *(pledged securities account for Tan Heng Ta)(SIN91274-2)*	7,736,800	16.75
2.	Datin Goh Phaik Lynn	5,078,500	11.00
3.	Ong Aun Kung	2,070,000	4.48
4.	Bong Yam Keng	2,050,800	4.44
5.	Er Kim Lan	2,036,900	4.41
6.	RHB Nominees (Tempatan) Sdn. Bhd. (*pledged securities account for Leong Kok Wah)*	2,000,000	4.33
7.	Lee Thiam Lai	1,999,000	4.33
8.	Lew Shoong Kai	1,860,965	4.03
9.	Leong Fee Foon	1,815,000	3.93
10.	RHB Capital Nominees (Tempatan) Sdn. Bhd. (*Sim Keng Chor*)	1,679,240	3.64
11.	Duclos Sdn. Bhd.	1,636,800	3.54
12.	Teng Li Ling	1,200,000	2.60
13.	Loke Mei Sang	1,097,300	2.38
14.	Tan Heng Ta	1,000,000	2.17
15.	Kenanga Nominees (Asing) Sdn. Bhd. *(RHB Securities Singapore Pte. Ltd. for International Scientific (Private) Limited (5U-35388))*	964,945	2.09
16.	Chia May Fong	712,800	1.54
17.	Goh How Kiat	657,895	1.42
18.	Affin Hwang Nominees (Tempatan) Sdn. Bhd. (*pledged securities account for Wong Swee Yee)*(M09)	570,700	1.24
19.	RHB Nominees (Tempatan) Sdn. Bhd. (*pledged Securities account for Pau Chiong Ung)*	506,000	1.10
20.	Chau Jee Choong	467,500	1.01
21.	Er Kim Heng	444,700	0.96
22.	Yew Vui Heung	310,700	0.67
23.	Ching Gek Lee	300,000	0.65
24.	Gek Lee Enterprise Sdn. Bhd.	300,000	0.65
25.	Tan Siew Ling	275,100	0.60
26.	Syarikat Rimba Timur (RT) Sdn. Bhd.	275,000	0.60
27.	RHB Nominees (Tempatan) Sdn. Bhd. (*pledged securities account for Loh Tung Sing)*	209,500	0.45
28.	Tan Siew Lan	199,500	0.43
29.	Chai Fooi Heong	195,100	0.42
30.	Kenanga Nominees (Tempatan) Sdn. Bhd. (*pledged securities account for Wong Siong Seh)*	187,000	0.40

ANALYSIS OF
WARRANT HOLDINGS
As at 29 March 2019

Number of Warrants	:	20,340,955 ten (10) years Warrants 2009/2019
Maturity Date	:	15 December 2019
Exercise Price	:	RM1.00 per Warrant
Exercise Rights	:	Each Warrant entitles the holder to subscribe for One (1) Ordinary Share in the Company
Voting Rights	:	Nil

DISTRIBUTION OF WARRANTS

Size of Warrants	No. of Warrant Holders	%	No. of Warrants held	% of issued capital
Less than 100	55	13.35	2,238	0.01
100 – 1,000	77	18.69	55,279	0.27
1,001 – 10,000	147	35.68	574,822	2.83
10,001 – 100,000	86	20.87	3,480,178	17.11
100,001 – less than 5% of exercised warrants	44	10.68	10,776,438	52.98
5% of exercised warrants and above	3	0.73	5,452,000	26.80
Total	412	100.00	20,340,955	100.00

LIST OF DIRECTORS' WARRANT HOLDINGS AS PER THE REGISTER OF DIRECTORS' WARRANT HOLDINGS

Name of Director	Direct	%	Indirect	%
Tan Heng Ta	1,761,500	8.66	-	-

Save as disclosed above, none of the other Directors of the Company has any interest, direct or indirect, in warrants of the Company and of its related corporation.

LIST OF 30 LARGEST WARRANTS HOLDERS
As at 29 March 2019

No.	Name Of Registered Holders	Warrants Holdings	%
1.	Datin Goh Phaik Lynn	2,106,800	10.36
2	Tan Heng Ta	1,761,500	8.66
3.	Lim Kwee Seng	1,583,700	7.79
4.	Lim Hock Chai	828,000	4.07
5.	Chan Thye Thian	700,000	3.44
6.	RHB Nominees (Tempatan) Sdn. Bhd. (*pledged securities account for Aw Khoon Lee)*	564,140	2.77
7.	TA Nominees (Tempatan) Sdn. Bhd. (*pledged securities account for Lau Yen Chang)*	500,000	2.46
8.	Kenanga Nominees (Asing) Sdn. Bhd. *(RHB Securities Singapore Pte. Ltd. for International Scientific (Private) Limited (5U-35388)*	385,978	1.90
9.	Er Yow Tong	367,500	1.81
10.	Er Kim Lan	335,000	1.65
11.	Ooi Kee Bee	330,300	1.62
12.	Sui Diong Hoe	321,343	1.58
13.	Wong Kie Yung	313,600	1.54
14.	Tan Thong How	289,400	1.42
15.	Maybank Nominees (Tempatan) Sdn. Bhd. (*Ang Chin Han)*	280,000	1.38
16.	HLIB Nominees (Tempatan) Sdn. Bhd. (*pledged securities account for Boon Kim Yu)(CCTS)*	279,960	1.38
17.	Ter Ban @ Tuh Hong Soon	260,200	1.28
18.	Wong Ah Yong	260,000	1.28
19.	Tong Jee Moi	256,900	1.26
20.	CIMSEC Nominees (Tempatan) Sdn. Bhd. (*CIMB Bank for Wong Ah Yong)(MY1278)*	250,000	1.23
21.	Inter-Pacific Equity Nominees (Tempatan) Sdn. Bhd. (*pledged securities account for Liang Tek Ling)*	220,760	1.09
22.	Low Saw Sian	218,500	1.07
23.	Goh Yoke Choo	201,100	0.99
24.	Ambank (M) Berhad *(pledged securities account for Wong Ah Yong (SMART))*	200,000	0.98
25.	Chon Kee Kuan	200,000	0.98
26.	Citigroup Nominees (Tempatan) Sdn. Bhd. *(pledged securities account for Wong Ah Yong (470281))*	200,000	0.98
27.	Ling Lee Wee	199,900	0.98
28.	Hoo Lay See	195,877	0.96
29.	Vidhiya A/P Ravindran	186,000	0.91
30.	Ngo Tek Phang	183,696	0.90

RALCO CORPORATION BERHAD (Company No. 333101-V)

FORM OF PROXY

I/We, ____ NRIC No./Passport No./Company No. ____________________

of ____

being a member/members of Ralco Corporation Berhad hereby appoint ____

NRIC No./Passport No. __________________________ of ____

*and/or failing him/her ____________________________________ NRIC No./Passport No. __________________________

of ____

or failing him/her, *the Chairman of the Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the 24th Annual General Meeting of the Company to be held at the Tioman Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 13th day of June 2019 at 10.00 a.m. or at any adjournment thereof.

My/our proxy shall vote as follows:-

Item	Agenda	Resolution	For	Against
1.	To approve the payment of Directors' fees amounting to RM161,903.00 for the financial year ended 31 December 2018.	Resolution 1		
2.	To approve the Directors' remuneration (excluding Directors' fee) payable to the Non-Executive Directors of the Company and its subsidiaries amounting to RM27,730 for the financial period from 1 July 2019 until 30 June 2020.	Resolution 2		
3.	To re-elect Tan Heng Ta, who retires by rotation pursuant to Article 64 of the Company's Constitution.	Resolution 3		
4.	To re-elect Mr Law Doung Chin, who retires by rotation pursuant to Article 64 of the Company's Constitution.	Resolution 4		
5.	To re-appoint Messrs. RSM Malaysia as the Auditors of the Company	Resolution 5		
Special Business				
6.	To approve the authority to issue and allot shares	Resolution 6		
7.	To approve the continuing in Office as an Independent Non-Executive Director – Datuk Lim Si Cheng	Resolution 7		
8.	Proposed Adoption of New Constitution of the Company	Resolution 8		

(Please indicate with an "X" in the appropriate space how you wish your vote to be cast on the resolutions specified in the notice of meeting. If you do not do so, the proxy/proxies will vote or abstain from voting as he/they may think fit.)

The proportion of *my/our shareholding to be represented by my/our proxy/proxies is as follows:

First named proxy	%
Second named proxy	%
	100%

In case of a vote taken by show of hands, the first named proxy shall vote on my/our behalf.
*Delete whichever is not applicable.

Dated this ………….. day of ……………………. 2019

CDS Account No.	
No. of shares held	
Telephone No.	

____
Signature of Shareholder/Common Seal

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on his behalf. A proxy may but need not be a member of the Company.
2. The instrument appointing the proxy shall be in writing under the hand of the appoint or or his attorney duly authorised in writing, or if the appoint or is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The instrument appointing the proxy must be deposited at the Share Registrar's office, System & Securities Sdn. Bhd. at Plaza 138, Suite 18.03, 18th Floor, 138 Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
5. 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.
6. Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the Annual General Meeting is 7 June 2019.

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Stamp

The Share Registrar
RALCO CORPORATION BERHAD (333101-V)
System & Securities Sdn. Bhd.
Plaza 138, Suite 18.03
18th Floor, 138 Jalan Ampang
50450 Kuala Lumpur

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www.ralco.net

RALCO CORPORATION BERHAD

(Company No. 333101-V)