



ANNUAL REPORT 2020

**MESTRON
HOLDINGS BERHAD**

Registration No. 201801018716 (1280732-K)

Delivering **Value**
Through
Transformation

CONTENTS

Corporate Information	2
Corporate Structure	3
Directors' Profile	6
Key Senior Management's Profile	12
Financial Highlights	17
Chairman's Statement	18
Management Discussion and Analysis	20
Sustainability Statement	25
Corporate Governance Overview Statement	38
Audit and Risk Management Committee Report	56
Statement on Risk Management and Internal Control	59
Statement of Directors' Responsibility	63
Other Disclosure Requirements	64
Financial Statements	67
List of Properties	130
Statistics of Shareholdings	131
Notice of Annual General Meeting	133
Proxy Form	

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tajul Arifin Bin Mohd Tahir	Independent Non-Executive Chairman
Por Teong Eng	Managing Director
Loon Chin Seng	Executive Director
Leong Peng Phooi	Independent Non-Executive Director
Datuk Ir. Mohd Dom Bin Ahmad	Independent Non-Executive Director
Ng Kim Cheong	Independent Non-Executive Director

AUDIT AND RISK MANAGEMENT COMMITTEE

Ng Kim Cheong
Chairman
Tajul Arifin Bin Mohd Tahir
Member
Leong Peng Phooi
Member
Datuk Ir. Mohd Dom Bin Ahmad
Member

REMUNERATION COMMITTEE

Tajul Arifin Bin Mohd Tahir
Chairman
Leong Peng Phooi
Member
Datuk Ir. Mohd Dom Bin Ahmad
Member
Ng Kim Cheong
Member

NOMINATION COMMITTEE

Tajul Arifin Bin Mohd Tahir
Chairman
Leong Peng Phooi
Member
Datuk Ir. Mohd Dom Bin Ahmad
Member
Ng Kim Cheong
Member

COMPANY SECRETARIES

Tan Tong Lang
(MAICSA 7045482)
(SSM PC No. 201908002253)
Vimalraj A/L Shanmugam
(MAICSA 7068140)
(SSM PC no. 202008000925)

REGISTERED OFFICE

Level 5, Block B, Dataran PHB,
Saujana Resort, Section U2,
40150 Shah Alam, Selangor.
Tel no : +603 7890 0638
Fax no : +603 7890 1032

HEAD OFFICE/PRINCIPAL PLACE OF BUSINESS

PT 50102, Jalan MU 1/9
Seksyen 10
Taman Perindustrian Meranti
Utama
47120 Puchong
Selangor Darul Ehsan
Tel no : +603-8069 1815
Fax no : +603-8069 1805

AUDITORS

Grant Thornton Malaysia
PLT (20190600382 & AF 0737)
Level 11, Sheraton Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel no : +603-2692 4022
Fax no : +603-2691 5229

SPONSOR

M&A Securities Sdn Bhd
Level 11, No. 45 & 47,
The Boulevard
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel No : +603-2284 2911
Fax No : +603-2284 2718

PRINCIPAL BANKERS

Public Bank Berhad
Hong Leong Bank Berhad

SHARE REGISTRAR

Tricor Investor & Issuing House
Services Sdn Bhd
Unit 32-01, Level 32
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Tel no : +603-2783 9299
Fax no : +603-2783 9222

Customer Service Centre:
Unit G-3, Ground Floor,
Vertical Podium
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur, Malaysia

STOCK EXCHANGE LISTING

Ace Market of Bursa Malaysia
Securities Berhad

Ordinary Shares

Stock Name : MESTRON
Stock Code : 0207

CORPORATE WEBSITE

www.mestron.com.my

INVESTOR RELATIONS

Email : investors@mestron.com.my
Tel no : +603-8069 1815
Fax no : +603-8069 1805

CORPORATE STRUCTURE



BOARD OF DIRECTORS

Ng Kim Cheong

(Independent Non-Executive Director)



Por Teong Eng

(Managing Director)

Tajul Arifin bin Mohd Tahir

(Independent Non-Executive Chairman)



Datuk Ir. Mohd Dom Bin Ahmad
(Independent Non-Executive Director)

Leong Peng Phooi
(Independent Non-Executive Director)

Loon Chin Seng
(Executive Director)



DIRECTORS' PROFILE

TAJUL ARIFIN BIN MOHD TAHIR

Independent Non-Executive Chairman

Chairman of Nomination Committee and Remuneration Committee

Member of Audit and Risk Management Committee

54 years of age, Male, Malaysian

Tajul Arifin bin Mohd Tahir, aged 54, is our Independent Non-Executive Chairman. He was appointed to the Board on 15 October 2018, and is the Chairman of our Remuneration Committee and Nomination Committee. He is also a member of our Audit and Risk Management Committee.

He graduated with a Bachelor of Science in Business Administration from Saint Louis University, St Louis, Missouri, United States of America ("USA") in 1989. Upon his graduation, he was involved in a number of part time and freelance jobs in the hospitality as well as the food and beverage industry in USA during the period from 1989 to 1991. He returned to Malaysia and began his career in 1991 when he joined MIDF Consultancy and Corporate Services Sdn Bhd (now known as Tricor Investor & Issuing House Services Sdn Bhd) as a Public Issue Officer where he was responsible for running daily operational activities such as liaising between clients, advisors and authorities as well as offering exercises.

In 1996, he was promoted to Assistant Manager and subsequently to Manager in 2002, where his role was extended to supervising a team of public issue officers. In 2008, he was promoted to Associate Director, where he was responsible for maintaining and expanding network with the stakeholders in the initial public offering market as well as review and introduce value added services to the company's client. He left Tricor Investor & Issuing House Services Sdn Bhd as Associate Director in 2016 to provide freelance consulting work. In March 2018, he co-founded 5 Pillars Ventures Sdn Bhd, a venture capital management company licensed and registered by the Securities Commission Malaysia to undertake venture capital activities in Malaysia.

Presently, he serves as the Independent Non-Executive Director of Mobilia Holdings Berhad and holds directorships in several private limited companies.

His interest in the securities of the Company is disclosed in the Annual Report. He has no family relationship with any Director and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

He has attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2020.

DIRECTORS' PROFILE

(cont'd)

POR TEONG ENG

Managing Director

48 years of age, Male, Malaysian

Por Teong Eng, aged 48, is our Managing Director. He was appointed to the Board on 15 October 2018. He is primarily responsible for the overall strategy and corporate direction of our Group. He is also responsible for overseeing the manufacturing and procurement operations of our Group.

He has 19 years of working experience in the steel pole industry in Malaysia with in-depth knowledge on steel pole manufacturing.

He graduated with a Bachelor of Mechanical Engineering from University Teknologi Malaysia in 1997. Upon his graduation in 1997, he started his career with Global Engineering Center Sdn Bhd as a Design Engineer where he was involved in the design and development of various industrial products.

In 2000, he left Global Engineering Center Sdn Bhd and joined Galvapole Industries Sdn Bhd as a Production Engineer, where he was responsible for the overall planning on the manufacturing operation of steel poles, design of steel poles' structure as well as supervising production workers.

In 2002, he left Galvapole Industries Sdn Bhd and founded Mestron Engineering Sdn Bhd in the same year. He was instrumental to the formation and growth of our Group's business. Together with our Executive Director, Loon Chin Seng, they developed our Group from a small scale light pole manufacturer to a supplier of steel poles for various high-profile construction projects such as East Klang Valley Expressway project, Coastal Highway Southern Link project, LRT Ampang line extension project, Sungai Buloh - Kajang MRT line project and Bukit Jalil National Sport Complex refurbishment project.

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

His interest in the securities of the Company is disclosed in the Annual Report. He has no family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

He has attended five out of six (5/6) Board of Directors' Meetings held for the financial year ended 31 December 2020.

DIRECTORS' PROFILE

(cont'd)

LOON CHIN SENG

Executive Director

45 years of age, Male, Malaysian

Loon Chin Seng, aged 45, is our Executive Director. He was appointed to the Board on 15 October 2018. He is primarily responsible for managing and implementing our Group's business development plans and strategies, as well as overseeing the sales, marketing and administrative functions of our Group.

He has 20 years of working experience in the steel pole industry with in-depth knowledge on the sales and marketing of steel poles and outdoor lighting products.

He graduated with a Diploma in Business Administration in 1995 and an Advanced Diploma in Business Administration in 1996 from Stamford College Malaysia, under a programme accredited by The Association of Business Executives, United Kingdom. He subsequently furthered his studies on a part-time basis and obtained a Master of Business Administration from Heriot-Watt University, United Kingdom in 1999.

In 1997, he started his career as Credit and Marketing Officer in UOL Factoring Sdn Bhd, where he was responsible for conducting customer credit assessment as well as the sales and marketing activities of financial services such as factoring and trade financing.

In 1999, he left UOL Factoring Sdn Bhd and joined Galvapole Industries Sdn Bhd as Administrative and Marketing Executive where he was primarily involved in customer credit evaluation and the sales and marketing of steel poles manufactured by the company. He was subsequently promoted to Assistant Sales Manager in 2005 where he was responsible for leading and overseeing the sales and marketing team as well as liaise with overseas customers for the sales of steel poles.

In 2006 he left Galvapole Industries Sdn Bhd and joined Mestron Engineering Sdn Bhd in the same year assuming his role as the Executive Director. He was instrumental to the expansion of our Group's business to international markets such as Singapore and Australia. Together with our Managing Director, Por Teong Eng, they developed our Group from a small-scale light pole manufacturer to a supplier of steel poles for various high-profile construction projects such as East Klang Valley Expressway project, Coastal Highway Southern Link project LRT Ampang line extension project Sungai Buloh - Kajang MRT line project and Bukit Jalil National Sport Complex refurbishment project.

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

His interest in the securities of the Company is disclosed in the Annual Report. He has no family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

He has attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2020.

DIRECTORS' PROFILE

(cont'd)

LEONG PENG PHOOI

Independent Non-Executive Director

Member of Audit and Risk Management Committee, Nomination Committee and Remuneration Committee

64 years of age, Male, Malaysian

Leong Peng Phooi, aged 64, is our Independent Non-Executive Director. He was appointed to the Board on 15 October 2018 and is also a member of our Audit and Risk Management Committee, Remuneration Committee and Nomination Committee.

He completed his Malaysian Certificate of Education (equivalent to Sijil Pelajaran Malaysia/ Form 5) at St. Xavier's Institution in Penang in 1974. Upon completing his secondary education, he took on several part time and freelance jobs before joining General Instrument (M) Sdn Bhd in 1981 as a Maintenance Technician where he was involved in the maintenance and trouble-shooting of machineries used in the manufacturing of semiconductor.

In 1983, he left the firm and joined ESAB (M) Sdn Bhd in the same year as a Technician, where he was involved in the maintenance, functional checks and repair of welding and cutting equipment. Subsequently in 1987, he was promoted to the position of Sales and Marketing Manager, where he was responsible for managing the sales and marketing team and overseeing the sales and marketing activities of the company. In 1994 he left ESAB (M) Sdn Bhd and joined Galvapole Industries Sdn Bhd in the same year as Sales and Marketing Manager. During his tenure in Galvapole Industries Sdn Bhd, he was responsible for planning, improving and implementing the sales and marketing policies of the company as well as managing and monitoring the performance of the sales and marketing team.

In 2007, he resigned from Galvapole Industries Sdn Bhd to take a sabbatical from work to attend to his family matters. In 2010 he joined Alpine Pipe Manufacturing Sdn Bhd, a manufacturer of steel materials such as steel sections (i.e. steel materials in various size and shape used for steel fabrication) and steel pipes, as an Export Manager, where he was responsible for planning and coordinating the international sales of steel pipes and related accessories. In 2011, he retired from his career due to his decision to spend more time with his family members.

In 2014, he decided to re-enter the workforce and rejoined Alpine Pipe Manufacturing Sdn Bhd, as Research and Development Manager, where he was responsible for overseeing the development of new products, as well as overseeing the sales and marketing functions of the company. He currently still holds the position of Research and Development Manager at Alpine Pipe Manufacturing Sdn Bhd. Alpine Pipe Manufacturing Sdn Bhd does not manufacture steel poles and as such is not in competition with our Group. Hence, his involvement in Alpine Manufacturing Sdn Bhd does not result in a conflict of interest situation with our Group.

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

His interest in the securities of the Company is disclosed in the Annual Report. He does not have family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

He has attended all six (6) Board of Directors' Meetings held during the financial year ended 31 December 2020.

DIRECTORS' PROFILE

(cont'd)

DATUK IR. MOHD DOM BIN AHMAD

Independent Non-Executive Director

Member of Audit and Risk Management Committee, Nomination Committee and Remuneration Committee

58 years of age, Male, Malaysian

Datuk Ir. Mohd Dom Bin Ahmad, aged 58, is our Independent Non-Executive Director. He was appointed to the Board on 17 November 2020 and is also a member of our Audit and Risk Management Committee, Remuneration Committee and Nomination Committee.

He obtained his Degree in Bachelor in Engineering (Civil) with Hons from University of Technology Malaysia in 1986, he is currently a member of the Institute of Engineers Malaysia (IEM) and also a registered professional engineer with the Board of Engineer Malaysia (BEM). He started his career with Pernas Engineering Sdn Bhd as a Civil Engineer. He left Pernas Engineering Sdn Bhd in 1989 and joined HSS Integrated Sdn Bhd in 1990 as a Civil Engineer and was later promoted to Assistant Resident Engineer.

He left HSS Integrated Sdn Bhd in 1993 and joined MTD Group in 1994 as a Project Manager and worked his way up within the group and got promoted to the Chief Operating Officer ("COO") of Alloy Group and holding directorships in multiple private companies within the group. During his tenure with MTD and Alloy Group, he was overseeing multiple transmission line, building, housing, roadworks, bridges and highway projects.

He was also in charge of the operation and maintenance of tolled highways in Malaysia and Philippines. He left his position as the COO in 2011 and was redesignated as the Technical Advisor of Alloy and MTD Group and eventually retired from Alloit and MTD Group in 2016.

Datuk Ir. Mohd Dom Bin Ahmad has founded his own construction company MDA Builders Sdn Bhd since 2017 and is acting as their Managing Director currently.

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

His interest in the securities of the Company is disclosed in the Annual Report. He does not have family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

Upon his appointment, he has attended one (1) out of one (1) Board of Directors' Meeting held during the financial year ended 31 December 2020.

DIRECTORS' PROFILE

(cont'd)

NG KIM CHEONG

Independent Non-Executive Director

Chairman of Audit and Risk Management Committee

Member of Nomination Committee and Remuneration Committee

52 years of age, Male, Malaysian

Ng Kim Cheong, aged 52, is our Independent Non-Executive Director. He was appointed to the Board on 12 March 2021. He is Chairman of our Audit and Risk Management Committee, and member of Remuneration Committee and Nomination Committee.

He obtained his professional qualification from the Association of Chartered Certified Accountants (United Kingdom) in 2001. He is currently a member of the Malaysian Institute of Accountants (MIA) and the Chartered Tax Institute of Malaysia (CTIM).

Prior to setting up his own public practice in 2001, he spends seven years with an international affiliated audit firm where he gained valuable experience in the area of auditing, financial reporting, taxation, company secretarial and accounting. He gained extensive exposure to listed entities while doing auditing from 1994 to 2001.

In 2001, he started his practice by providing management services to the business community. He obtained his audit and tax license in 2003 and immediately started his full fledge audit firm by providing auditing and taxation services to his Corporate clients.

In order to provide a wider spectrum of services to his Corporate clients, he rebranded his Chartered Accountants firm as KCSM in 2005. He expanded his business network by acquiring another two established audit firms of more than 30 years in 2015 and 2018 respectively.

He is currently the Group Managing Partner of KCSM Group of Audit Firms, which consist of KCSM, KCSM KUAN PLT and HALIM & LEE. He also holds directorship in several private limited companies. He has more than 26 years of experience in auditing, financial reporting, taxation, company secretarial, accounting, due diligence, share valuation, liquidation and tax investigation. He is also a regular speaker for seminars in the area of taxation and GST.

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

His interest in the securities of the Company is disclosed in the Annual Report. He does not have family relationship with any other Director and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

KEY SENIOR MANAGEMENT'S PROFILE

Por Teong Eng
Managing Director



Loon Chin Seng
Executive Director



Lai Jian Hong
Chief Financial Officer



Lee Chun Heng
Head of Sales & Marketing



Tan Hock Choon
Production Manager



Neo Yeung Tat
Technical Manager



KEY SENIOR MANAGEMENT'S PROFILE (cont'd)

Por Teong Eng
Managing Director

Loon Chin Seng
Executive Director

The profiles of Por Teong Eng and Loon Chin Seng are shown under Directors' Profile on pages 7 and 8 respectively of this annual report.

Lee Chun Heng
Head of Sales and Marketing
47 years of age, Male, Malaysian

Lee Chun Heng, aged 47, joined our Group in 2009. He is our Head of Sales and Marketing and is responsible for the overall sales and marketing activities of our Group.

He obtained his Certificate of Business Studies from Stamford College Malaysia in 1996. Upon graduation in 1996, he started his career with Resorts World Berhad (now known as Genting Malaysia Berhad), a leisure and hospitality company, as Marketing Assistant and subsequently promoted to Marketing Manager. During his tenure, he was responsible for the advertising and marketing activities of the company.

In 2002, he left Genting Malaysia Berhad and joined his family used car dealer business, Syarikat Perniagaan Meng Tuck, as Sales and Marketing Manager where he was responsible in managing the sales and marketing operation of the company. In 2005, he left his family business and joined Signage Universe Sdn Bhd, an advertising and events company, as Sales and Marketing Manager. In 2008, he left the firm and joined M Stage Asia Sdn Bhd, an event management company, as Marketing Manager. During his tenure, he was involved in planning and organising events and road shows for multinational companies.

In 2009, he left M Stage Asia Sdn Bhd and joined our Group as our Sales and Marketing Manager. Subsequently in 2015, he was promoted to his current roles as the Head of Sales and Marketing. He has over 22 years of experience in sales and marketing.

Presently, he does not hold any directorship in any other public listed companies and listed issuer. He has no family relationship with any Directors and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

KEY SENIOR MANAGEMENT'S PROFILE (cont'd)

Tan Hock Choon

Production Manager

41 years of age, Male, Malaysian

Tan Hock Choon, aged 41, joined our Group in 2017 as Production Manager and is responsible for overseeing our manufacturing activities.

He graduated with a Bachelor of Mechanical Engineering from Universiti Kebangsaan Malaysia in 2004. Upon graduation in 2004, he began his career with Malayawata Steel Berhad (now known as Ann Joo Resources Berhad), as a Procurement Engineer where he was involved in overseeing the sourcing and procurement of engineering consumable parts, equipment and external services used in the manufacturing process.

In 2006, he left Malayawata Steel Berhad and joined Galvapole Industries Sdn Bhd as Production Engineer, where he was responsible for the overall manufacturing planning for steel poles, design of steel poles' structure for various applications as well as supervising production workers in the overall manufacturing operation. He was promoted to Senior Production Engineer in 2008, and later to Factory Manager in 2012. During his tenure with Galvapole Industries Sdn Bhd, he was responsible for the overall management of the production facility and was involved in quality assurance, machinery inspection and maintenance as well as the process improvement activities for the production operation.

In 2016, he left Galvapole Industries Sdn Bhd and joined Impact Renewable Solutions Sdn Bhd, a company focusing on renewable energy solutions, as Production Manager, where he was responsible for overseeing the material procurement, research & development activities and overall production processes of solar thermal products.

In 2017, he left Impact Renewable Solutions Sdn Bhd and joined our Group in his present position as Production Manager where he is responsible in managing our manufacturing facility to ensure minimal interruption in our manufacturing operation. He brings with over 14 years of experience in management of manufacturing facilities and manufacturing operations.

Presently, he does not hold directorship in any other public listed companies and listed issuer. He has no family relationship with any Directors and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

KEY SENIOR MANAGEMENT'S PROFILE

(cont'd)

Lai Jian Hong*Chief Financial Officer*

29 years of age, Male, Malaysian

Lai Jian Hong, aged 29, joined our Group in 2018. He is our Chief Financial Officer and is responsible for handling our Group's overall finance functions including the monitoring of financial performance and results, financial reporting, treasury management and tax compliance.

He graduated with a Bachelor of Arts in Accounting and Finance from University of the West of England, United Kingdom in 2013. He obtained his associate membership in the Association of Chartered Certified Accountants ("ACCA"), United Kingdom in May 2018 and membership in the Malaysian Institute of Accountants in September 2018.

He began his career as an Administrative Executive in his family company, Orbiting Scientific & Technology Sdn Bhd, a distributor of advanced scientific instruments and laboratory accessories, on part-time basis while pursuing his tertiary education and professional affiliation of ACCA, United Kingdom from 2010 to 2015. During his tenure in Orbiting Scientific & Technology Sdn Bhd, he was mainly responsible in handling the company's accounting records, preparation of annual budget and sales forecast, formulating internal control practices, credit control for accounts receivables and other administrative matters.

In 2015, he left Orbiting Scientific & Technology Sdn Bhd and joined Grant Thornton Malaysia as an Audit Associate and was promoted to Senior Audit Associate in 2016, where he was involved in statutory audit assignments and special audit assignments for corporate exercises in Malaysia. In April 2018, he was promoted to Audit Supervisor where his role was extended to leading and monitoring a team of audit associates in various audit assignments. He left the firm in July 2018.

During his tenure in Grant Thornton Malaysia, he was also involved in the audit assignment of our Company's financial statements for FYE 2015 to 2017 from April 2018 up to his departure in July 2018, as part of our Initial Public Offering ("IPO") process.

In August 2018, he was recruited to join our Group as Finance and Accounts Manager given his understanding of our business operations gained from his involvement in the audit process of our Group. In April 2019, he was promoted to his current position as the Chief Financial Officer of our Group.

Presently, he does not hold directorship in any other public listed companies or private limited companies. He has no family relationship with any Directors and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

KEY SENIOR MANAGEMENT'S PROFILE (cont'd)

Neo Yeung Tat

Technical Manager

30 years of age, Male, Malaysian

Neo Yeung Tat, aged 30, joined our Group in 2015. He is our Technical Manager and is responsible for overseeing the design and development of our products. He graduated with a Bachelor of Engineering in Mechanical Engineering from INTI International University in 2014 and a Master of Engineering in Mechanical Engineering from University of Bradford, United Kingdom in 2015.

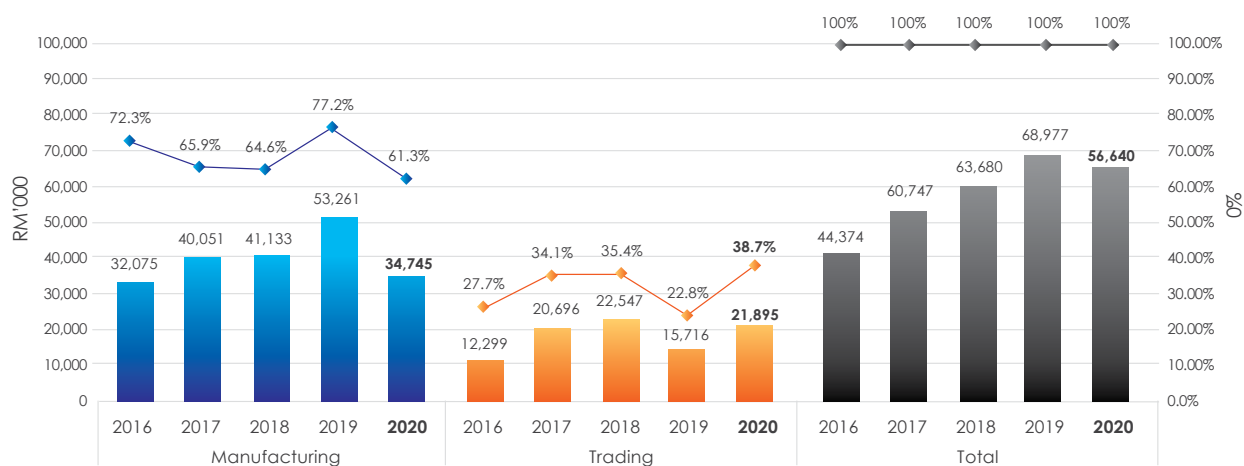
Upon graduation in 2015, he joined our Group as Technical Design Engineer. During his tenure, he was involved in the evaluation and enhancement of pole designs, preparation of street lighting simulation reports and addressing various technical issues. In 2018, he was promoted to his present position to lead our technical team.

Presently, he does not hold directorship in any other public listed companies and listed issuer. He has no family relationship with any Directors and/or major shareholders of the Company nor any conflict of interest in any business arrangement involving the Company.

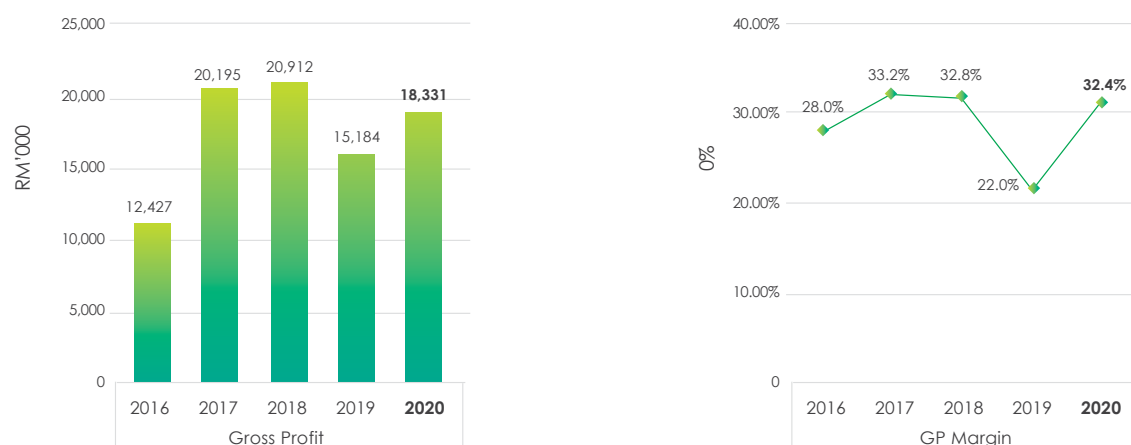
He has not been convicted of any offences within the past five (5) years other than traffic offences, if any, and there have not been any public sanctions nor penalties imposed upon him by any relevant regulatory bodies for the financial year ended 31 December 2020.

FINANCIAL HIGHLIGHTS

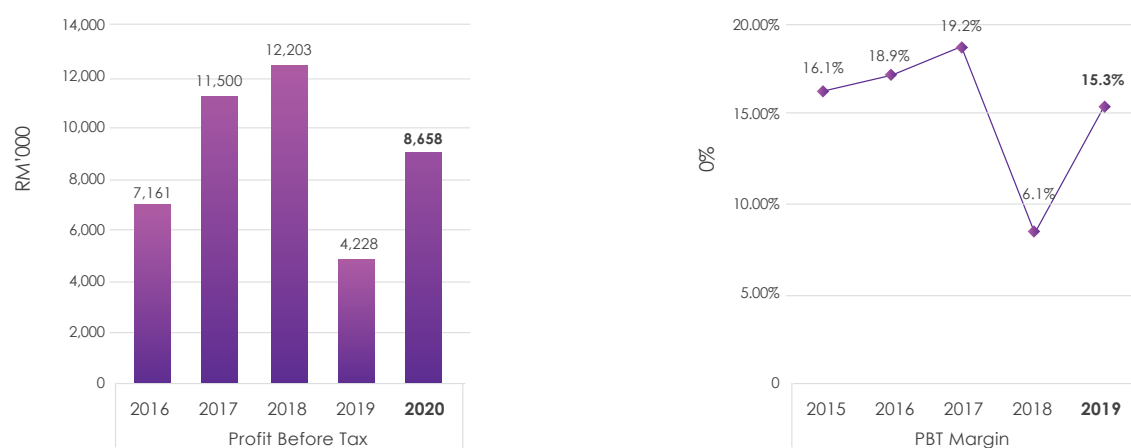
Revenue By Business Segments



Gross Profit & GP Margin



Profit Before Tax & PBT Margin



Notes:

- (1) Our Company was only incorporated on 18 May 2018. The FYE 2016 to FYE 2018 were presented based on the historical combined audited financial statements of Mestron Holdings and its subsidiary companies.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors, it is my pleasure to present you with the 2nd Annual Report and Audited Financial Statements of Mestron Holdings Berhad ("Mestron" or the "Company") for the financial year ended 31 December 2020 ("FYE 2020").

Without a doubt, the year 2020 has been a very challenging year for all of us, full with various challenges and uncertainties, most notably with the global outbreak of COVID-19. The widespread COVID-19 affected the economies, global business community and the livelihoods of many.

However, despite the tremendous challenges in the global and Malaysian economy, I am honoured to say that whilst our operations have been impacted with the stoppage in operation (from mid-March to mid-April 2020) with the implementation of Movement Control Order, Mestron manages to remain resilient. With that, on behalf of Mestron, I would like to extend the sincere gratitude and appreciation to all business partners for the continuous support and trust during this challenging business environment.

YEAR IN REVIEW

In FYE 2020, despite the challenging business condition as resulted from the COVID-19 pandemic, Mestron managed to achieve a stronger profit before tax of RM8.66 million as compared with RM4.23 million recorded in FYE 2019, representing an improvement of 104.7%. The improvement in the bottom-line performance was a result of the increased demand for higher margin products (i.e. decorative poles, specialty poles and outdoor lighting products) and the cost-control measure undertaken by the management to steer through the challenging times.

The Group's balance sheet remains robust, with net assets of RM65.76 million and a healthy net current asset position of RM41.54 million.

TRANSFORMATIONAL GROWTH

We will continue to leverage on our established track record and solid experience in the steel poles manufacturing, whilst remaining agile and resilient to stay ahead of the challenges and intense competition in the Industrial products and deliver forward-looking transformational strategies for quality growth. In view of this, we have identified four key growth drivers, namely:

- Quality - We have in-depth technical expertise and are committed to delivering quality products
- Multiplicity - We have a comprehensive range of steel pole products
- Technology - We are well equipped with a fleet of machinery and equipment, enabling us to enhance our manufacturing capabilities and production efficiency
- Competence - We have an experienced management and technical team

CHAIRMAN'S STATEMENT

(cont'd)

DIVIDENDS

Although our Group does not have any formal dividend policy, we have been consistently paying dividends since our listing in June 2019. For FYE 2020, we have declared and paid a first interim dividend of 0.15 sen per shares.

PROSPECTS

Looking ahead, our growing business and strong portfolio of multiple brands will continue to offer quality products and services to our customers in Malaysia and internationally, as we work on securing more project not only in Malaysia but also overseas, to strengthen our core business in steel poles manufacturing.

With the recent announced MyDigital initiative by the Government of Malaysia, which seeks to roll out domestic 5G connectivity, our Group expect to see a stronger demand for our offering of specialty poles such as high mast and telecommunication monopole, which are essential in the development of telecommunication infrastructure.

Further, with the intention to create values for our shareholders, we had also on 18 December 2020 ventured into the engineering, procurement, construction and commissioning (EPCC) services for solar power systems in Malaysia. Moving forward, our Group will also explore other business opportunities in the renewable energy space to diversify and complement our existing earnings.

Nonetheless, we are cognisant of the current economic uncertainties, and will continue to exercise extra vigilance in the business operations. We will also adopt an adaptive business strategy that react proactively to the prevailing market environment.

WORD OF APPRECIATION

On behalf of the Board, I would like to express my heartfelt gratitude the Management team and employees of Mestron for their dedication and undeterred commitments that helped us navigate through this unprecedented and challenging year.

To our shareholders, from all of us at Mestron, wish to express our utmost appreciation for your continued support and trust. Stay safe, stay strong.

Mr. Tajul Arifin Bin Mohd Tahir

Independent Non-Executive Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Dear Valued Shareholders,

On behalf of the Board of Directors ("the Board") of Mestron, I am pleased to present the Management Discussion and Analysis ("MD&A") of the Mestron Holdings Berhad ("Mestron" or the "Company") and its subsidiaries ("Group") for the financial year ended 31 December 2020 ("FYE 2020").

The following MD&A should be read in conjunction with the Audited Financial Statement for the year ended 31 December 2020 and related notes thereto.

OVERVIEW OF THE GROUP'S BUSINESS

Mestron was incorporated in Malaysia as a public company on 18 May 2018 and was later listed on the ACE Market of Bursa Malaysia Securities Berhad on 18 June 2019. Mestron is an investment holding company. Through our subsidiaries, our Group is principally involved:

- Manufacturing of steel poles comprising standard street light poles, decorative light poles and specialty poles ("Manufacturing Segment"); and
- Trading of outdoor lighting products ("Trading Segment").

Our Group, through our subsidiary, Mestron Engineering Sdn Bhd ("Mestron Engineering"), has been involved in the steel poles business in Malaysia since 2002. Throughout the years, we had participated in several high profile infrastructure projects such as East Klang Valley Expressway, Coastal Highway Southern Link, Sungai Buloh – Kajang MRT project and other prestige residential development projects. Further, our Group also have business presence in several geographical areas and supplied our products to international markets over the years, such as Australia, Singapore, Brunei, Korea, Myanmar, Sri Lanka and Maldives.

Besides, through our subsidiary, Mestron Engineering and Max Lighting Solution Sdn Bhd, we also has been involved in the trading business of various outdoor lighting products since 2010. The trading business was started with the intention to complement our offering of various street lighting poles and provide our customers with a one stop destination for all street lighting needs. Our Group is currently the authorised distributor for various world renowned lighting brands, such as Phillips, General Electric, Gruppe, Nikkon and Osram.

CORPORATE OBJECTIVES AND STRATEGIES

As a business entity, the Group's main objective is to enhance shareholders' value and provide a sustainable return on their investment. In pursuit of our corporate objective, we intend to:

- **Expand the sales of high mast and telecommunication monopole products and capitalise on the gradual rollout of 5G connectivity infrastructure in Malaysia**

With the announcement of MyDigital initiative by Government of Malaysia, which essentially seeks to roll out domestic 5G connectivity, our Group expects a stronger demand for our offering of specialty poles such as high mast and telecommunication monopole, which is essential in the development of telecommunication infrastructure.

To implement this initiative, we will expand our marketing efforts specifically on the telecommunication infrastructure industry in Malaysia. Further, in order to accommodate the anticipated increase in demand, we will also strive to continuously automate the manufacturing processes for high mast poles and telecommunication monopoles through the acquisition of additional machinery and equipment as well as the continued improvement of existing manufacturing process.

- **Explore for business opportunity in the renewable energy space**

As the world evolves, there is a gradual shift from conventional energy source to sustainable energy source. In view of the favourable long term outlook of the renewable energy sector, our Group intends to continuously seek opportunity into this sector and derive a sustainable long term earnings stream.

MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

FINANCIAL PERFORMANCE REVIEW

Revenue

In FYE 2020, our Group recorded lower revenue of RM56.64 million as compared to RM68.98 million recorded in FYE 2019, representing a decrease of approximately 17.9% mainly due contributed by the decline in revenue for our manufacturing segment.

The breakdown of our revenue by business division is as follows:

Business divisions	FYE 2019	FYE 2020	RM	%
Manufacturing Segment	53,261	34,745	(18,506)	(34.8)
Trading Segment	15,716	21,895	6,179	39.3
	68,977	56,640		

Manufacturing Segment

For FYE 2020, Manufacturing Segment remains as the major revenue contributor for our Group, contributing approximately 61.3% of our total revenue.

For FYE 2020, the revenue for Manufacturing Segment decrease from RM53.25 million in FYE 2019 to RM34.75 million mainly due to the delay and postponement of order deliveries due to the implementation of movement restriction by the Government during the year, as combative efforts against the outbreak of COVID-19. Further, the decrease in revenue in FYE 2020 also attributable to the absence of an one off orders from a Korean engineering, procurement, construction and commissioning company for an oil field project location in Iraq.

Trading Segment

In FYE 2020, the revenue of Trading Segment saw an increase of RM6.18 million from RM15.72 million in FYE 2019 to RM21.90 million. The increase in revenue was mainly due to the increased demand of light emitting diode ("LED") outdoor lighting products from domestic market, which correspond with the Government's initiative to replace street lights nationwide with LED outdoor lighting products.

Gross Profit Margin

The overall shift in the revenue from Manufacturing Segment to Trading Segment has contribute positively to the overall gross profit margin of our Group as the trading of outdoors lighting products generally command a higher profit margin than our manufactured steel poles. Our overall gross profit margin increased from 22.0% in FYE 2019 to 32.4% in FYE 2020.

Despite recorded lower revenue, the gross profit margin for our Manufacturing Segment also improved from 19.1% in FYE 2019 to 22.9% in FYE 2020 mainly due comparative higher sales of steel poles products with higher profit margin, such as specialty poles and decorative light poles.

Further, the gross profit margin of our Trading Segment also saw an improvement from 31.9% in FYE 2019 to 47.4% in FYE 2020 due to the increase in demand for outdoor lighting products with higher technical specification (i.e. brightness, useful life and electricity consumption), which generally command a higher sales margin.

MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

Profit Before Tax

Our Group achieved profit before tax of RM8.66 million as compared with RM4.23 million recorded in FYE 2019, representing an improvement of RM4.43 million or 104.7%. The improvement in the profit before tax was mainly attributable to the following:

- Absence of the one-off listing expenses of RM3.01 million incurred during FYE 2019;
- Higher gross profit due to the improvement in the overall gross profit margin of our Group; and
- Cost-control measure undertaken by our Group during FYE 2020 as the austerity initiative to steer through the challenging business operating environment.

Financial Position

Our total asset as at 31 December 2020 stood at RM88.84 million, which saw an increase of RM4.28 million from RM84.56 million as at 31 December 2019. The increase was mainly due to the increase in property, plant and equipment with the purchase of one unit of robot welding arm, one unit of CNC laser cutting machine and one unit of pole shut welding machine. Our cash and bank balances remained robust, which stood at RM18.49 million as at 31 December 2020, evidencing the adequacy of our Group's working capital.

On the other hand, our Group's total liabilities stood at RM23.09 million as at 31 December 2020, representing a reduction of RM0.99 million from RM24.08 million as at 31 December 2019, mainly due to the repayment of our bank borrowings and finance lease liabilities.

Our Group has a strong net current assets position of RM41.54 million with a current ratio of 4.30 times as at 31 December 2020. Further, our Group also maintain a healthy gearing level. Our total borrowing as at 31 December 2020 stood at RM9.37 million, translating into a gearing ratio of 0.14 times.

For the upcoming financial year, our Group will strive to remains prudent in maintaining a sound financial position to achieve our strategic objectives of generating higher earnings in the coming years.

Cash Flows From Operating Activities

In FYE 2020, our Group continued to generate healthy cash flows from operating activities, recording net cash inflows of RM3.58 million.

Capital Commitments

Our Group's capital commitments that had not been provided for in the audited statement of financial position as at 31 December 2020 amounted to approximately RM1.2 million, which mainly relates to purchase and installation of rooftop solar panels for the main manufacturing facility and our planned capital expenditure and expansion of manufacturing facility, which was disclosed in our Prospectus dated 23 May 2019.

RISKS RELATING TO OUR BUSINESS

There are some key risks relating to our business and operations which stated in below:

- **We face competition from other industry players**

The street lighting industry in Malaysia is a niche industry comprising a handful of local industry players. We face competition from both new and existing industry players. We also face competition from other industry players that were recognised by Jabatan Kerja Raya as approved supplier of street light poles in securing orders for public road projects. The competition that we face from other industry players may impact our sales and profitability as we may be forced to be more price competitive to secure sales orders.

MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

- **We are subject to fluctuations in the price of raw materials.**

The price of our main raw materials namely, steel plates and steel pipes fluctuates according to global steel prices, which is subject to the demand and supply conditions of steel in the global market, prices of raw materials for the production of steel such as coal and iron and prevailing energy costs. Any fluctuations on the global steel prices may lead to a rise in our cost of production as well as our carry cost for maintaining our inventories. If we are unable to pass on this increase in raw material to our customers, we will bear the increasing costs and this may have a material impact on our financial results.

- **The lack of long-term contracts may result in the fluctuation of our Group's performance.**

Our Group's sales are mainly based on purchase orders and occasionally other forms of confirmed orders due to the nature of our business and prevailing customer practices. Any adverse economic conditions, or slowdowns in the industries in which our customer operate, may negatively impact our sales and consequently our financial performance.

- **We are subject to risk on the maintenance or renewal of products certifications and registrations.**

Our standard street light poles have been certified by SIRIM QAS International Sdn Bhd to be compliant with BS EN 40 – 5:2002. Based on this certification, our standard street light poles have been registered by JKR to be approved for use as street lighting. We may not be able to sell our standard street light poles if we are unable to renew or maintain the above certification and registration. This will affect our sales and financial performance.

- **Our business is exposed to sudden and unexpected equipment failures, flood, fires and burglary, which may lead to interruptions in our business operations.**

Our Group's manufacturing activities are heavily dependent on our machinery and equipment. Unexpected events such as damages and operating failure in the machinery and equipment, floods, fires and burglary in our manufacturing facilities will interrupt our manufacturing activities and consequently cause delay in our production schedules and timely delivery of our products to our customers. This could adversely impact our business operation and financial performance. Further, the occurrence of unforeseen event such as floods, fire and burglary on our manufacturing facilities may result in an immediate financial loss.

FORWARD-LOOKING STATEMENT

Despite having achieved higher earnings in FYE 2020 amid the challenging business operating condition due to the COVID-19 pandemic, we will not relax our efforts and will continue to strive to elevate the business of our Group. Looking ahead, we are optimistic on our business prospect and business momentum as the world and business community gradually recover from the COVID-19 pandemic.

For the upcoming financial year, we will remain focus on our existing business operation and actively pursue various efforts in expanding our business. We will also expand our sales and marketing efforts to place ourself in a better position to capitalise on the anticipated increased demand for specialty poles such as high mast and telecommunication monopole, which is in line with the MyDigital initiative by the Government of Malaysia which seeks to roll out domestic 5G connectivity.

Further, with the intention to create values for our shareholders, we had also in 18 December 2020 venture into the engineering, procurement, construction and commissioning (EPCC) services for solar power systems in Malaysia. Moving forward, our Group will also explore other business opportunities in the renewable energy space to diversify and complement our existing earnings.

Nonetheless, we are cognisant of the current economic uncertainties, and will continue to exercise extra vigilance in the business operations. We will also adopt an adaptive business strategy that react proactively to the prevailing market environment.

MANAGEMENT DISCUSSION AND ANALYSIS

(cont'd)

DIVIDEND

We recognise that it is important to reward our investors with dividends. Therefore, it is always our intention to pay dividends to shareholders to allow our shareholders to participate in our profits, subject to various factors including, amongst others, our financial performance, cash flow requirement, availability of distributable reserves and capital expenditure plans and other factors that the Board of Directors deems relevant.

The Board has declared a first interim single-tier dividend of RM0.0015 per ordinary share amounting to a total dividend payable of RM1.32 million for FYE 2020, to reward our loyal shareholders for their continued support and belief in our Group. This dividend represents an approximate 21.5% dividend payout of our net profit for FYE 2020. The dividend was paid by the Company on 29 January 2021.

Por Teong Eng
Managing Director

SUSTAINABILITY STATEMENT

Here at Mestron, sustainability is a key priority and underscores all our business activities. We incorporate the principles of sustainability when developing our business strategies and the day-to-day operation. Further, we also take steps, whenever and wherever possible, to progressively improve our efforts in sustainability. This sustainability statement outlines our Group efforts to manage sustainability risk related to our business operation. Understanding our sustainability risks and opportunities helps us to operate in responsible and sustainable manner.

Statement Scope and Boundary

The scope of this sustainability statement focuses on major revenue contributors, which are the trading of outdoor lighting and manufacturing division of steel poles. Details of the Group's trading and manufacturing facilities are shown in the table below:

Building	No. of Buildings	/ Locations
Office, Factory cum Warehouse	2	Puchong, Selangor
Open Storage Yard	1	Puchong, Selangor
Open Shed	1	Puchong, Selangor

This report has been prepared for the reporting period between 1 January 2020 to 31 December 2020.



Reporting Framework

This statement has been prepared in accordance with the Bursa Malaysia Securities Berhad's Sustainability Reporting Guide. The format adopted is in line with recommended Global Reporting Initiatives (GRI) 4.0 Sustainability Reporting Guidelines. The Group also decided to adopt Sustainable Development Goals (SDGs) as part of the report.

Sustainability Strategy

SIX CAPITAL OF MESTRON







At the Core of the Mestron value-creation business model is enhance the value creation by adopting the suitable model that evolved over the years to address the fast-changing environmental and business landscape. Mestron choose to embraces the framework by the international intergrated Reporting Council (IIRC) to make business and financial sense of Sustainability performance. The model has strenghtened our sustianability strategy, policies and pratices and is aligned to global best standard including the UN Sustainable Development Goals(SDGs). MESTRON apply model to Six Capital, which entails our roles as developer, an asset owner and a corporate citizen continues to create sustained value for our business and stakeholders.

SUSTAINABILITY STATEMENT

(cont'd)

SIX CAPITAL OF MESTRON



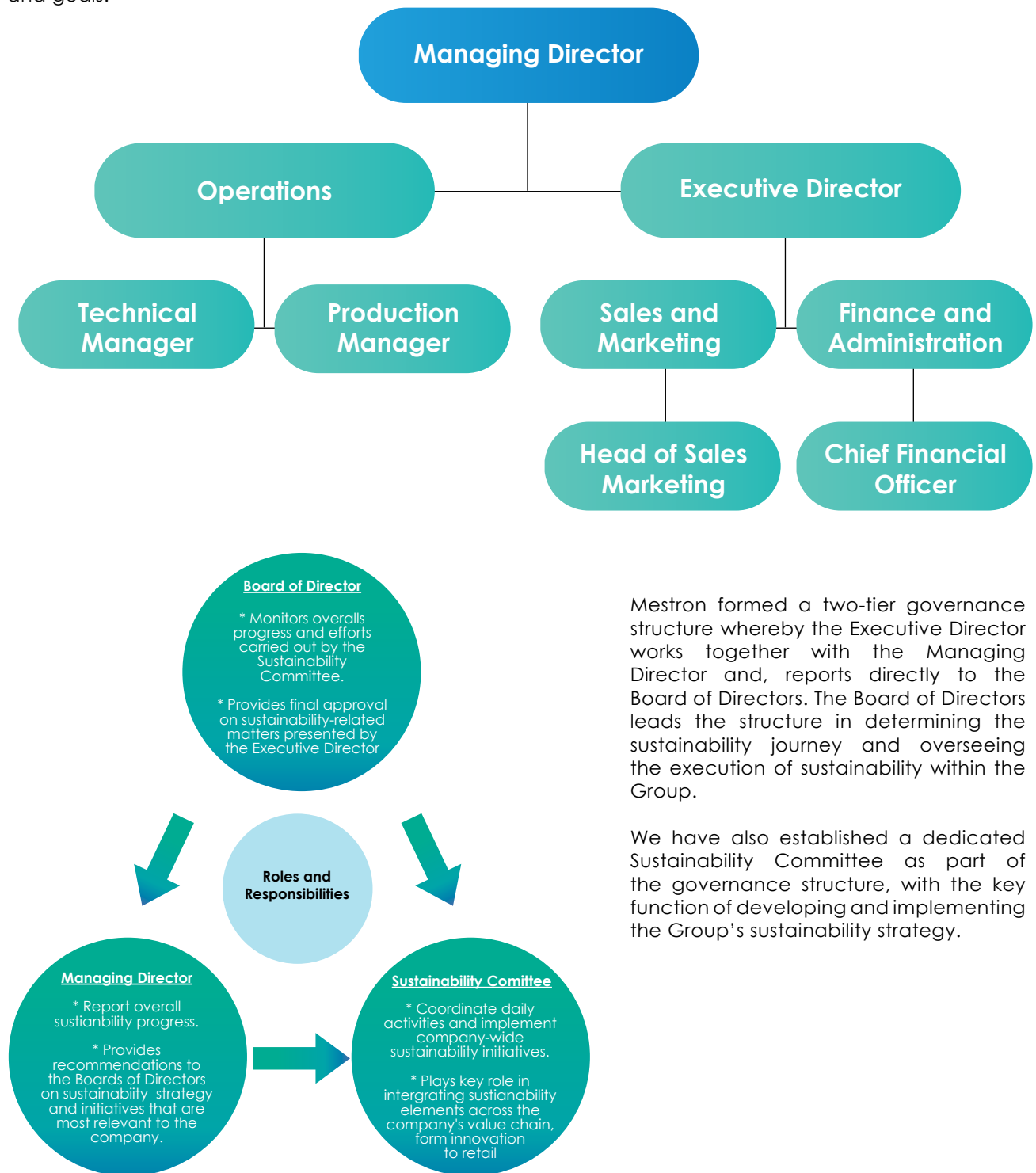
Financial	Manufactured	Organisational
Funds available to firm from operations and financing	Manufactured physical objects used in value creation	Governance, Internal control system and procedures
Financial Highlight  <p>Resources to sustain the company form operations and supportive to others capitals</p>	Marketplace  <p>Implementing sustainability through product innovation</p>	Governance  <p>Board engagement on strategy, internal control to enhance the sustainability initiative</p>
Human	Social	Natural
Skills, motivation, alignment with organisational goals	Relations with key institutions, stakeholder groups, shared norms and values, trust and confidence, and its social license to operate	Renewable and non-renewable natural elements, and the eco-system, used as inputs by the firm now or in the past or future, and impact of firm on them
Workplace  <p>Creating a safe and supportive working environment.</p>	Community  <p>Contributing to local community development</p>	Environment  <p>Improving our environment by utilising greener alternatives.</p>

SUSTAINABILITY STATEMENT

(cont'd)

SUSTAINABILITY GOVERNANCE

Mestron views sustainability as an important aspect in our company. The Group has established a systematic and comprehensive governance structure to ensure successful attainment of all our sustainability targets and goals.



Mestron formed a two-tier governance structure whereby the Executive Director works together with the Managing Director and, reports directly to the Board of Directors. The Board of Directors leads the structure in determining the sustainability journey and overseeing the execution of sustainability within the Group.

We have also established a dedicated Sustainability Committee as part of the governance structure, with the key function of developing and implementing the Group's sustainability strategy.

SUSTAINABILITY STATEMENT

(cont'd)

STAKEHOLDER ENGAGEMENT TABLE

As part of our commitment to build a sustainable business, we strive to build good relationships with our stakeholders as they offer valuable insights into the business, allowing us to identify areas and opportunities for improvement. Therefore, it is important for us to engage them on a regular basis in order to gather their feedback and address any concerns they may have.

We have identified our key stakeholder groups and seek to engage them through various methods and channels, which are summarised in the table below:

Stakeholder	Interest/Expectation	Engagement methods (Frequency)
Investor	<ul style="list-style-type: none"> Group financial performance High financial return Global business strategy Sustainable and stable distribution 	<ul style="list-style-type: none"> Annual general meetings (Annually) Annual reports (Annually) Quarterly interim financials (Quarterly)
Consumers	<ul style="list-style-type: none"> Efficient complaints resolution Customer-Company relationship management Safety and security Timely product delivery 	<ul style="list-style-type: none"> Regular client meetings through sales team (regularly visit) Feedback channel through sales team (Face-to face meeting on monthly visit and feedback via semi-annual survey/ Participate in all regional electrical associations dinner/gatherings) Community and networking events (Annually, attend state association electrical and electronics annual dinners to build rapport) Direct access of the logistic team to our customers during the delivery process to ensure prompt delivery (daily, update of delivery details for outstation customers to sales personnel)
Local Communities	<ul style="list-style-type: none"> Social issues Impact of business operations 	<ul style="list-style-type: none"> Community engagement (Annually) Corporate Social Responsibility programmes (Annually)
Regulatory and Statutory Agencies	<ul style="list-style-type: none"> Governance compliance Labour practices Occupational safety and health Environmental management and compliance 	<ul style="list-style-type: none"> Inspection by local authority (Annually) Annual report (Annually) General meeting between management and regulators (Ad hoc when required) Direct meetings (Ad Hoc)
Suppliers	<ul style="list-style-type: none"> Transparent procurement practices Payment schedule Pricing of services Timely delivery of materials/products 	<ul style="list-style-type: none"> Contract negotiation (Ad hoc, when applicable) Vendor registration (Ad hoc, upon vendors' appointment) Timely delivery (Per delivery basis) Payment to supplier (Per delivery & on agreed terms)
Industry Peers	<ul style="list-style-type: none"> Best practices in the industry Utilising current technology and systems 	<ul style="list-style-type: none"> Collaboration programs (Informal gatherings) Sharing of best practices (Participate & participate with Electrical & home fairs locally and overseas)
Employees	<ul style="list-style-type: none"> Work-life balance Career development 	<ul style="list-style-type: none"> Training (on going) Appraisal (Annually) Annual dinner (Annually) Safety Training (Annually, Ad hoc when required)

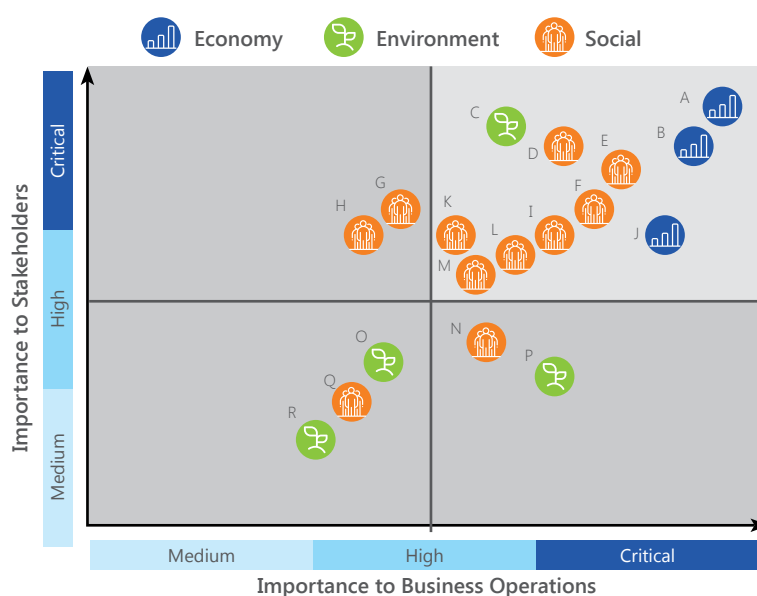
SUSTAINABILITY STATEMENT

(cont'd)

MATERIALITY MATRIX

Materiality assessment helps us identify and prioritise our material sustainability matters that bring impact to our business operations and stakeholders. It is important for the Group to address the material sustainability matters with regards to the Economic, Environment and Social aspects that are embedded in our value chain creation.

The Group's sustainability has identified significant sustainability material matter based on their understanding of the Group's stakeholders' concerns as well as factors that impact the Group's business operation. The sustainability matters were then prioritised based on the weighted ranking method as listed in the table below:



Material Sustainability Matter	Relevant Stakeholders	Applicable GRI indicators
A - Regulatory Compliance	Shareholders and Investors, Regulatory Agencies, Suppliers, Employees and Customers	Compliance
B - Financial Performance	Shareholders and Investors, Regulatory Agencies , and Customers	GRI Standard disclosure
C - Manufacturing Materials	Regulatory Agencies and Local Communities	Materials
D - Product Quality Management	Supplier and Customers	Product Service and labelling
E - Product Safety	Supplier and Customers	Product Services and Labelling
F - Employee Wellbeing	Employees	Diversity and Equal Opportunity
G - Protection Labour Right	Employees and Regulatory Agencies	Child labour and forced or Compulsory Labour
H - Training and Development	Employees	Training and Education
I - Talent Retention	Employees	Diversity and Equal Opportunity
J - Corporate Governance and Transparency	Shareholders and Investors, Regulatory Agencies, and Customers	GRI Standard Disclosure

SUSTAINABILITY STATEMENT

(cont'd)

MATERIALITY MATRIX (cont'd)

Material Sustainability Matter	Relevant Stakeholders	Applicable GRI indicators
K - Customer Satisfaction	Customers	Product Service and Labelling
L - Occupational health and Safety	Employees and Regulatory Agencies	Occupational Health and Safety
M - Contribution to Society	Local Communities	Local Communities
N - Investor Relations	Shareholders and Investors	GRI Standard Disclosure
O - Energy Consumption	Regulatory Agencies and Local Communities	Energy
P - Effluents and Waste	Regulatory Agencies and Local Communities	Waste and Effluence
Q - Supply Chain Management	Suppliers	GRI Standard Disclosure
R - Water Consumption	Regulatory Agencies and Local Communities	Water



Governance - Board engagement on strategy, internal control to enhance the sustainability initiative



At Mestron, the Governance of Risk Management & strategies would disclose information concerning sustainability, risk to public, improving the transparency of its management, and reducing risks through pre-emptive measures, the company gives its customers and other stakeholder as well as communities and the public as a whole – greater confidence in Mestron.

Please also refer to SUSTAINABILITY GOVERNANCE, STAKEHOLDER ENGAGEMENT TABLE & MATERIALITY MATRIX

SUSTAINABILITY STATEMENT

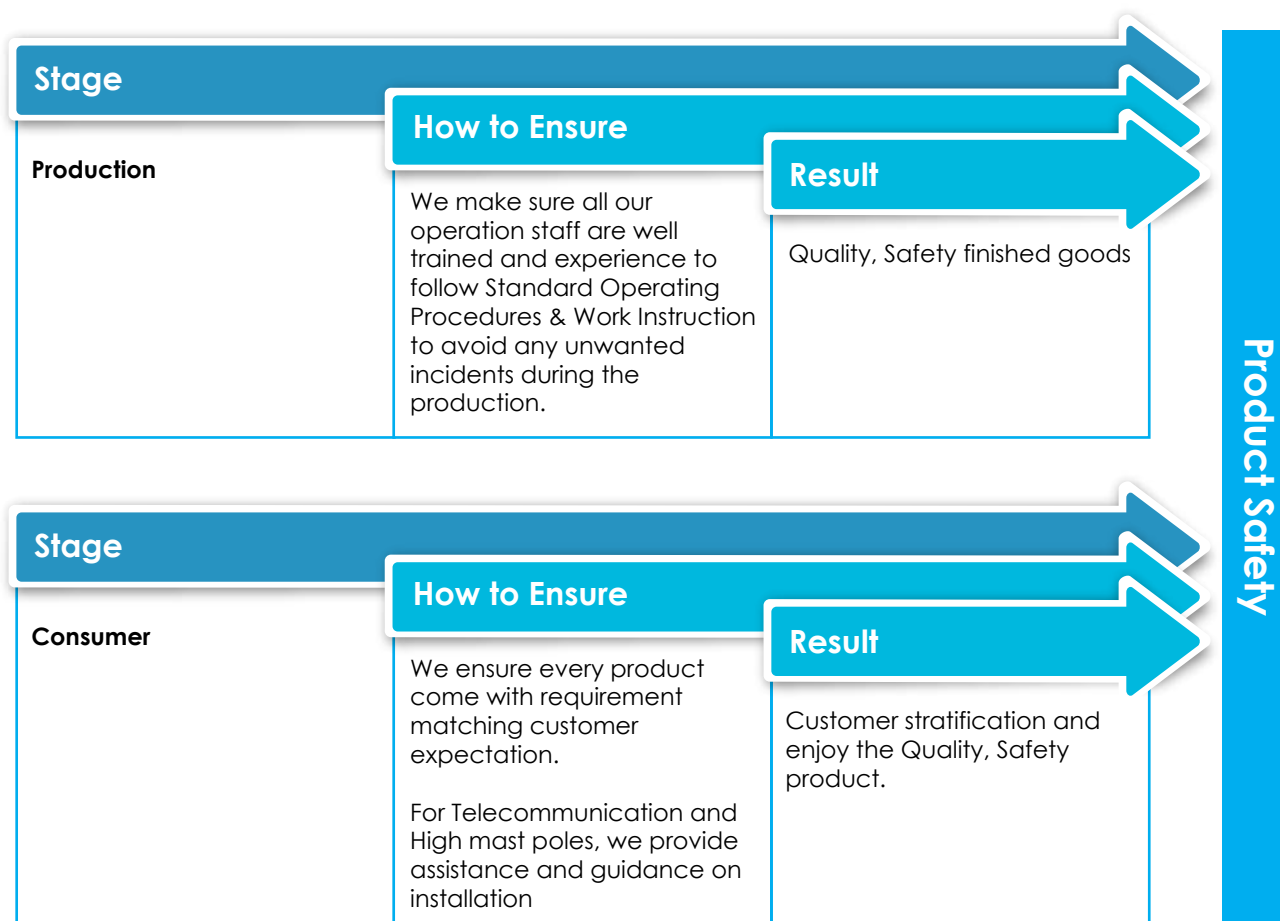
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Marketplace - Implementing sustainability through product innovation

As a Malaysia-based internationally recognised brand involved in the manufacturing of light pole such as Standard Street Light Pole, Decorative Street Light Pole, Telecommunication Monopole, High Mast Pole, Camera Pole, Traffic Pole, Mid-Hinge Collapsible Pole, Oil & Gas and Mining Light Poles. On the trading segment Mestron is the distributor of various outdoor lighting product. Mestron has contributed towards the growth of both local and global marketplace.

PRODUCT SAFETY

To best define on the quality, Mestron focuses in Product Safety and enhance on User-friendly features.



PRODUCT QUALITY MANAGEMENT

Each of Mestron's product are prepared in accordance to the highest standard of quality management. Our Product Quality is consistently well maintained. We ensure that work instructions and standard operating procedures are follow by our manufacturing workers from Mestron Engineering Sdn Bhd and Meslite Sdn Bhd in Puchong.



Our subsidiaries that involve in production and assembly processes such as Mestron Engineering Sdn Bhd obtained quality certification for our products by comply ISO 9001:2015 or Sirim Certification.

SUSTAINABILITY STATEMENT

(cont'd)

Marketplace - Implementing sustainability through product innovation (cont'd)

Product Certificate:

Certificate	Award Body
Certificate of Approval License to use on public Road	JKR
Product certificate license Structural steel street light poles BS EN 40-5:2002	SIRIM QAS international
ISO 9001:2008 (first obtained Year 2010)	Lloyd's Register Quality Assurance



Workplace - Creating a safe and supportive working environment.

Occupational Health and Safety ("OHS")

Here at Mestron, we place great emphasis on the health and safety accepts of our employees in the workplace and strive to maintain a comfortable and conducive work environment for all of our employees.

Thus, an occupational health and safety (OHS) policy is in place to protect all employees against possible occupational risks and prevent accidents from happening in the workplace. Information on the OHS policy is provided to all employees and new employees are informed of the policy during the Occupational Safety and Health (OHS) induction programme. For new employees at, the First-Day OHS induction programme provides an overview of the OHS policy implemented at Group.

During the year, we did not received any staff complaint or dispute, and however there were no work-related injury reports, which we reacted proactively. Detailed investigation is be conducted for all work-related injury reports to assist us in continuously improve our safety precaution and standard operating procedure in order to eliminate the possibility of similar incident moving forward.

In view of the COVID-19 pandemic, Mestron has been implementing various preventive measure across our operations as our utmost priority and efforts to curb any potential spread of COVID-19 virus in our company and safeguard the well-being of our employees. Among the measure we have implemented includes:

- Distribution of facemask and hand sanitizer to all employees
- Routine sanitisation of all production, office and common area of workplaces
- Practising 1-metre social distancing at workplace
- Compulsory temperature check and hand sanitisation prior to entry to office premise

Employment

At Mestron, we are committed to providing our employees with a working environment free from unlawful discrimination, irrespective of race, colour, sex/gender, religion, national origin, age, disability, genetic information, marital status, or any other classification protected by law. We seek to support women, minorities, veterans and individuals with disabilities and strive to empower all our employees to reach their full potential. There were 171 employees at Mestron in 2020.

As part of our human capital management strategy to retain talent, we also offer competitive remuneration packages with performance based bonuses. Apart from that, our employees also enjoy on-the-job benefits such as annual leaves, maternity leaves, group personal accident coverage for all employees including foreign workers, and car and phone allowance for selected employees, among others.

SUSTAINABILITY STATEMENT

(cont'd)

Workplace - Creating a safe and supportive working environment. (cont'd)

Diversity and Equal Opportunity

We strive to create a culture that promotes diversity and equality in the workplace. Having a diverse and inclusive workforce allows us to attract the best of the talent pool and, in turn, helps us improve our bottom line. Improving diversity and equality is also crucial to the achievement of social and economic development goals.

All our employees are employed based on skills and experience through fair selection processes. Each year, our employees receive feedback about their performance through performance reviews, which are conducted in a fair and transparent manner.

Training and Development

At Mestron, we believe our employees are our greatest asset. Thus, we promote a culture of continuous learning among our employees. We provide various learning opportunities throughout employees' careers to ensure that they develop the skills needed to perform their responsibilities. We believe that our people play an important role in ensuring that we achieve operational and safety excellence. Therefore, we continue to invest in our human capital and support employee development to meet changing business needs.

Our employees receive training both internal & external programmes which including mandatory & voluntary basis. So that they are equipped with relevant skills to perform their jobs. They are also encouraged to obtain certifications that allow them to perform specific tasks or to operate particular machines. In 2020, we continued to invest in our talent with their sponsored participation various training and workshops. The training and workshops that we offer to employees are to ensure that our employees are able to continuously perform at the highest level of excellence.



Environment - Improving our environment by utilising greener alternatives.

Energy Efficiency & CO2 Emission

Diesel and electrify account for a large proportion of our total energy consumption, resulting in the production of greenhouse gas (GHG) emission such as carbon dioxide (CO₂) which can have a detrimental impact on the environment. Therefore, we strive to reduce our energy consumption and carbon footprint by promoting the use of renewable energy and improving our energy efficiency.

The Group has six lorries and one van to contribute the GHG emissions. We take the initiative to monitor and reduce the CO₂ emissions. This is the first year we monitor this indicator. Total GHG emission are using the factor of 1 L of gasoline produces approximately 2.3 kg of CO₂.

In Mestron, we are aware we consumes a significant amount of energy, mainly attributable to our steel pole manufacturing process. Steel sheet go through a series of machines cutting, bending and welding to form the final steel pole products. As part of our measure to mitigate the impact of our manufacturing operations to the surrounding environment, we endeavour to optimise our energy consumption and continuously encourage energy-saving efforts throughout the workplace.

Energy utilisation within our operations is in the form of electricity powered by the national grid. Additionally, our machineries undergo scheduled maintenance to sustain efficiency and prevent or reduce downtime. At the Group's premises, we create awareness through communication and displaying energy-saving signages.

SUSTAINABILITY STATEMENT

(cont'd)

Environment - Improving our environment by utilising greener alternatives. (cont'd)

Water

High level of water use put significant strains on water resources and result in wastewater pollution that could lead to the degradation of water quality. Poor water quality and water stress can compromise important ecosystem services and affect the quality of the life of local communities.

At Mestron, there is no significant of water usage. We are committed to reducing our total water consumption by promoting the water saving.

Noise, Effluent and Waste

Improper disposal of effluents, which contain substantial quantities of chemical and nutrients (principally nitrogen, phosphorous or potassium) affects water quality and has significant impact on the ocean's biodiversity and aquatic ecosystems. Similarly, poor waste management can lead to air, water and soil pollution, which poses a threat to the environment and human health. The generation of excessive waste from manufacturing activities, put strains on our natural resources and ultimately leads to environmental degradation.

Noise pollution is generally defined as regular exposure to elevated sound levels that may lead to adverse effects in humans or other living organisms. Sound levels less than 70 dB are not damaging to living organisms, regardless of how long or consistent the exposure is. Exposure for more than 8 hours to constant noise beyond 85 dB may be hazardous. However, due to the nature of our production activities, our manufacturing process did generate the noise beyond 85 dB, therefore, the Warning signs will be placed at the high decibel areas, earplugs are distributed and enforced on all affected production personnel. The Group advocates reducing, reusing and recycling especially in our office and facilities towards efficient waste management practices.

Community - Contributing to local community development

COMMUNITY ENGAGEMENT

We believe that as a responsible corporate citizen, it is our duty to continuous contribute to the well-being of the society. Therefore, we always strive to give back to the society and community via various initiative of various scales.

In 2020, we continued to reach out and contribute to the general society through various Corporate Social Responsibility ("CSR") initiatives.



Donation of computer equipment to Sekolah Rendah Agama Desa Ayer Hitam, Puchong

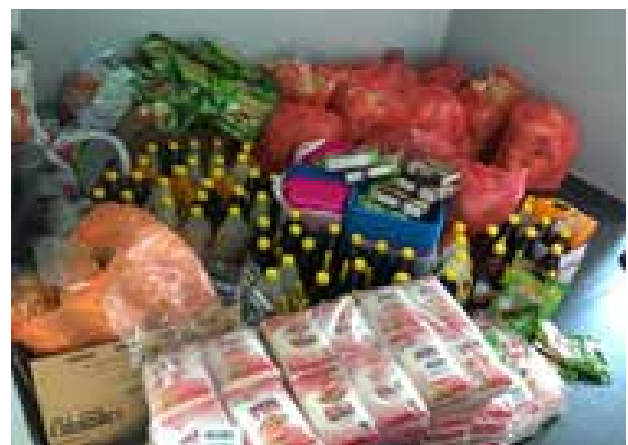
SUSTAINABILITY STATEMENT (cont'd)

Community - Contributing to local community development (cont'd)

COMMUNITY ENGAGEMENT (cont'd)



Donation of movable cabin as office of Ahli Majlis Pulau Meranti, Puchong



Distribution of Hari Raya hampers to community around Pulau Meranti, Puchong

Moving forward, it is our intention to continue to contribute to the community through the participation of more CSR projects.

SUSTAINABILITY STATEMENT

(cont'd)

Relationship with SDGs

SDGs	Main Activity	Detailed information
No Poverty	-	-
Zero Hunger	-	-
 Good Health and Well-being	Mestron provide safe working environment	- Governance Capital - Marketplace - Workplace
 Quality Education	Training and development for staff	- Workplace
 Gender Equality	Employment policy no discrimination	- Workplace
 Clean Water and Sanitation	Water saving promoting	- Marketplace
Affordable and Clean Energy	-	-
 Decent Work and Economic Growth	Quality control and management	- Marketplace
 Industry, Innovation, and Infrastructure	Non-toxic Product innovation	- Marketplace
 Reducing Inequality	Employment policy no discrimination	- Workplace
 Sustainable Cities and Communities	Community relationship and engagement	- Community
 Responsible Consumption and Production	Promise to delivered of Quality, safety product	- Marketplace - Community
 Climate Action	Reduce CO2 emission	- Governance - Environment
Life Below Water	-	-
Life On Land	-	-
Peace, Justice, and Strong Institutions	-	-
 Partnerships for the Goals	Sustainability report initiative	- Governance - Environment

SUSTAINABILITY STATEMENT

(cont'd)

LOOKING FORWARD

Sustainability Report provide alternative channel to communicate, disclose information to our stakeholder. We are committed to doing business in an ethical and transparent manner as a public listed company. We have a zero-tolerance policy towards fraud, bribery, corruption, money laundering and the financing of terrorism.

Mestron strive to continuously update and improve our sustainability initiative in order to accomplish our goal of becoming a sustainable corporate citizen.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("Board") of Mestron Holdings Berhad ("Mestron" or "the Company") and its subsidiaries ("the Group") is committed to the maintenance of high standards of corporate governance by supporting and implementing the prescriptions of the principles, practices and guidance set out in the Malaysian Code on Corporate Governance 2017 ("MCCG") issued by the Securities Commission Malaysia to enhance its accountability, transparency and sustainability in discharging its responsibilities with integrity and professionalism to protect and enhance the Group's business, shareholders' value and the financial position of the Group.

The Board will continuously evaluate the Group's corporate governance practices and procedures, and where appropriate will adopt and implement the best practices as enshrined in the MCCG to the best interest of the shareholders of the Company.

The Board presents this statement to provide shareholders with an overview of the Corporate Governance ("CG") practices of the Group which were based on the principles and best practices as set out in the MCCG, the governance standards prescribed in the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the requirements under the Companies Act 2016 ("Act") and being applied under the leadership of the Board during the financial year ended 31 December 2020 ("FYE 2020").

The overview statement is to be read together with the Corporate Governance Report 2020 ("CG Report") of the Group which is available on the Group's website at www.mestron.com.my. The detailed explanation on the application of the corporate governance practices are reported under the CG Report.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

PART I – BOARD RESPONSIBILITIES

1. Board's Leadership on Objectives and Goals

Strategic Aims, Values and Standards

The Board is responsible in providing the overall governance, stewardship and oversight for the direction and management of the Group. The Board sets out the strategic directions and objectives, formulating the policies and executing the key strategic action plans of the Group. The Board regularly reviews the Group's business operations, management performance and also ensure the necessary resources are in place.

In the Group, the Board and the Senior Management work cohesively to formulate and to implement the Group's business strategy. The respective roles and responsibilities of the Board and management team are clearly set out and understood to ensure accountability and ownership by both parties. The Board will scrutinise the sustainability, effectiveness and implementation of the strategic plans for the financial year under review and provide guidance and input to the Senior Management.

The Board has a formal schedule of matters reserved to itself for the decision, which includes the overall Group strategy and direction, major capital expenditures, consideration of significant financial matters and review of the financial and operating performance of the Group.

The Board understands the principal risks of all aspects of the business that the Group is engaged in recognising that business decisions require the incurrance of risk. To achieve a proper balance between risks incurred and potential returns to shareholders, the Board ensures that there are in place systems that effectively monitor and manage these risks with a view to the long term viability of the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART I – BOARD RESPONSIBILITIES (cont'd)

1. Board's Leadership on Objectives and Goals (cont'd)

Strategic Aims, Values and Standards (cont'd)

The principal roles and responsibility assumed by the Board are as follows:

- Review and Adopt Strategic Plans of the Group

The Board plays an active role in the development of the Group's overall corporate strategy, marketing plan and financial plan. The Board is presented with the short and long-term strategy of the Group together with its proposed business plans for the forthcoming year. The Board also monitors budgetary exercise which support the Group's business plan and budget plan.

- Oversight of the Group's Business

The day-to-day management of the business operations of the Group is led by the Managing Director, Executive Director and assisted by the Senior Management personnel. Their performance under the leadership of the Managing Director and Executive Director are assessed by the Board based on the financial and management reports tabled during its quarterly meetings. The Board is also kept updated on the Group's strategic direction initiatives, significant operational and regulatory challenges faced by the Group during these meetings.

- Review of Internal Control and Integrity of Management Information

The Board is overall responsible for maintaining a proper internal control system. The Board is responsible for the Group's system of internal controls including reviewing financial condition of the business, operational, regulatory compliance as well as risk management matters.

- To Formulate and Put in Place an Appropriate Succession Plan

The Board is responsible to formulate and put in place an appropriate succession plan encompassing the appointment, training, and determination of compensation for the Directors and Senior Management of the Group, as well as assessing the performance of Directors and Committee members and, where appropriate, retiring and appointing new members of the Board and Executive Directors.

The Board has entrusted the Nomination Committee and Remuneration Committee with the duty to review candidates with required mix of skills and experience for the Board and to determine remuneration packages for these appointments, and to formulate nomination, selection and remuneration for the Group.

- Developing and Implementing an Investor Relations Program or Shareholder Communications Policy for the Group

The Board recognises that shareholders and other stakeholders are entitled to be informed on a timely and readily accessible manner of all material information concerning the Company through a series of regular disclosure events during the financial year. Therefore, the Company website is the primary medium in providing information to all shareholders and stakeholders.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART I – BOARD RESPONSIBILITIES (cont'd)

1. Board's Leadership on Objectives and Goals (cont'd)

Strategic Aims, Values and Standards (cont'd)

In order to discharge its duties and functions effectively, the Board has set up and delegated specific tasks to three (3) Board Committees namely Audit and Risk Management Committee ("ARMC"), Nomination Committee ("NC"), and Remuneration Committee ("RC"). The Chairman of the respective Committees will report to the Board the outcome of the Committees meetings for the Board's consideration and final decision. The Board retains full responsibility for the direction and control of the Group. All the Board Committees have its own terms of reference and have the authority to act on behalf of the Board within the authority as laid out in the terms of reference and report to the Board with the necessary recommendation.

The Board is also mindful of the importance of the establishment of clear roles and responsibilities in discharging its fiduciary and leadership functions including those reserved for the Board's approval and those which the Board may delegate to the Board Committees and the Management and committed to ethical values and standards. On this note, the Board has defined its Board of Charter, and Code of Conduct and Ethics setting out the roles, duties and responsibilities of the Board, the principles and practices of corporate governance to be followed and its commitment of fair practices to its stakeholders, which is available on the Company's website at www.mestron.com.my.

The Chairman

The Board is chaired by an Independent Non-Executive Director and one-third of the Board consists of Independent Non-Executive Directors. The Chairman being an Independent Non-Executive Director, is not involved in the day-to-day management of the Group's business and has no relationship that could materially interfere with his judgement. The Chairman is responsible to provide leadership for the Board so that the Board can perform its responsibilities effectively. The roles and responsibilities of the Chairman of the Board have been clearly specified in the Board Charter, which is available on the Company's website at www.mestron.com.my.

Separation of the positions of the Chairman and Managing Director

The positions of the Chairman and the Managing Director of the Group are held by two different individuals with clear separation of duties and responsibilities to ensure a balance of power and authority so that no one individual has unfettered powers of decision making.

The difference in the roles of the Chairman and Managing Director provides a clear segregation of responsibility and accountability. These are enshrined in the Board Charter, which is made available on the Company's website at www.mestron.com.my.

The Chairman is not related to the Managing Director, and is responsible for leading the Board to oversee and supervise the Group's management; whilst the Managing Director is responsible for the day-to-day operations of the Group, making strategic business decisions and implement the Board's policies and decisions. There is clear separation of powers between the Chairman, who is an independent director and the Managing Director, and this further enhances the independence of the Board.

The Board therefore believe that balance of power and authority exists within its current structure to sufficiently enable it to discharge its duties objectively.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART I – BOARD RESPONSIBILITIES (cont'd)

1. Board's Leadership on Objectives and Goals (cont'd)

Qualified and Competent Company Secretaries

In compliance with MCCG, the Board is supported by qualified and competent Company Secretaries. The Company Secretaries of the Company are qualified to act as Company Secretary under Section 235 of the Companies Act, 2016 ("the Act"). The Company Secretaries provides the required support to the Board in carrying out its duties and stewardship role, providing the necessary advisory role with regard to the Company's Constitution, Board's policies and procedures as well as compliance with all regulatory requirements, MCCG, guidance and legislation.

The Board has ready and unrestricted access to the advice and services of the Company Secretaries, who are considered capable of carrying out the duties to which the post entails. The Directors may seek advice from the Company Secretaries directly on issues under their respective purview or request further explanation, information or updates on any aspect of the Company's concerns.

The Company Secretaries keep the Board abreast with the latest regulatory updates and also ensure that deliberations at Board and Board Committee meetings are well documented.

The Board is satisfied with the performance and support rendered by the Company Secretaries to the Board in discharge of their functions.

The Company Secretaries are accountable to the Board on all matters connected with the proper functioning of the Board and responsibility includes:

- assisting the Chairman and the Chairmen of the Board Committees in developing the agendas for the meetings;
- administering, attending and preparing the minutes of meetings of the Board, Board Committees and shareholders and maintaining proper records of proceedings and resolutions passed;
- acting as liaison to ensure good information flow within the Board, between the Board and its Committees as well as between management and the Directors;
- advising on statutory and regulatory requirements and the resultant implication of any changes that have bearing on the Company and the Directors;
- advising on matters of corporate governance and ensuring Board policies and procedures are adhered to;
- monitoring compliance with the Act, Listing Requirements and the Constitution of the Company;
- facilitating orientation of new director; and
- disseminating suitable training courses and arranging for Directors to attend such courses when requested.

Access to Information and Advice

Unless otherwise agreed, notice of each meeting confirming the venue, time, date and agenda of the meeting together with relevant Board papers will be forwarded to each director no later than seven (7) days before the date of the meeting. This is to ensure that Board papers comprising due notice of issues to be discussed and supporting information and documentations were provided to the Board sufficiently in advance. Furthermore, Directors are given sufficient time to read the Board papers and seek for any clarification as and when they may need advices or further explanation from management and Company Secretaries. The deliberations of the Board in terms of the issues discussed during the meetings and the Board's conclusions in discharging its duties and responsibilities are recorded in the minutes of meetings by the Company Secretaries and properly documented and maintained at the Registered Office of the Company.

The Board has access to all information within the Company to enable them to discharge their duties and responsibilities and is supplied on a timely basis with information and reports on financial, regulatory and audit matters by way of Board papers for informed decision making and meaningful discharge of its duties.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART I – BOARD RESPONSIBILITIES (cont'd)

1. Board's Leadership on Objectives and Goals (cont'd)

Access to Information and Advice (cont'd)

In addition, all Directors have direct access to the advice and services of the Company Secretaries who are responsible for ensuring the Board meetings procedures are adhered to and that applicable rules and regulatory are complied with. External advisers are invited to attend meetings to provide insights and professional views, advice and explanation on specific items on the meeting agenda, when required. The senior management team from different business units will also be invited to participate in the Board meetings to enable all Board members to have equal access to the latest updates and developments of business operations of the Group presented by the senior management team. The Chairmen of the Board Committees, namely, the ARMC, NC and RC briefs the Board on matters discussed as well as decisions taken at the meetings of their respective Board Committee meetings.

When necessary, Directors may, whether as a full Board or in their individual capacity, seek independent professional advice, including the internal and external auditors, at the Company's expense to enable the directors to discharge their duties with adequate knowledge on the matters being deliberated, subject to approval by the Chairman of the Board, and depending on the quantum of the fees involved.

2. Demarcation of Responsibilities

Board Charter

The Board Charter has been formalised and adopted by the Board, serves as a primary reference which sets out the composition of the Board, appointments of Directors, re-election of Directors, roles and responsibilities of the Board, Board Committees, Chairman, Executive Directors and Independent Non-Executive Directors.

The roles and responsibilities of the Board Committees, as well as the issues and decisions which required the Board Committees collective decision are also spelled out in the Terms of Reference of the respective Board Committees.

The Board will review the Board Charter from time to time to ensure that the Board Charter remains consistent with the Board's objectives, current law and practices. The Board Charter is available on the Company's website at www.mestron.com.my.

3. Good Business Conduct and Corporate Culture

Code of Conduct and Ethics

The Board is committed in maintaining a corporate culture which engenders ethical conduct through its Code of Conduct and Ethics, which summarises what the Company must endeavour to do proactively to increase corporate value, and which describes the areas in daily activities that require caution to minimise any risks that may occur.

The Code of Conduct and Ethics provides guidance for Directors and every employee of the Group regarding ethical and behavioural considerations and/or actions as they address their duties and obligations during the appointment.

The Board will review the Code of Conduct and Ethics when necessary to ensure it remains relevant and appropriate. The Code of Conduct and Ethics is available at the Company's website at www.mestron.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

3. Good Business Conduct and Corporate Culture (cont'd)

Whistle Blowing Policy and Procedures

The Board is committed in achieving and maintaining the highest standard of work ethics in the conduct of business to be in line with the Code of Conduct and Ethics and good corporate governance practices. The Group encourages its employees to report suspected and/or known misconduct, wrongdoings, corruption and instances of fraud, waste, and/or abuse involving the resources of the Group.

The Board has in place a Whistle Blowing Policy and serve as an avenue and mechanism to all employees and stakeholders of the Group to report concerns about any suspected wrongdoing, inappropriate behaviour or misconduct relating to fraud corrupt practices, and/or abuse, for investigation and management's action.

The Whistle Blowing Policy sets out the protection to reporting individual who has made the disclosure or report in good faith, the confidentiality and safeguarding in dealing with such disclosure or report, the communication channel and the procedurals flow of making the disclosure or report.

The Board will review the Whistle Blowing Policy when necessary to ensure it remains relevant and appropriate. The Whistle-Blowing Policy is available at the Company's website at www.mestron.com.my.

Anti-Bribery and Anti-Corruption Policy

The Board is committed to conducting its businesses in an ethical, responsible, transparent, and efficient manner. Hence, the Board inspires to reinforce good governance, preventive system and ensuring compliance with procedures, code of conduct and relevant laws in force by in place an Anti-Bribery and Anti-Corruption Policy to ensure employees of the Group discharge their duties in an ethical, responsible, transparent, and efficient manner and free from corruption. Also, to create a working environment that practices integrity work culture to enhance the trust and confidence of the Group's stakeholders.

The Board will review the Anti-Bribery and Anti-Corruption Policy at any time necessary so to do. The Anti-Bribery and Anti-Corruption Policy is available at the Company's website at www.mestron.com.my.

PART II – BOARD COMPOSITION

4. Board's objectivity

Board Composition and Balance

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

The Board consist of six (6) members and comprising four (4) Independent Non-Executive Directors, one (1) Managing Director and one (1) Executive Director. Thus, the requirement under Rules 15.02 of the Listing Requirements of Bursa Securities that at least two (2) Directors or 1/3 of the Board, whichever is higher, must be Independent Directors, is fulfilled. This is also in line with Practice 4.1 of the MCCG where it requires at least half of the Board members comprises independent directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

4. Board's objectivity (cont'd)

Board Composition and Balance (cont'd)

The current composition of the Board provides an effective Board with a mix of industry specific knowledge, broad based business and commercial experience together with independent judgement on matters of strategy, operations, resources and business conduct. The combination of professionals with diverse and varied backgrounds, wealth of experience and expertise in finance and corporate affairs also enables the Board to discharge its responsibilities effectively and efficiently. Profile of the Directors are as set out in this Annual Report.

During the FYE 2020, our NC assisted our Board in its annual assessment of the effectiveness of our Board as a whole, our Board Committee as well as the contribution of each individual Directors and assessment on the independence of the Independent Directors.

Tenure of Independent Directors

As at the date of this CG Overview Statement, none of the Independent Non-Executive Directors have served for a cumulative term of more than nine (9) years on the Board as Independent Non-Executive Directors.

Policy of Tenure of Independent Directors

As at the date of this CG Overview Statement, the Board has yet adopted a policy at limiting the tenure of Independent Directors. Nevertheless, the Company took note on the recommendation by MCCG, that the tenure of an Independent Director should not exceed cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the Board subject to the director's re-designation as a non-independent director. In the event the Board intends to retain such Director as an Independent Director after the latter has served a cumulative term limit of nine (9) years, the Board would justify the decision and seek shareholders' approval at a general meeting. If the Board continues to retain the Independent Director after twelfth (12) years, the Board would seek annual shareholders' approval through a two-tier voting process.

Diverse Board and Senior Management Team

The appointments of our Board members and Senior Management are made based on merit, in the context of diversity in skills, experience, age, background, gender, ethnicity and other factors which is in the best interests of our Group. The Board recognises diversity in the boardroom as an essential component of a good corporate governance.

Gender Diversity Policy

The Board is aware of the importance of boardroom diversity and is supportive of the recommendation of MCCG to the establishment of boardroom and workforce gender diversity policy. The Company has formalised a Gender Diversity Policy which is published on the Company's website at www.mestron.com.my. The Board believes that the evaluation of suitability of candidates should be based on the candidates' competency, character, time availability, integrity and experience in meeting the Company's needs. The Board constantly advocates fair and equal participation and opportunity for all individuals of the right calibre without any specific discrimination as to the age, ethnicity or gender of the candidates concerned.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

4. Board's objectivity (cont'd)

New Candidates for Board Appointment

The proposed appointment of a new member to the Board will be deliberated on by the Board based upon the recommendation of the NC. Selection of new candidates to be considered for new appointment as director is facilitated through recommendations either from the Board members, the Management, major shareholders and/or through independent sources, when necessary. Before any recommendation made to the Board, the NC will ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated based on a prescribed set of criteria comprising but not limited to the following:

- (a) Skills, knowledge, expertise and experience;
- (b) Professionalism and Integrity;
- (c) the outside commitments of a candidate to be appointed or elected as a Non-Executive Director and the need for that person to acknowledge that they have sufficient time to effectively discharge their duties;
- (d) Existing number of directorships held;
- (e) Confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and
- (f) In the case of candidates being considered for the position of Independent Director, such potential candidates have the ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "Independent Directors" prescribed by the Listing Requirements of Bursa Securities and being able to bring independent and objective judgement to the Board. Where required, the members of the Committee would meet up with potential candidates for the position of director to assess the suitability.

The final decision as to who shall be appointed as Director remains the responsibility of the full Board, after considering the recommendation of the NC. As a whole, the Company maintains a very lean number of Board members. The Board appoints its members through a formal and transparent selection process which is consistent with the Constitution of the Company. The Company Secretaries are tasked to ensure all appointments are properly made and all necessary information is obtained from the Directors, for the Company's records and for the purposes of meeting statutory obligations as well as obligations arising from the Listing Requirements.

Generally, the Board adopts a flexible approach when selecting and appointing new directors depending upon the circumstances and timing of the appointment. The NC will help assess and recommend to the Board, the candidature of directors, the appointment of directors to board committees, review of Board's succession plans and training programmes for the Board.

In general, the process for the appointment of a director to the Board is as follows:

- (i) The NC reviews the Board's composition through Board assessment/evaluation;
- (ii) The NC determines skills matrix;
- (iii) The NC evaluates and matches the criteria of the candidates, and may consider diversity, including gender, where appropriate;
- (iv) The NC recommends to the Board for appointment; and
- (v) The Board approves the appointment of the candidates.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

4. Board's objectivity (cont'd)

Nomination Committee

The Board has established a NC which comprised exclusively Independent Non-Executive Directors, with the responsibilities of assessing the balance composition of Board members, nominate the proposed Board member by considering his skills and expertise for contribution to the Company on an ongoing basis.

The Terms of Reference of the NC can be viewed at the Company's website at www.mestron.com.my.

The present members of the NC of the Company are:

Designation	Name	Directorship
Chairman	Tajul Arifin bin Mohd Tahir	Independent Non-Executive Chairman
Member	Leong Peng Phooi	Independent Non-Executive Director
Member	Datuk Ir. Mohd Dom Bin Ahmad	Independent Non-Executive Director
Member	Ng Kim Cheong	Independent Non-Executive Director

The summary of activities undertaken by the NC during the FYE 2020 included the following:

- (i) Assessed the independence of the Independent Directors of the Company;
- (ii) Reviewed the effectiveness of the Board, as a whole, Board Committees and individual Directors and make appropriate recommendation to the Board;
- (iii) Reviewed and recommended the appointment of Datuk Ir. Mohd Dom Bin Ahmad; and
- (iv) Reviewed and recommended the re-election of Directors at the forthcoming Annual General Meeting ("AGM") in accordance with the Company's Constitution.

5. Overall Board Effectiveness

Annual Evaluation

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

The criteria used by the NC in evaluating the performance of an individual, including contribution to interaction, integrity, competency and time commitment of the members of the Board and Board Committees in discharging their duties, are in a set of questionnaires. The independence of Independent Directors is assessed based on their relationship with the Group and their involvement in any significant transactions with the Group including their ability to exercise independent judgment at all times and based on the criteria set out in the Listing Requirements of Bursa Securities.

The results of the assessment would form the basis of the NC recommendation to the Board for the re-election of Directors at the next AGM. The Board did not engage any external party to undertake an independent assessment of the Directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

5. Overall Board Effectiveness (cont'd)

Annual Evaluation (cont'd)

All assessments and evaluations carried out will be documented and minuted by the Company Secretary. The results of all assessment and comments by Directors are summarised and deliberated at the NC meeting and thereafter reported to the Board for deliberation.

Based on the annual assessment conducted for the financial year, the Board and the NC is satisfied with the current size, composition as well as the mix of qualifications, skills and experience among the Board members and the independence demonstrated by all the Independent Non-Executive Directors, and that each of them continues to fulfil the definition of independence as set out in the Listing Requirements of Bursa Securities.

Re-election of Directors

The procedure on the re-election of directors by rotation is set out in the Company's Constitution. An election of Directors shall take place each year at the AGM of the Company, where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election. All Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. The Directors to retire shall be the Directors who have been serving in office for the longest duration since their appointment or last re-election.

Upon the recommendation of the NC and the Board, the Directors who are standing for re-election at the forthcoming AGM of the Company are:-

1. Tajul Arifin Bin Mohd Tahir
2. Leong Peng Phooi
3. Datuk Ir. Mohd Dom Bin Ahmad
4. Ng Kim Cheong

Board Commitment and Directorship in Other Public Listed Companies

At the time of appointment, the Board shall obtain the Director's commitment to devote sufficient time to carry out his responsibilities. Directors are required to notify the Chairman before accepting any new directorship(s). The notification would include an indication of the time that will be spent on the new appointment(s). Any Director is, while holding office, at liberty to accept other Board appointments in other companies so long as the appointment is not in conflict with the Company's business and does not affect the discharge of his/her duty as a Director of the Company. To ensure the Directors have the time to focus and fulfill their roles and responsibilities effectively, one (1) criterion as agreed by the Board is that they must not hold directorships at more than five (5) public listed companies as prescribed in the Rules 15.06 of the Listing Requirements of Bursa Securities.

To facilitate the Directors' time planning, an annual meeting calendar which provides the schedule dates for meetings of the Board and Board Committees as well as the AGM is prepared and circulated to them before the beginning of every financial year. At the end of each Board and Audit Committee meetings, the date of the next meetings is to be re-confirmed. Additional meetings are convened when urgent and important decisions need to be made between scheduled meetings. This is to ensure the Directors that they allocate sufficient time to discharge their duties effectively.

The Directors have demonstrated their ability to devote sufficient time and commitment to their roles and responsibilities as Directors of the Company. The Board is satisfied with the level of time and commitment given by the Directors of the Company towards fulfilling their duties and responsibilities.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

5. Overall Board Effectiveness (cont'd)

Board Commitment and Directorship in Other Public Listed Companies (cont'd)

All the Directors complied with the minimum 50% attendance in respect of Board Meetings held during the FYE 2020 as stipulated under Rule 15.05 of the Listing Requirements of Bursa Securities.

The Board meets on a quarterly basis, with amongst others, review the operations, financial performance, reports from the various Board Committees and other significant matters of the Group. Where any direction or decisions are required expeditiously or urgently from the Board between the regular meetings, special Board meetings will be convened by the Company Secretaries, after consultation with the Chairman. Additionally, in between Board meetings, the Directors also approved various matters requiring the sanction of the Board by way of circular resolutions.

Continuing Professional Development

All Directors appointed to the Board have undergone the Mandatory Accreditation Program ("MAP") prescribed by Bursa Securities. Although the Board does not have a policy requiring each Director to attend a specific number and types of training sessions each year, the Directors are encouraged to attend continuous education programmes/seminars/conferences and shall as such receive further training from time to time to keep themselves abreast of the latest development in statutory laws, regulations and best practices, where appropriate, in line with the changing business environment and enhance their business acumen and professionalism in discharging their duties to the Group.

Details of seminars/conferences/training programmes attended by the Board members during the FYE 2020 as listed below:

Name of Directors	Seminars/Conferences/Training Programmes Attended
TAJUL ARIFIN BIN MOHD TAHIR	<ul style="list-style-type: none"> Anti-Bribery and Corruption Management System Managing your fraud risk: Are you doing enough?
POR TEONG ENG	<ul style="list-style-type: none"> Sustainability Report Awareness Anti-Bribery and Corruption Management System
LOON CHIN SENG	<ul style="list-style-type: none"> Sustainability Report Awareness Anti-Bribery and Corruption Management System
LEONG PENG PHOOI	<ul style="list-style-type: none"> Anti-Bribery and Corruption Management System
PHANG SZE FUI (Resigned w.e.f. 9 March 2021)	<ul style="list-style-type: none"> Leveraging on Tax Measures to Maximise Cashflow COVID-19: In the Eyes of CFOs Anti-Bribery and Corruption Management System Capital Market Advisory Committee (CMAC) Webinar: Guidance Note on Accountant's Report by Reporting Accountants How Business Benefit from Human Resource Automation Managing Your Fraud Risk: Are you doing enough? 2021 Budget Seminar Financial Modelling for Forecasting, Budgeting and Financial Statements in Excel
DATUK IR. MOHD DOM BIN AHMAD	<ul style="list-style-type: none"> Mandatory Accreditation Programme for Directors of Public Listed Companies by Asia School of Business
NG KIM CHEONG (Appointed w.e.f. 12 March 2021)	N/A

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART II – BOARD COMPOSITION (cont'd)

5. Overall Board Effectiveness (cont'd)

Continuing Professional Development (cont'd)

In addition, during the financial period under review, the Directors would be updated on recent developments in the areas of statutory and regulatory requirements from the briefing by the External Auditors, the Internal auditors and the Company Secretaries during the Committee and/or Board meetings and suitable training and education programmes were identified for their participation from time to time.

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

PART III – REMUNERATION

6. Level and Composition of Remuneration

Remuneration Policies

The Board believes that the Company have a fair remuneration policy to attract, retain and motivate Directors and Senior Management. The remuneration policy of the Board provides that all Executive Directors and Senior Management are remunerated based on the individual's performances and that of the Group, market conditions and their responsibilities, whilst the remuneration of the Non-Executive Directors is determined in accordance with their experience, level of responsibilities assumed in the Board Committees, their attendance and/or special skills and expertise they bring to the Board.

It has established a RC to review and ensure that the remuneration of Directors and Senior Management fairly reflect their responsibilities, the expertise required by the Company and the complexity of its operations. The said remuneration should also be in line with the business strategy and long term objectives of the Company. The aggregate annual Directors' fees and other benefits payable are to be approved by shareholders at the AGM based on recommendations of the Board.

Remuneration Committee

The Board has set up a RC which comprises exclusively Independent Non-Executive Directors in order to assist the Board for determining the Director's remuneration.

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

However, the ultimate responsibility to approve the remuneration of the Directors remains with the Board as a whole. The respective Director is not involved in any discussions and/or deliberations with regards to their own remuneration.

The Terms of Reference of the RC can be viewed at the Company's website at www.mestron.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART III – REMUNERATION (cont'd)

6. Level and Composition of Remuneration (cont'd)

Remuneration Committee (cont'd)

The present members of the RC are as follow:

Designation	Name	Directorship
Chairman	Tajul Arifin Bin Mohd Tahir	Independent Non-Executive Chairman
Member	Leong Peng Phooi	Independent Non-Executive Director
Member	Datuk Ir. Mohd Dom Bin Ahmad	Independent Non-Executive Director
Member	Ng Kim Cheong	Independent Non-Executive Director

The summary of activities undertaken by the RC during the FYE 2020 included the following:

- (i) Reviewed and recommended the payment of Directors' fees and other benefits payable to Independent Non-Executive Directors to the Board for approval.
- (ii) Reviewed and recommended the payment of 2020 bonus and salary increment for the Executive Directors for financial year 2021 to the Board for approval.

7. Remuneration of Directors and Senior Management

The remuneration of the Executive Directors is determined fairly based on the performance and the profitability of the Group as a whole. The Directors' remuneration is at the discretion of the Board, taking into account the comparative market rates that commensurate with the level of contribution, experience and participation of each Director. The overriding principle adopted in setting the remuneration packages for the Executive Directors by the RC is to ensure that the Company attracts and retains the appropriate Directors of the calibre needed to run the Group successfully.

The determination of the remuneration for Non-Executive Directors is a matter of the Board as a whole. The level of remuneration for Non-Executive Directors reflects the amount paid by other comparable organisations, adjusted for the experience and levels of responsibilities undertaken by the particular Non-Executive Directors concerned. The remuneration package of Non-Executive Directors will be a matter to be deliberated by the Board, with the Director concerned abstaining from deliberations and voting on deliberations in respect of his individual remuneration. In addition, the Company also reimburses reasonable out-of-pocket expenses incurred by all the Non-Executive Directors in the course of their duties as Directors of the Company. The aggregate annual Directors' fees and other benefits payable are to be approved by shareholders at the AGM based on recommendations of the Board.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (cont'd)

PART III – REMUNERATION (cont'd)

7. Remuneration of Directors and Senior Management (cont'd)

Details of Directors' Remuneration

The respective Directors are abstained from discussing and deliberating on their own remuneration and Directors' fees and it has to be approved by shareholders at the AGM. The details of the remuneration of the Directors of the Company comprising remuneration received/receivable from the Company and subsidiary company during the FYE 2020 are as follows: -

Directors	Fees (RM)	Salaries and * other emoluments (RM)	Total (RM)
TAJUL ARIFIN BIN MOHD TAHIR	60,000.00	-	60,000.00
POR TEONG ENG	-	810,763.40	810,763.40
LOON CHIN SENG	-	889,963.40	889,963.40
LEONG PENG PHOOI	36,000.00	-	36,000.00
PHANG SZE FUI (Resigned w.e.f. 9 March 2021)	78,000.00	-	78,000.00
DATUK IR. MOHD DOM BIN AHMAD	7,333.33	-	7,333.33

Note:

* Other emoluments include the meeting allowance and other benefits and allowances for the Directors of the Company.

Remuneration of Top Five Senior Management

The remuneration paid to the top five senior management including salary, bonus, benefits in-kind and other emoluments during the FYE 2020 analysed into bands of RM50,000 are as follows: -

Name of Senior Management	Range of Remuneration
Neo Yeung Tat	RM100,001 to RM150,000
Lai Jian Hong	RM150,001 to RM200,000
Tan Hock Choon	RM150,001 to RM200,000
Lee Chun Heng	RM200,001 to RM250,000

The Board ensures that the remuneration of the Senior Management commensurate with their individual performances and level of responsibility as well as the demands, complexities and performance of the Company, with due consideration to attract, retain and motivating the Senior Management.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

PART I – AUDIT AND RISK MANAGEMENT COMMITTEE

8. Audit and Risk Management Committee (“ARMC”)

The ARMC is relied upon by the Board to, amongst others, provide advice in the areas of financial reporting, external audit, internal control environment and internal audit process, review of related party transactions as well as conflict of interest situation. The ARMC also undertakes to provide oversight on the risk management framework of the Group.

Chairman of Audit and Risk Management Committee

The current composition of ARMC comprises of four (4) members, all of whom are Independent Non-Executive Directors. The ARMC is chaired by an Independent Director who is distinct from the Chairman of the Board. All members of the ARMC are relatively financially literate, and the Chairman of ARMC is a member of Malaysian Institute of Accountants.

The Terms of Reference of the ARMC can be viewed at the Company's website at www.mestron.com.my.

Former Key Audit Partner

None of the Board member nor the ARMC were former key audit partner of the External Auditors appointed by the Group. The Company will observe a cooling-off period of at least two years in the event any potential candidate to be appointed as a member of the ARMC was a key audit partner of the external auditors of the Group.

Assessment of Suitability and Independence of External Auditors

The ARMC has established a transparent and appropriate relationship with the Company's External Auditors. The Auditors will highlight to the ARMC and the Board on matters that require the Board's attention.

The ARMC is responsible for reviewing the audit, recurring audit-related and non-audit services provided by the External Auditors. The ARMC has been explicitly accorded the power to communicate directly with both the External Auditors and Internal Auditors. The terms of engagement for services provided by the External Auditors are reviewed by the ARMC prior to submission to the Board for approval. The effectiveness and performance of the External Auditors are reviewed annually by the ARMC.

To assess or determine the suitability and independence of the External Auditors, the ARMC has taken into consideration of the following:

- (i) the adequacy of the experience, competence and resources of the External Auditors;
- (ii) the External Auditor's ability to meet deadlines in providing services and responding to issues in a timely manner as contemplated in the external audit plan;
- (iii) the nature of the non-audit services provided by the External Auditors and fees paid for such services relative to the audit fee; and
- (iv) whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit arising from the provision of non-audit services or tenure of the External Auditors.

Annual appointment or re-appointment of the External Auditors is via shareholders' resolution at the AGM on the recommendation of the Board. The External Auditors are being invited to attend the AGM of the Company to response and reply to the shareholders' enquiries on the conduct of the statutory audit and the preparation and contents of the audited financial statement.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (cont'd)

PART I – AUDIT AND RISK MANAGEMENT COMMITTEE (cont'd)

8. Audit and Risk Management Committee (“ARMC”) (cont'd)

Assessment of Suitability and Independence of External Auditors (cont'd)

The ARMC will meet with the External Auditors without the presence of Executive Director and members of management at least once during the year regarding relevant audit and accounting issues and to ensure that the independence and objectivity of the External Auditors are not compromised.

In presenting the Audit Planning Memorandum to the ARMC, the External Auditors have highlighted their internal policies and procedures with respect to their audit independence and objectivity which include safeguards and procedures and independent policy adopted by them. The External Auditors have also provided the required independence declaration to the ARMC and the Board for the FYE 2020.

The ARMC is satisfied with the competence and independence of the External Auditors for the FYE 2020. Having regard to this, the Board approved the ARMC's recommendation for the shareholders' approval to be sought at the AGM on the reappointment of Messrs Grant Thornton Malaysia as the External Auditors of the Company for the financial year ending 31 December 2021.

Composition of the Audit and Risk Management Committee

The current composition of ARMC comprises of four (4) members, all of whom are Independent Non-Executive Directors, as follows:

Designation	Name	Directorship
Chairman	Ng Kim Cheong	Independent Non-Executive Director
Member	Tajul Arifin Bin Mohd Tahir	Independent Non-Executive Chairman
Member	Leong Peng Phooi	Independent Non-Executive Director
Member	Datuk Ir. Mohd Dom Bin Ahmad	Independent Non-Executive Director

All members of the ARMC are relatively financially literate and have relevant experience to carried out their duties. The terms of reference and summary of activities of the ARMC are set out in the Audit and Risk Management Committee Report in this Annual Report.

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

9. Effective Risk Management and Internal Control Framework

The Audit Committee was merged together with the Risk Management Committee to form the ARMC and the ARMC is comprised of entirely Independent Non-Executive Directors.

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT (cont'd)

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT (cont'd)

PART II – RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK (cont'd)

9. Effective Risk Management and Internal Control Framework (cont'd)

As an ongoing process, significant business risks faced by the Group are identified and evaluated and consideration is given to the potential impact of achieving the business objectives. This includes examining principal business risks in critical areas, assessing the likelihood of material exposures and identifying the measures taken to mitigate, avoid or eliminate these risks.

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

10. Internal Audit Function

The Group outsourced its internal audit function to an independent professional firm, Sterling Business Alignment Consulting Sdn Bhd to provide an independent assessment and assurance over the system of internal control of the Group to the ARMC and the Board.

Further details of the activities of the internal audit function are set out in the Statement on Risk Management and Internal Control in this Annual Report.

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

PART 1 – COMMUNICATION WITH STAKEHOLDERS

11. Continuous Communication Between Company and Stakeholders

The Board recognises that information is the lifeblood of capital market and effective communication between the Group and its stakeholders is imperative for informed decision-making. The Group also places strong emphasis on the importance of timely and equitable dissemination of information to shareholders and other stakeholders. Whilst the Group endeavours to provide as much information as possible to its stakeholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information.

The communication channels used in the Company's engagement with its stakeholders include:

- a) The Company's website;
- b) Announcements via Bursa Link;
- c) Annual Reports;
- d) General Meetings; and
- e) Investors, analyst and media briefings.

The practice of disclosure of information is not established just to comply with the requirement of the Listing Requirements of Bursa Securities, but also to adopt the best practices recommended in the MCCG with regard to strengthening engagement and communication with shareholders.

The Company believes that consistently maintaining a high level of disclosure and extensive communication is vital to shareholders and investors in making informed investment decisions.

The Directors have general responsibility for taking such steps to safeguard the assets of the Group and of the Company and to prevent and detect fraud and other irregularities.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

(cont'd)

PRINCIPLE C: INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS (cont'd)

PART II – CONDUCT OF GENERAL MEETINGS

12. Shareholder Participation at General Meetings

The General Meeting serves as the principal avenue for shareholders to engage the Board and Senior Management in a constructive two-way dialogue. Shareholders are encouraged to actively participate during Annual General Meeting ("AGM") and/or Extraordinary General Meeting ("EGM") by raising questions and providing feedbacks to the Board and Senior Management. During the financial year ended 31 December 2020, all Directors including the respective Chairmen of the Board Committees, were present during the Third (3rd) AGM to facilitate shareholder engagement and provide clear and meaningful responses to shareholders' concerns and queries. Feedbacks gathered during the AGM are evaluated and considered for further action by the Board and Senior Management.

The notice of the upcoming AGM, which is scheduled to be held on 18 June 2021, has been made available to shareholders more than twenty-eight (28) days prior to the meeting in order to accord shareholders with sufficient time to review the Group's financial and operational performance as well as the resolutions that are to be tabled during the AGM.

The Company has implemented poll voting for all the resolutions set out in the Notice of AGM and EGM to be voted to expedite verification and counting of votes. In addition, the Company appointed scrutineer to validate the votes cast at the general meetings.

COMPLIANCE STATEMENT

The Board is of the view that the Group upholds adequate CG and shall remain committed to attaining the highest possible standards through the continuous adoption of the principles and best practices set out in MCCG and all other applicable laws, where applicable and appropriate. This CG Overview Statement was approved by the Board on 16 April 2021.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Audit and Risk Management Committee ("ARMC") was established on 15 October 2018 with the primary objective to provide additional assurance to the Board of the Group by giving an objective and independent review of financial, operational and administrative controls and procedures, establish and maintain internal controls, reinforce the independence of the Group's External Auditors, evaluate the quality of the Internal Audit function and oversee compliance with laws and regulations together with observance of a proper code of conduct.

COMPOSITION OF THE ARMC

The present members of the ARMC are as follows:

Designation	Name	Directorship
Chairman	Ng Kim Cheong	Independent Non-Executive Director
Member	Tajul Arifin Bin Mohd Tahir	Independent Non-Executive Chairman
Member	Leong Peng Phooi	Independent Non-Executive Director
Member	Datuk Ir. Mohd Dom Bin Ahmad	Independent Non-Executive Director

The ARMC comprises of all Independent Non-Executive Directors. The ARMC Chairman, Mr. Ng Kim Cheong, is a member of the Malaysian Institute of Accountants. The ARMC, therefore, meets the requirement of Rules 15.09 and 15.10 of the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and Practice 8.4 of the Malaysian Code on Corporate Governance ("MCCG").

The Company recognised the need to uphold independence of its external auditors and that no possible conflict of interest whatsoever should arise. None of the members of the ARMC were former key audit partners of the External Auditors appointed by the Group. The Company will observe a cooling-off period of at least two (2) years in the event any potential candidate to be appointed as a member of the ARMC was a key audit partner of the external auditors of the Group.

TERMS OF REFERENCE

The Terms of Reference of the ARMC which set out its duties and responsibilities are accessible via the Company's website at www.mestron.com.my.

FINANCIAL LITERACY OF THE MEMBERS OF ARMC

The members of the ARMC have the relevant experience and expertise in finance and accounting, and have carried out their duties in accordance with the Terms of Reference of the ARMC. The qualification and experience of the individual ARMC members are disclosed in the Directors' Profile in the Annual Report.

All members of ARMC have also undertaken and will continue to undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules as and when required to enable them to effectively discharge their duties.

ATTENDANCE OF MEETINGS

During the financial year ended 31 December 2020 ("FYE 2020"), the ARMC held five (5) meetings. Details of the attendance of ARMC members are as follow:

Members	Attendance
Phang Sze Fui (resigned w.e.f. 9 March 2021)	5/5
Tajul Arifin Bin Mohd Tahir	5/5
Leong Peng Phooi	5/5
Datuk Ir. Mohd Dom Bin Ahmad (appointed w.e.f. 17 November 2020)	1/1
Ng Kim Cheong (appointed as Chairman w.e.f. 12 March 2021)	N/A

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

ATTENDANCE OF MEETINGS (CONT'D)

The Group Chief Financial Officer was invited to all ARMC meetings to facilitate direct communications and to provide clarification on financial reports. Other Board members and designated members of Senior Management may also attend these meetings on the invitation of the ARMC. The internal auditors and external auditors are also invited to attend the ARMC meetings to present their audit plan and audit findings respectively, and for the external auditors to assist the ARMC in its review of the unaudited quarterly financial reports and year-end financial statements. Minutes of each meeting were recorded and tabled for confirmation at the next ARMC meeting and subsequently presented to the Board for notation.

SUMMARY OF ACTIVITIES OF THE ARMC

The activities undertaken by the ARMC in the discharge of its functions and duties for the FYE 2020 is summarised as follows: -

Ensuring Financial Statements Comply with Applicable Financial Reporting Standards:

- (a) Reviewed the financial positions, unaudited quarterly interim financial reports and announcements for the respective financial quarters prior to submission to the Board for consideration and approval. The review is to ensure that the Company's unaudited quarterly financial reporting and disclosures present a true and fair view of the Group's financial position and performance are in compliance with the Malaysian Financial Reporting Standard 134 – Interim Financial Reporting Standards in Malaysia and International Accounting Standards 34 – Interim Financial Reporting as well as applicable disclosure provisions of the Listing Requirements of Bursa Securities;
- (b) Reviewed the annual audited financial statements and the external auditors' findings and recommendations for the FYE 2020. In the review of the audited financial statements, the ARMC had discussed with Management and the external auditors the accounting principles and standards that were applied and their judgement of the items that may affect the financial statements as well as issues and reservations arising from the statutory audit; and
- (c) Reviewed any changes in the implementation of major accounting policies and practices to the Group.

Reviewing the Audit Findings of the External Auditors and Evaluate their Performance, Suitability and Independence of External Auditors:

- (a) Reviewed the audit plan of the external auditors in terms of their scope of audit, methodology and timetable, audit materiality, areas of focus prior to the commencement of their annual audit;
- (b) Reviewed and discussed the external auditors' audit report and areas of concern highlighted in the management letter, including management's responses to the concerns raised by the external auditors, and evaluation of the system of internal controls;
- (c) Met up with the external auditors without the presence of executive board members and management personnel to further discuss matters arising from audit; and
- (d) Evaluated the performance of the external auditors and considered the re-appointment of external auditors and their audit fees, after taking into consideration of the independence and objectivity of the external auditors and the cost effectiveness of their audit, before recommending to the Board for approval.

Overseeing the Governance Practices in the Group

- (a) Reviewed the ARMC Report, Corporate Governance Overview Statement and Statement of Risk Management and Internal Control before recommending to the Board for approval, for inclusion in the Annual Report;
- (b) Reviewed the related party transactions that may arise within the Company or the Group to ensure that they were not detrimental to the interests of the minority shareholders; and
- (c) Reviewed the adequacy and effectiveness of the Group's internal control system and reported to the Board.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT (cont'd)

SUMMARY OF ACTIVITIES OF THE ARMC (CONT'D)

The activities undertaken by the ARMC in the discharge of its functions and duties for the FYE 2020 is summarised as follows (cont'd): -

Reviewing the Audit Findings of the Internal Auditors and Assisting the Board in Reviewing the Effectiveness and Adequacy of Systems of Internal Control in the Key Operation Processes:

- (a) Reviewed and approved the internal auditors' plan;
- (b) Reviewed and discussed the internal auditors reports which outlined the recommendations towards correcting areas of weaknesses and ensured that management action plans were established for the implementation of the internal auditors' recommendations. Summary of internal auditors' reports presented to the ARMC provides status updates for management action plans to address the findings reported in the previous audit cycles; and
- (c) Reviewed the adequacy of the scope, functions and competency of the internal auditors' function, and the results of the internal auditors' process to ensure the appropriate actions are taken of the recommendations of the internal auditors' function.

INTERNAL AUDIT FUNCTIONS AND ACTIVITIES

The Internal Audit Function is outsourced to an independent professional Internal Audit Firm namely, Sterling Business Alignment Consulting Sdn. Bhd. ("Sterling"). Sterling is a corporate member of the Institute of Internal Auditors Malaysia (IIAM). Sterling has a sufficient number of audit staff deployed for the internal audit reviews during the financial year under review.

The Internal Audit firm appointed by the Company is free from any relationship or conflict of interest of activities related to business operations. The internal auditors use the Committee of Sponsoring Organizations of the Treadway Commission (COSO) – Internal Control Framework set by relevant professional bodies, namely the Institute of Internal Auditors, as a basis for evaluating the effectiveness of the internal control system.

The internal audit activities were reported directly to the ARMC based on the approved annual Internal Audit Plan. The approved annual Internal Audit Plan is designed to cover entities across all level of operations within the Group.

The principal role of the internal auditors is to independently review the internal control system established by the management, its adequacy and effectiveness with the objectives set and to make appropriate recommendations for further improvement. With the internal audit function being put in place, remedial actions can be taken in relation to weaknesses identified and noted in the systems and controls of the respective operating units.

During the FYE 2020, the following activities were carried out by the internal auditors in discharge of its responsibilities:

- (a) Present the Internal Audit Plan for the year for review and evaluate by the ARMC;
- (b) Reviewed the Finance & Accounts and Administration functions of Mestron Engineering Sdn Bhd;
- (c) Reviewed the Production/ Manufacturing and Structural Design Development function of Mestron Engineering Sdn Bhd;
- (d) Identification of risks and implementation of recommendations to mitigate the risks; and
- (e) Follow up on implementation and disposition of audit findings and recommendation;

For the financial year under review, the total costs incurred by the Group for the internal audit functions was RM39,000.

The ARMC and the Board are satisfied with the performance of the outsourced internal auditors and have in the interest of greater independence and continuity in the internal audit function, taken the decision to continue with the outsourcing of the internal audit function.

This ARMC Report has been reviewed by the ARMC and approved by the Board on 16 April 2021.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL

Introduction

Pursuant to Rule 15.26(b) and Guidance Note 11 of the Bursa Malaysia Securities Berhad's ACE Market Listing Requirements ("Listing Requirements"), the Board of Directors ("the Board") of Mestron Holdings Berhad ("Mestron" or "the Company") is pleased to present the statement on the state of the internal controls of the Group for the financial year ended 31 December 2020. The scope of this Statement includes the Company and its operating subsidiaries. This statement is guided by the Statement of Risk Management and Internal Control: Guidelines for Directors of Listed Issuers issued by the Taskforce on Internal Control with the support and endorsement of the Bursa Malaysia Securities Berhad and Malaysian Code on Corporate Governance 2017 ("MCCG").

Board Responsibility

The Board recognises that it is ultimately responsible for Mestron's importance of good risk management practices and sound internal controls as a platform for good corporate governance. The Board acknowledges its overall responsibility for maintaining a sound system of risk management and internal control, and for reviewing its adequacy and effectiveness to ensure shareholder's interests and the Group assets are safeguarded. In addition, the Board has also received assurance from the Managing Director ("MD"), Executive Director ("ED") and Senior Management that the Group's risk management and internal control not only covers the financial aspects of the Group but operational and compliance aspects of the Group system are operating adequately and effectively.

Due to inherent limitations in any risk management and internal control system, such a system is designed to manage the risk that may impede the achievement of the Group's business objectives rather than eliminate these risks. Therefore, the risk management and internal control system can only provide reasonable and not absolute assurance against fraud, material misstatement, losses, or errors.

The Board through its Audit and Risk Management Committee ("ARMC") has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Group and this process includes enhancing the risk management and internal control system as and when there are changes to the business environment and regulatory requirements. The process is reviewed by the Board and the ARMC on a periodic basis.

The effectiveness of internal controls was reviewed by the ARMC in relation to the audits conducted by internal auditors ("IA") during the financial year. Audit issues and actions taken by Management to address the issues tabled by IA were deliberated during the ARMC meetings. Minutes of the ARMC meetings which recorded these deliberations were presented to the Board.

Risk Management

The Board recognises the importance of risk management to safeguard shareholders' investment and our Group's assets. As such, the Board has an established ongoing process for identifying, evaluating and managing the significant risks encountered by the Company in accordance with the Guidance for Directors of Public Listed Companies on Statement of Risk Management and Internal Control Risk Management as an integral part of the business operations and this process goes through a review process by the Board.

Management is entrusted to identify significant risks for onward reporting to the ARMC so that remedial measures may be taken to mitigate the risks as appropriate. For each risk identified, the risk management process includes assessing the likelihood of its occurrence and the impact thereof. The significant risks faced by our Group, including action plans to mitigate risks within acceptable levels, shall be reported by ARMC to our Board at least once a year.

Further, these risks were also summarised and included in the Group's risk management report. There is an on-going risk management process to identify, evaluate, monitor and manage significant risks faced by the Group throughout the financial year under review and up to the date of approval of this statement for inclusion in the annual report by the Management. This is to ensure that all high risks are adequately addressed at various levels within the Group.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

Risk Management (cont'd)

The roles and responsibilities of the ARMC, which is chaired by the Independent and Non-Executive Director, in relation to risk management are as follows:

1. Overseeing and recommend the Group's risk appetite and risk management policies to the Board;
2. Recommend and review the implementation of the Group's internal controls and risk management framework;
3. Review the processes and procedures for ensuring all materials business risks are properly identified with appropriate monitoring and control system;
4. Receive and review risk management reports and make recommendations for changes in policies and procedures as and when required;
5. Consider material risk factors, risk tolerance levels, review the actions taken in response, mitigation and prevention actions;
6. Consider the effect of any material findings on business risks, financial risks, compliance risks and operational risks that may impact the Group's performance; and
7. Consider the effect of risks of any findings highlighted by the internal auditors (if any) or any independent reviews carried out for the Group.

The Board recognises that risk management shall be an integral part of the Group's culture and embedded into the day-to-day management of operations, processes and structures. Thus, it should be extensively applied in all decision-making and strategic planning. The Management team is responsible for managing risks related to their functions or departments. The ARMC relies on the Senior Management team to support in terms of:

1. Managing the inherent risk of business processes under his/her control;
2. Identifying risks, evaluating and executing risk control measures;
3. Reporting significant risks to the ARMC and the Board at scheduled meetings in a proactive, responsible and accountable manner; and
4. Providing oversight on the establishment, implementation and review of the effectiveness of the risk management framework and internal control systems to the ARMC and the Board.

The Board regards risk management as an integral part of the Group's business operations and has oversight over this critical area through the ARMC. The ARMC, supported by the IA, provides an independent assessment of the effectiveness of the Group's Risk Management framework and reports to the Board. This helps to reduce the uncertainties surrounding the Group's internal and external environment, thus allowing it to maximise opportunities and minimise adverse incidences that may arise. The major risks to which the Group is exposed which including strategic, operational, regulatory, financial, market, technological, products, reputational risks as well as corporate liabilities risks.

Internal Audit

The Board is fully aware of the importance of the internal audit function. The Group and has engaged an independent professional consulting firm namely Sterling Business Alignment Consulting Sdn Bhd ("IA Firm") to provide independent assurance to the Board and ARMC in providing an independent assessment on the adequacy, efficiency and effectiveness of the Group's internal control system.

The IA Firm reports directly to the ARMC by providing insights and recommendations from their analyses, evaluations and assessment of data on the adequacy and effectiveness of the Group's system on the risk management and internal control on a quarterly basis. The IA firm is free from any relationships or conflicts of interest, which could impair its objectivity and independence of the internal audit function. The firm does not have any direct operational responsibility or authority over any of the activities audited. The ARMC is of the opinion that the internal audit functions are effective and able to function independently.

Scheduled internal audits are carried out based on the annual audit plan approved by the ARMC. The internal auditors align their current internal audit practices with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) internal Controls – Integrated Framework. Using this framework, all internal control assessments performed by IA are based on the internal control elements, scope and coverage. On a quarterly basis, the IA Firm presents the ARMC with the internal audit reports. During the year under review, internal audit reviews were carried out by the internal audit team to address the related internal control weaknesses. Weaknesses identified during the reviews together with the improvement measures to strengthen the internal controls were reported accordingly.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

Internal Audit (cont'd)

The internal audit function assists the Board and Senior Management team in providing an independent assessment of the effectiveness and adequacy of the Group's system of internal controls. The assessment of the adequacy and effectiveness of internal controls established in mitigating risks is carried out through interviews and discussion with the Management team, review of relevant established policies and procedures and authority limits, and observing and testing of the internal controls on a sample basis. The internal audit reviews have resulted in an action plan to be taken by the Group to address the weaknesses noted. Identified enhancement opportunities are then reported to be taken by the Group to address the weaknesses noted. Identified enhancement opportunities are reported to the ARMC, who in turn reports these matters to the Board. Any highlighted issues will be followed up closely to determine the extent of the recommendation that has been implemented by the Senior Management.

For the financial year ended 31 December 2020, 2 internal audit reviews and 2 follow up reviews had been carried out and reported by Internal Auditors:

Audit Period	Reporting Month	Name of Entity Audited	Audit Areas
January – March 2020	May 2020	Mestron Engineering Sdn Bhd	Follow up review
April – June 2020	August 2020	Mestron Engineering Sdn Bhd	Sales and Marketing
July – September 2020	November 2020	Mestron Engineering Sdn Bhd	Procurement & Inventory Management
October – December 2020	February 2021	Mestron Engineering Sdn Bhd	Follow up review

All reports from the internal audit reviews carried out were submitted and presented to the ARMC with the feedback and agreed corrective actions to be undertaken by Management. Subsequently, the progress of these corrective actions was monitored and verified by IA on a regular basis and submitted to the ARMC. IA committed to equipping the internal auditors with sufficient knowledge, skills and competencies to discharge their duties and responsibilities.

Internal Control

The Board acknowledges that a sound system of internal control reduces, but cannot eliminate the possibility of poor judgment in decision-making, human error, control processes being deliberately circumvented by employees, management overriding controls, and the occurrence of unforeseeable circumstances.

The Management receives and reviews regular reports on key financial data, performance indicators and regulatory matters. This is to ensure that matters requiring the Board's attention are highlighted for review, deliberation and decision making on a timely basis. The Board will approve the appropriate responses or amendments to the Group's policies.

The internal control matters are reviewed and the Board is updated on significant control gaps, if any, for the Board's attention and action. Issues relating to the business operations are also highlighted to the Board's attention during Board meetings and any significant fluctuation or exception noted will be and acted in a timely manner.

Other key elements of the Group's internal control systems are as follows:

- An organisational structure in the Group with formally defined lines of responsibility and delegation of authority;
- Clearly defined terms of reference, authorities and responsibilities of the various Board committees which include the ARMC, Nomination and Remuneration Committee;
- Well-defined organisational structure with clear lines of authority, accountability and responsibilities of the Management team;
- Clearly defined and formalised internal policies and procedures are in place to support the Group in achieving its business objectives. These policies and procedures provide a basis for ensuring compliance with applicable laws and regulations, and also internal controls with respect to the conduct of business;

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL (cont'd)

Internal Audit (cont'd)

Other key elements of the Group's internal control systems are as follows (cont'd):

- Quarterly review of financial results by the Board and the ARMC;
- Active participation and involvement by the MD and ED in the day-to-day running of the major businesses and regular discussions with the Senior Management of smaller business units on operational issues;
- Review of internal audit reports and findings by the ARMC; and
- Monthly review of Group management accounts by MD, ED and Management.

The Group will continue to foster a risk-awareness culture in all decision-making and manage all risks in a proactive and effective manner. This is to enable the Group to respond effectively to the changing business and competitive environment.

Review of the Statement by External Auditors

As required under Rule 15.23 of the Listing Requirements of Bursa Securities, the external auditors have reviewed this Statement on Risk Management and Internal Control.

Their review was performed in accordance with the Audit and Assurance Practice Guide ("AAPG") 3: Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control Included in Annual Report issued by the Malaysian Institute of Accountants. AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

Based on their review, nothing has come to the attention that causes them to believe that this statement is not prepared, in all aspects, in accordance with the disclosures required by paragraph 41 and 42 of the Guidelines to be set out, nor is factually inaccurate.

Management's Assurance

The Board regularly receives and reviews the report on the effectiveness of the risk management and internal control from the Management, and is of the view that is adequate to safeguard the shareholders' interest and the Group's assets. The role of the Management is to implement the Board's policies and guidelines on risks and controls, to identify and evaluate the risks faced and to operate a suitable system of internal controls to manage these risks.

The Board has obtained assurances from the MD, ED and Chief Financial Officer that the Group's system of Risk Management and Internal Control is operating adequately and effectively for the financial year under review and up to date as of this Statement.

Conclusion

For the financial year under review, there were no significant internal control deficiencies the view that the existing Group's system of risk management and internal control is adequate to safeguard shareholders' investments and the Group's assets. However, the Board is also cognisant of the fact that the Group's system of risk management and internal control practices must continuously evolve to meet the changing and challenging business environment. Therefore, the Board will, when necessary, put in place appropriate action plans to further enhance the Group's system of internal control and risk management framework.

This Statement on Risk Management and Internal Control was approved by the Board on 16 April 2021.

STATEMENT OF DIRECTORS' RESPONSIBILITY

The Directors are required pursuant to the Act to prepare the financial statements for each financial year in accordance with the applicable approved accounting standards in Malaysia.

The Directors are responsible to ensure that the financial statements give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year, and of the results and cash flows of the Company and the Group for the financial year.

In ensuring the preparation of these financial statements, the Directors have observed the following criteria:

- overseeing the overall conduct of the Group and the Company's business
- appropriate accounting policies and practices have been adopted and applied consistently;
- the statements are supported by reasonable and prudent judgements and estimates;
- all applicable accounting standards have been followed, subject to any material departure and explained in the financial statements;
- reviewing the adequacy and integrity of internal control systems and management information system in the Company and within the Group; and
- a going-concern basis has been adopted unless it is inappropriate to presume that the Group will continue its business.

The Directors are also responsible for ensuring that the Group and the Company keep proper accounting records which disclose the financial position of the Group and of the Company with reasonable accuracy at any time, thus enabling the financial statements to be complied with the requirements of the Act and have been made out in accordance with applicable Malaysian Financial Reporting Standards, International Financial Reporting Standards and the Listing Requirements of Bursa Securities.

The Directors are also responsible for taking the necessary steps to ensure appropriate systems are in place to safeguard the assets of the Group and of the Company, and to detect and prevent fraud and other irregularities.

The Directors are satisfied that in preparing the financial statements of the Group and the Company for the FYE 2020, then Group and the Company have used the appropriate accounting policies and applied them consistently and supported by reasonable and prudent judgments and estimates. The Directors also consider that all applicable approved accounting standards have been complied with and further confirm that the financial statements have been prepared on a going concern basis.

OTHER DISCLOSURE REQUIREMENTS

1. UTILISATION OF PROCEEDS FROM CORPORATE EXERCISE

(a) PUBLIC ISSUE

On 26 May 2019, the Company issued its prospectus in relation to the public issue of 158,000,000 new ordinary shares ("Public Issue") at issue price of RM0.16 per ordinary share. The listing exercise of the Company's enlarged share capital of 790,000,000 shares on the ACE Market of Bursa Securities was completed on 18 June 2019.

The gross proceeds raised from the Public Issue amounting to RM25.28 million are intended to be utilised in the following manner:-

Purpose	Proposed Utilisation	Actual Utilised	Unutilised Amount	Estimated Timeframe for utilisation (from the date of Listing)
	RM'000	RM'000	RM'000	
i) Expansion of our Main Manufacturing Facility and acquisition of manufacturing machineries and equipment	10,500	2,189	8,311 ⁽²⁾	Within 24 months ⁽²⁾
ii) Working capital ⁽¹⁾	7,680	7,640	40 ⁽²⁾	Within 12 months
iii) Repayment of bank borrowings	4,000	4,000	-	Within 6 months
iv) Estimated listing expenses	3,100	3,100	-	Within 1 months
	25,280	16,929	8,351	

Note:

⁽¹⁾ Utilisation of working capital includes purchase of raw materials mainly consisting of steel plates and pipes, outdoor lighting products and galvanising of work-in-progress steel products.

⁽²⁾ The Group had on 19 May 2020 announced the variation on the utilisation of proceed raised from the initial public offering exercise. RM2.50 million of the proceeds earmarked for the expansion of the Group's main manufacturing facility and acquisition of manufacturing machineries and equipment has been reallocated for to finance the Group's working capital requirement such as fixed overhead cost and purchase of raw materials. The estimated timeframe for utilisation of proceeds allocated for expansion of the Group's main manufacturing facility and acquisition of manufacturing machineries and equipment has also been extended for an additional 6 months.

(b) PRIVATE PLACEMENT PROCEEDS

On 18 August 2020, the Company announced that it would undertake a private placement of up to 158,000,000 new ordinary shares ("Placement Shares") in Mestron Holdings Berhad, representing not more than 20% of the issued shares of the Company ("Proposed Private Placement").

The Proposed Private Placement was in accordance with the new general mandate pursuant to Section 75 & 76 which was approved by the Company's shareholders at the 2nd AGM held on 18 August 2020.

OTHER DISCLOSURE REQUIREMENTS (cont'd)

1. UTILISATION OF PROCEEDS FROM CORPORATE EXERCISE (cont'd)

(b) PRIVATE PLACEMENT PROCEEDS (cont'd)

On 7 September 2020, Bursa Securities had vide its letter dated 7 September 2020, approved the listing and quotation for the 158,000,000 P. As at the date of this Annual Report, the Placement Shares were issued in three (3) tranches as follows:-

- a) On 7 December 2020, Mestron issued 3,500,000 Placement Shares at an issue price of RM0.1520 each and raised total proceeds of RM532,000.00.
- b) On 7 January 2021, Mestron issued 89,000,000 Placement Shares at an issue price of RM0.1790 each and raised total proceeds of RM15,931,000.00.
- c) On 4 March 2021, Mestron issued 24,400,000 Placement Shares at an issue price of RM0.1950 each and raised total proceeds of RM4,758,000.00.

The status of the utilisation of total gross proceeds from the three (3) tranches of private placement are as below:-

Purpose	Proposed Utilisation RM'000	Actual Utilised RM'000	Unutilised Amount RM'000	Estimated Timeframe for utilisation (from the date of Listing)
i) Future business projects/ investments	9,537	-	9,537	Within 24 months
ii) Repayment of bank borrowings	3,974	2,908	1,066	Within 12 months
iii) Working capital	7,393	-	7,393	Within 18 months
iv) Estimated expenses for the private placement	318	215	103	Within 1 months
	21,222	3,123	18,099	

Note: The utilisation of proceeds as disclosed above should be read in conjunction with the Announcement of the Company dated 18 August 2020.

2. AUDIT AND NON-AUDIT FEES PAID TO EXTERNAL AUDITORS

During FYE 2020, the amount of audit and non-audit fees paid or payable to the External Auditors by the Company and Group respectively as follows:

	Company RM'000	Group RM'000
Audit fees	24	89
Non-audit fees		
(a) Review of Statement on Risk Management and Internal Control	3	3

OTHER DISCLOSURE REQUIREMENTS (cont'd)

3. MATERIAL CONTRACTS

During FYE 2020, there was no material contracts (including contracts not reduced into writing), entered into in the ordinary course of business which have been entered into by the Company and/or its subsidiaries involving Directors' and major shareholders' interests.

4. MATERIAL CONTRACTS RELATING TO LOANS

During FYE 2020, there were no material contracts relating to loans entered into by the Company and its subsidiaries involving Directors', chief executive's and/or major shareholders' interests.

5. RELATED PARTIES TRANSACTIONS

During FYE 2020, there was no Related Party Transactions of a revenue or trading nature which requires shareholders' mandate.



FINANCIAL STATEMENTS

Directors' Report	68
Statement by Directors and Statutory Declaration	72
Independent Auditors' Report	73
Statements of Financial Position	77
Statements of Profit or Loss and Other Comprehensive Income	78
Statements of Changes in Equity	79
Statements of Cash Flows	81
Notes to the Financial Statements	83

DIRECTORS' REPORT

The Directors have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2020.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

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

There have been no significant changes in the nature of the Group's activities during the financial year.

FINANCIAL RESULT

	Group RM	Company RM
Profit for the financial year	6,138,931	1,664,998

DIVIDENDS

	RM
An interim single tier dividend of RM0.0015 on 882,500,000 ordinary shares (consist of 793,500,000 ordinary shares as at 31 December 2020 and 89,000,000 new ordinary shares issued on 8 January 2021) in respect of the financial year ended 31 December 2020 declared on 31 December 2020 and paid on 29 January 2021	1,323,750

The Directors do not recommend any final dividend payment for the financial year.

RESERVES AND PROVISIONS

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

DIRECTORS

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

Tajul Arifin Bin Mohd Tahir	
Leong Peng Phooi	
Loon Chin Seng	
Por Teong Eng	
Datuk IR. Mohd Dom Bin Ahmad	(Appointed on 17 November 2020)
Ng Kim Cheong	(Appointed on 12 March 2021)
Phang Sze Fui	(Resigned on 9 March 2021)

Subsidiaries:

Name of Subsidiaries

Mestron Engineering Sdn Bhd

Meslite Sdn Bhd

Max Lighting Sdn Bhd

Name of Directors

Loon Chin Seng
Por Teong Eng

Loon Chin Seng
Por Teong Eng
Pee Kok Keong

Loon Chin Seng
Lee Yong Kong

DIRECTORS' REPORT (cont'd)

DIRECTORS' INTERESTS

According to the Register of Directors' shareholdings required to be kept under Section 59 of the Companies Act, 2016, the interests in the ordinary shares of the Company and its related corporations, of those who were Directors as at the financial year end are as follows:-

	At	Number of ordinary shares		At
	01.01.2020	Bought	Sold	31.12.2020
The Company				
Direct interests:-				
Tajul Arifin Bin Mohd Tahir	160,000	-	-	160,000
Leong Peng Phooi	130,000	-	-	130,000
Phang Sze Fui	130,000	-	-	130,000
Loon Chin Seng	276,500,000	20,097,600	(59,250,000)	237,347,600
Por Teong Eng	276,500,000	4,851,600	(69,250,000)	212,101,600
Datuk IR. Mohd Dom Bin Ahmad	-	7,701,000	-	7,701,000

DIRECTORS' REMUNERATION

During the financial year, the fees and other benefits received and receivable by the Directors of the Company and its subsidiaries are as follow:-

	Incurred by the Company RM	Incurred by the Subsidiaries RM	Group RM
Directors' fees	181,333	-	181,333
Directors' remuneration	-	1,920,295	1,920,295
Other benefits	-	297,820	297,820

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object or objects of enabling the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, other than the share options granted pursuant to the employee share option scheme.

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company issued 3,500,000 new ordinary shares at an issue price of RM0.152 per ordinary share for a total cash consideration of RM532,000 for working capital purposes.

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

There were no debentures issued during the financial year.

INDEMNITY AND INSURANCE FOR DIRECTORS AND OFFICERS

There is no indemnity coverage and insurance premium paid for Directors and Officers of the Company during the financial year.

DIRECTORS' REPORT (cont'd)

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps:-

- (a) 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 satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
- (b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including their values as shown in the accounting records of the Group and of the Company have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:-

- (a) which would render the amounts written off for bad debts or 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
- (b) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or
- (c) which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate; or
- (d) not otherwise dealt with in this report or the financial statements which would render any amount stated in the financial statement misleading.

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

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

In the opinion of the Directors:-

- (a) 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 and of the Company to meet their obligations as and when they fall due;
- (b) the results of operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- (c) there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of operations of the Group and of the Company for the current financial year in which this report is made.

DIRECTORS' REPORT (cont'd)

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The significant events during the financial year are disclosed in Note 32 to the financial statements.

EVENTS AFTER THE REPORTING PERIOD

The events after the reporting period are disclosed in Note 33 to the financial statements.

AUDITORS

The total amount of fees paid to or receivable by the Auditors, Grant Thornton Malaysia PLT, as remuneration for their services as Auditors of the Company and of its subsidiaries for the financial year ended 31 December 2020 amounted to RM24,000 and RM65,000 respectively.

The Group and the Company have agreed to indemnify the Auditors, Grant Thornton Malaysia PLT as permitted under Section 289 of the Companies Act 2016. No payment has been made to indemnify Grant Thornton Malaysia PLT for the financial year ended 31 December 2020.

The Auditors, Grant Thornton Malaysia PLT have expressed their willingness to continue in office.

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

.....)	
LOON CHIN SENG)	
)	
)	
)	
)	DIRECTORS
)	
)	
)	
.....)	
POR TEONG ENG)	

Kuala Lumpur
16 April 2021

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 77 to 129 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2020 and of their financial performances and cash flows for the financial year then ended.

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

.....
LOON CHIN SENG

.....
POR TEONG ENG

Kuala Lumpur
16 April 2021

STATUTORY DECLARATION

I, Lai Jian Hong, being the Officer primarily responsible for the financial management of Mestron Holdings Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 77 to 129 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the abovenamed at Kuala Lumpur in)
the Federal Territory this day of)
16 April 2021)

.....
LAI JIAN HONG
(MIA NO: 44728)
CHARTERED ACCOUNTANT

Before me:

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MESTRON HOLDINGS BERHAD (INCORPORATED IN MALAYSIA)

REGISTRATION NO: 201801018716 (1280732 - K)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Mestron Holdings Berhad, which comprise the statements of financial position as at 31 December 2020 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 77 to 129.

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

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current 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.

Inventories valuation

The risk

The Group holds significant amount of inventories amounting to RM14,782,822 as disclosed in Note 8 to the financial statements which are subject to a risk that the inventories might become slow-moving or obsolete and rendering them not saleable or can only be sold for selling prices that are less than the carrying value. Judgement is required to assess the appropriate level of provision for items which may be ultimately sold below cost.

Our responses

We have selected a sample of inventories items and reperformed the calculation of weighted average cost method and compared the unit cost to the purchase invoices. In addition, we obtained an understanding and reviewed the management's assessment of net realisable value ("NRV") of the inventories and on a sample basis, tested the subsequent selling prices of inventories. Also, we examined the conditions of inventories selected on a sample basis by attending physical stock counts at financial year end. We also considered the adequacy of the Group's disclosures in respect of inventories.

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF MESTRON HOLDINGS BERHAD (INCORPORATED IN MALAYSIA)

REGISTRATION NO: 201801018716 (1280732 - K)

Report on the Audit of the Financial Statements (cont'd)

Key Audit Matters (cont'd)

Allowance for expected credit loss on trade receivables

The risk

The Group has a material amount of trade receivables amounting to RM11,362,530 as disclosed in Note 29.2(a)(i) to the financial statements whereby the amount is past due but not impaired. The key associate risk is recoverability of billed trade receivables as management judgement is required in assessing the adequacy of impairment losses by considering the expected recoverability of the outstanding trade receivables.

Our responses

We have challenged management's assumptions in providing impairment losses of trade receivables. Our procedures include reviewing the ageing of trade receivables, testing the integrity of ageing, reviewing by recalculating the due date for a number of invoices, assessed the recoverability of outstanding receivables through examination of subsequent cash receipts and reviewed the expected credit losses model developed by the Group. We have also tested the operating effectiveness of the relevant control procedures that management has in place.

Revenue recognition

The risk

Revenue recognition has been identified as a risk primarily relating to the completeness and accuracy of the revenue recognition, the timing of revenue recognition occurring on or around year end and judgement is required to determine when risks and rewards have transferred under contractual arrangements with third parties.

Our responses

We evaluated and tested the internal controls over the completeness, accuracy and timing of revenue recognised in the financial statements. We also verified based on a sampling basis, the completeness of revenue captured by vouching to the customer's purchase orders, sales invoices, acknowledged delivery orders and bank and/or cash receipts. We understood and reviewed the appropriateness of revenue recognition policies.

There is no key audit matter to be communicated in respect of the audit of the financial statements of the Company.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF MESTRON HOLDINGS BERHAD (INCORPORATED IN MALAYSIA)

REGISTRATION NO: 201801018716 (1280732 - K)

Report on the Audit of the Financial Statements (cont'd)

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 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 of 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 and the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF MESTRON HOLDINGS BERHAD (INCORPORATED IN MALAYSIA)

REGISTRATION NO: 201801018716 (1280732 - K)

Report on the Audit of the Financial Statements (cont'd)

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

We also (cont'd):-

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with the Directors, we determined 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 described these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determined 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 Matter

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.

GRANT THORNTON MALAYSIA PLT
(201906003682 & LLP0022494-LCA)
CHARTERED ACCOUNTANTS (AF 0737)

LIAN TIAN KWEE
(NO: 02943/05/2021 J)
CHARTERED ACCOUNTANT

Kuala Lumpur
16 April 2021

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2020

	Note	Group 2020 RM	Group 2019 RM	Company 2020 RM	Company 2019 RM
ASSETS					
Non-current assets					
Property, plant and equipment	4	16,394,652	13,644,363	-	-
Right-of-use assets	5	16,633,385	16,979,243	-	-
Investment properties	6	-	-	-	-
Investment in subsidiaries	7	-	-	31,600,000	31,600,000
Total non-current assets		33,028,037	30,623,606	31,600,000	31,600,000
Current assets					
Inventories	8	14,782,822	10,493,706	-	-
Trade receivables	9	20,629,555	18,222,730	-	-
Other receivables	10	1,348,503	1,954,591	25,597,214	24,739,179
Cash and bank balance		18,492,978	22,322,935	2,054,429	2,126,532
Tax recoverable		559,664	938,822	-	-
Total current assets		55,813,522	53,932,784	27,651,643	26,865,711
Total assets		88,841,559	84,556,390	59,251,643	58,465,711
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	11	55,957,568	55,496,089	55,957,568	55,496,089
Merger deficit		(29,100,000)	(29,100,000)	-	-
Retained earnings		38,897,674	34,082,493	1,689,022	1,347,774
Total equity		65,755,242	60,478,582	57,646,590	56,843,863
LIABILITIES					
Non-current liabilities					
Borrowings	12	7,335,978	8,180,024	-	-
Lease liabilities	13	760,911	887,108	-	-
Deferred tax liabilities	14	714,000	533,000	-	-
Total non-current liabilities		8,810,889	9,600,132	-	-
Current liabilities					
Trade payables	15	9,433,168	9,561,162	-	348
Other payables	16	2,231,759	1,677,051	27,934	27,000
Amount due to Directors	17	19,500	14,500	19,500	14,500
Borrowings	12	435,736	597,010	-	-
Lease liabilities	13	831,515	1,047,953	-	-
Dividend payable		1,323,750	1,580,000	1,323,750	1,580,000
Tax payable		-	-	233,869	-
Total current liabilities		14,275,428	14,477,676	1,605,053	1,621,848
Total liabilities		23,086,317	24,077,808	1,605,053	1,621,848
Total equity and liabilities		88,841,559	84,556,390	59,251,643	58,465,711

The accompanying 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 2020

	Note	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Revenue	18	56,639,798	68,976,878	1,500,000	5,625,000
Cost of sale		(38,311,287)	(53,792,543)	-	-
Gross profit		18,328,511	15,184,335	1,500,000	5,625,000
Other income	19	425,220	2,766,892	-	-
Finance income	20	268,356	213,104	980,705	846
Selling and distribution expenses		(401,688)	(764,785)	-	-
Administrative expenses		(9,617,558)	(12,133,522)	(418,338)	(2,667,005)
Other operating expenses		(5,738)	(137,247)	-	-
Finance costs	20	(341,347)	(900,943)	-	-
Profit before tax	21	8,655,756	4,227,834	2,062,367	2,958,841
Tax expense	22	(2,516,825)	(1,962,871)	(397,369)	-
Profit for the financial year		6,138,931	2,264,963	1,664,998	2,958,841
Other comprehensive income		-	-	-	-
Total comprehensive income for the financial year		6,138,931	2,264,963	1,664,998	2,958,841
Earnings per share	23				
Basic earnings per share (sen)		0.78	0.42		
Diluted earnings per share (sen)		-	-		

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

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Share capital RM	Merger deficit RM	Retained earnings/ (Accumulated losses) RM	Total RM
Group					
Balance at 1 January 2019		2	-	(31,067)	(31,065)
Total comprehensive income for the financial year		-	-	2,264,963	2,264,963
<i>Transactions with owners:-</i>					
Issuance of ordinary shares		25,280,000	-	-	25,280,000
Acquisition of subsidiaries		31,600,000	(29,100,000)	33,428,597	35,928,597
Share issuance expenses		(1,383,913)	-	-	(1,383,913)
Dividend	26	-	-	(1,580,000)	(1,580,000)
Total transaction with owners		55,496,087	(29,100,000)	31,848,597	58,244,684
Balance at 31 December 2019		55,496,089	(29,100,000)	34,082,493	60,478,582
Total comprehensive income for the financial year		-	-	6,138,931	6,138,931
<i>Transactions with owners:-</i>					
Issuance of ordinary shares		532,000	-	-	532,000
Share issuance expenses		(70,521)	-	-	(70,521)
Dividend	26	-	-	(1,323,750)	(1,323,750)
Total transaction with owners		461,479	-	(1,323,750)	(862,271)
Balance at 31 December 2020		55,957,568	(29,100,000)	38,897,674	65,755,242

STATEMENTS OF CHANGES IN EQUITY (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Share capital RM	Merger deficit RM	Retained earnings/ (Accumulated losses) RM	Total RM
Company					
At 1 January 2019		2	-	(31,067)	(31,065)
Total comprehensive income for the financial year		-	-	2,958,841	2,958,841
<i>Transactions with owners:-</i>					
Issuance of ordinary shares		25,280,000	-	-	25,280,000
Acquisition of subsidiaries		31,600,000	-	-	31,600,000
Share issuance expenses		(1,383,913)	-	-	(1,383,913)
Dividend		-	-	(1,580,000)	(1,580,000)
Total transaction with owners		55,496,087	-	(1,580,000)	53,916,087
Balance at 31 December 2019		55,496,089	-	1,347,774	56,843,863
Total comprehensive income for the financial year		-	-	1,664,998	1,664,998
<i>Transactions with owners:-</i>					
Issuance of ordinary shares		532,000	-	-	532,000
Share issuance expenses		(70,521)	-	-	(70,521)
Dividend	26	-	-	(1,323,750)	(1,323,750)
Total transaction with owners		461,479	-	(1,323,750)	(862,271)
Balance at 31 December 2020		55,957,568	-	1,689,022	57,646,590

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Note	Group		Company	
	2020 RM	2019 RM	2020 RM	2019 RM
OPERATING ACTIVITIES				
Profit before tax	8,655,756	4,227,834	2,062,367	2,958,841
Adjustments for:-				
Amortisation of investment properties	-	14,116	-	-
Bad debts written off	-	52,200	-	-
Depreciation of property, plant and equipment	957,105	871,797	-	-
Depreciation of right-of-use assets	1,256,235	948,696	-	-
Interest expense	341,347	900,943	-	-
Interest income	(268,356)	(213,104)	(980,705)	(846)
Gain on disposal of property, plant and equipment	(1,999)	(448,956)	-	-
Gain on disposal of investment properties	-	(908,906)	-	-
Gain on disposal of right-of-use assets	-	(47,955)	-	-
Gain on disposal of asset held for sales	-	(1,123,080)	-	-
Operating profit before capital changes	10,940,088	4,273,585	1,081,662	2,957,995
Changes in working capital:-				
Inventories	(4,289,116)	(787,085)	-	-
Receivables	(1,800,737)	4,891,955	131,030	(136,351)
Payables	426,714	(1,976,963)	586	20,350
Cash generated from operations	5,276,949	6,401,492	1,213,278	2,841,994
Interest received	268,356	213,104	-	846
Tax refunded	-	63,310	-	-
Tax paid	(1,956,667)	(2,797,208)	(163,500)	-
Net cash from operating activities	3,588,638	3,880,698	1,049,778	2,842,840
INVESTING ACTIVITIES				
Acquisition of a subsidiary	-	(31,600,000)	-	(31,600,000)
Acquisition of equity share of subsidiaries from non-controlling interests	-	(493,227)	-	-
Advance to subsidiaries	-	-	(989,065)	(24,602,828)
Proceeds from disposal of property, plant and equipment	2,000	466,000	-	-
Proceeds from disposal of investment properties	-	2,250,000	-	-
Proceeds from disposal of right-of-use assets	-	56,000	-	-
Proceeds from disposal of asset held for sales	-	5,500,000	-	-
Purchase of property, plant and equipment	(3,707,395)	(2,949,077)	-	-
Purchase of right-of-use assets	(177,900)	(4,944,271)	-	-
Interest received	-	-	980,705	-
Net cash used in investing activities	(3,883,295)	(31,714,575)	(8,360)	(56,202,828)

STATEMENTS OF CASH FLOWS (cont'd)

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

Note	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
FINANCING ACTIVITIES				
Repayment to from a related company	-	-	-	(14,500)
Advances from/(Repayment to) Directors	5,000	(18,222)	5,000	-
Proceeds from issuance of share capital	461,479	55,496,087	461,479	55,496,087
Repayment of lease liabilities	(1,075,112)	(1,054,657)	-	-
Repayment of borrowings	(1,005,320)	(10,646,350)	-	-
Drawdown of borrowings	-	3,350,000	-	-
Interest paid	(341,347)	(900,943)	-	-
Dividend paid	(1,580,000)	-	(1,580,000)	-
Net cash (used in)/from financing activities	(3,535,300)	46,225,915	(1,113,521)	55,481,587
CASH AND CASH EQUIVALENTS				
Net changes	(3,829,957)	18,392,038	(72,103)	2,121,599
At the beginning of the financial year	22,322,935	3,930,897	2,126,532	4,933
At the end of the financial year	18,492,978	22,322,935	2,054,429	2,126,532

NOTE TO THE STATEMENT OF CASH FLOWS

(A) Purchase of Right-of-use Assets

The Group acquired right-of-use assets with an aggregate cost of RM910,377 (2019: RM6,384,491) of which RM732,477 (2019: RM1,440,220) was acquired by means of lease arrangement. Cash payment of RM117,900 (2019: RM4,944,271) was made to purchase of right-of-use assets.

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

NOTES TO THE FINANCIAL STATEMENTS

31 DECEMBER 2020

1. GENERAL INFORMATION

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

The registered office of the Company is located at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan. The principal place of business of the Company is located at PT 50102, Jalan MU 1/9, Seksyen 10, Taman Perindustrian Meranti Utama, 47120 Puchong, Selangor Darul Ehsan.

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

There have been no significant changes in the nature of these principal activities of the Company and its subsidiaries during the financial period.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors passed on 16 April 2021.

2. BASIS OF PREPARATION

2.1 Statement of Compliance

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

2.2 Basis of Measurement

The financial statements of the Group and of the Company are prepared under the historical cost convention, unless otherwise indicated in the summary of significant accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group and the Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

2. BASIS OF PREPARATION (CONT'D)

2.2 Basis of Measurement (cont'd)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to their fair value measurement as a whole:-

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to their fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to their fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to their fair value measurement as a whole) at the end of each reporting period.

The Group has established control framework in respect to the measurement of fair values of financial instruments. The Executive Committee has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Board of Directors. The Executive Committee regularly reviews significant unobservable inputs and valuation adjustments.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy as explained above.

2.3 Functional and Presentation Currency

The financial statements are presented in Ringgit Malaysia ("RM") which is the Company's functional currency and all values are rounded to the nearest RM except when otherwise stated.

2.4 Adoption of New Standards/Amendments/Improvements to MFRSs

The Group and the Company have consistently applied the accounting policies set out in Note 3 to all periods presented in these financial statements.

At the beginning of the current financial year, the Group and the Company adopted new standards/amendments/improvements to MFRSs which are mandatory for the financial periods beginning on or after 1 January 2020.

Initial application of the new standards/amendments/improvements to the standards did not have material impact to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

2. BASIS OF PREPARATION (CONT'D)

2.5 Standards Issued But Not Yet Effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's and of the Company's financial statements are disclosed below. The Group and the Company intend to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Effective for financial period beginning on or after 1 June 2020

- Amendments to MFRS 16 *Leases - Covid-19-Related Rent Concessions*

Effective for financial period beginning on or after 1 January 2021

- Amendments to MFRS 9, MFRS 139, MFRS 7, MFRS 4* and MFRS 16 - *Interest Rate Benchmark Reform - Phase 2*

Effective for financial period beginning on or after 1 January 2022

- Amendments to MFRS 3 *Business Combinations* - Reference to the Conceptual Framework
- Amendments to MFRS 116 *Property, Plant and Equipment* - Proceeds before Intended Use
- Amendments to MFRS 137 *Provisions, Contingent Liabilities and Contingent Assets* - Onerous Contract-Cost of Fulfilling a Contract
- Annual Improvements to MFRS Standards 2018-2020

Effective for financial period beginning on or after 1 January 2023

- MFRS 17 *Insurance Contracts**
- Amendments to MFRS 4 *Insurance Contracts* - Extension of the Temporary Exemption from Applying MFRS 9*
- Amendments to MFRS 17 *Insurance Contracts**
- Amendments to MFRS 101 *Presentation of Financial Statements* - Classification of Liabilities as Current or Non-Current
- Amendments to MFRS 101 *Presentation of Financial Statements* - Disclosure of Accounting Policies
- Amendments to MFRS 108 *Accounting Policies, Changes in Accounting Estimates and Errors* - Definition of Accounting Estimates

Deferred to a date to be determined by the MASB

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

* Not applicable to the Group's and the Company's operations.

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group and of the Company in future periods.

2.6 Significant Accounting Estimates and Judgements

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's and of the Company's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

2.6.1 Estimation uncertainty

Information about significant estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below.

Useful lives of depreciation assets

Property, plant and equipment are depreciated on a straight line basis over their estimated useful lives. Management estimates the useful lives of the property, plant and equipment to be within 3 to 50 years and reviews the useful lives of depreciable assets at the end of each reporting period. At 31 December 2020, management assesses that the useful lives represent the expected utility of the assets to the Group. Actual results, however, may vary due to change in the expected level of usage and technological developments, which may result in the adjustment to the Group's assets.

The carrying amount of the Group's property, plant and equipment at the end of the reporting period is disclosed in Note 4 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

2. BASIS OF PREPARATION (CONT'D)

2.6 Significant Accounting Estimates and Judgements (cont'd)

2.6.1 Estimation uncertainty (cont'd)

Information about significant estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below (cont'd).

Inventories

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the time the estimates are made. The Group's core business is subject to economical and technology changes which may cause selling prices to change rapidly, and the Group's profit to change.

The carrying amount of the Group's inventories at the end of the reporting period is disclosed in Note 8 to the financial statements.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group and the Company are not yet committed to or significant future investments that will enhance the performance of the assets of the cash generating unit being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group and the Company.

Provision for expected credit losses ("ECLs") of trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to increase over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in Note 29.2(a)(i).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

2. BASIS OF PREPARATION (CONT'D)

2.6 Significant Accounting Estimates and Judgements (cont'd)

2.6.1 Estimation uncertainty (cont'd)

Information about significant estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below (cont'd).

Income taxes and deferred tax liabilities

Estimation is involved in determining the Group's provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters are different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the year in which such determination is made.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimate the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.6.2 Significant management judgement

There are no significant judgements applied by the management in the accounting policies of the Group and of the Company that have the most significant effect on the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The Group and the Company have applied significant accounting policies as summarised below, consistently throughout all periods presented in the financial statements, unless otherwise stated.

3.1 Consolidation

3.1.1 Subsidiaries

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

Investment in subsidiaries is stated at cost less any impairment losses in the Company's financial position, unless the investment is held for sale or distribution.

Upon the disposal of investment in a subsidiary, the difference between the net disposal proceeds and its carrying amount is included in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.1 Consolidation (cont'd)

3.1.2 Basis of consolidation

The Group's financial statements consolidate the audited financial statements of the Company and all of its subsidiary, which have been prepared in accordance with the Group's accounting policies. Amounts reported in the financial statements of the subsidiary have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group. The financial statements of the Company and its subsidiary are all drawn up to the same reporting date.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated in full in preparing the consolidated financial statements. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Temporary differences arising from the elimination of profits and losses resulting from intragroup transactions will be treated in accordance to Note 3.16 of the financial statements.

Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases.

Under the merger method of accounting, the results of subsidiaries are presented as if the merger had been effected throughout the current and previous years. The assets and liabilities combined are accounted for based on the carrying amounts from the perspective of the common control shareholder at the date of transfer. On consolidation, the cost of the merger is cancelled with the values of the shares received. Any resulting credit differences is classified as equity and regarded as a non-distributable reserve. Any resulting debit difference is adjusted against any suitable reserve. Any share premium, capital redemption reserve and any other reserves which are attributable to share capital of the merged entities, to the extent that they have not been capitalised by a debit difference, are reclassified and presented as movement in other capital reserves.

3.1.3 Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss.

If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, it is accounted for as an equity accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

3.2 Foreign Currency Translation and Balances

The Group's consolidated financial statements are presented in RM, which is also the parent company's functional currency.

Transactions in foreign currencies are initially recorded at the functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date.

All differences are taken to the profit or loss with the exception of all monetary items that forms part of a net investment in a foreign operation. These are recognised in other comprehensive income until the disposal of the net investment, at which time they are reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Foreign Currency Translation and Balances (cont'd)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising in translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss respectively).

3.3 Property, Plant and Equipment

All property, plant and equipment are measured at cost less accumulated depreciation and less any impairment losses. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Cost includes expenditures that are directly attributable to the acquisition of the assets and any other costs directly attributable to bringing the asset to working condition for its intended use, cost of replacing component parts of the assets, and the present value of the expected cost for the decommissioning of the assets after their use. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation is recognised on the straight line method in order to write off the cost of each asset over its estimated useful life.

Freehold land with an infinite life is not depreciated. Other property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:-

Freehold land and building	2%
Leasehold building	2%
Office equipment	20%
Computer and software	20% - 33%
Office renovation	10%
Tools and machineries	14% - 20%
Furniture and fittings	10% - 20%
Motor vehicles	20%

Capital work-in-progress consists of buildings and plant and machinery under construction/ installation for intended use as production facilities. The amount is stated at cost and includes capitalisation of interest incurred on borrowings related to property, plant and equipment under construction/installation until the property, plant and equipment are ready for their intended use. Assets under construction are not depreciated until it is completed and ready for their intended use.

The residual values, useful life and depreciation method are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable or at least annually to ensure that the amount, method and period of depreciation are consistent with previous estimates and expected pattern of consumption of future economic benefits embodied in the items of property, plant and equipment.

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gain or loss arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss in the financial year in which the asset is derecognised.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.4 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

3.4.1 Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

3.4.1.1 Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Leasehold land 67 to 99 years
- Tools and machinery 5 to 7 years
- Motor vehicles 5 years
- Premises 2 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Impairment of non-financial assets.

3.4.1.2 Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.4 Leases (cont'd)

3.4.1 Group as a lessee (cont'd)

3.4.1.3 Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3.4.2 Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.5 Investment Properties

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

Investment properties which are owned are measured initially at cost. Cost includes expenditures that are directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs. Right-of-use asset held under a lease contract that meets the definition of investment property is initially measured similarly as other right-of-use assets.

Investment properties are stated at cost less accumulated depreciation and accumulated impairment loss. Depreciation is recognised on the straight-line method in order to write off the cost of each investment property over its estimated useful life. Freehold land is not amortised.

The principal annual depreciation rates used is as follows:-

Freehold building	2%
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Investment properties is derecognised on its disposal, or when it is permanently withdrawn from use and no future economic benefits are expected from the disposal. The difference between the net disposal proceeds and the carrying amount is recognised in profit or loss in the period in which the item is derecognised.

When an item of property, plant and equipment is transferred to investment property following a change in its use, any difference arising at the date of transfer between the carrying amount of the item immediately prior to transfer and its fair value is recognised directly in equity as a revaluation of property, plant and equipment. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in profit or loss. Upon disposal of an investment property, any surplus previously recorded in equity is transferred to retained earnings; the transfer is not made through profit or loss.

When the use of a property changes such that it is reclassified as property, plant and equipment or inventories, its fair value at the date of reclassification becomes its cost for subsequent accounting.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.6 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.6.1 Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("OCI"), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group and the Company has applied the practical expedient, the Group and the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's and the Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group and the Company commit to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.6 Financial Instruments (cont'd)

3.6.1 Financial assets (cont'd)

Financial assets at amortised cost

Financial assets at amortised cost are subsequently measured using the effective interest ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's and the Company's financial assets at amortised cost includes trade and most other receivables and cash and bank balances.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired
- Or
- The Group and the Company have transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group and the Company have transferred substantially all the risks and rewards of the asset, or (b) the Group and the Company have neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group and the Company have transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group and the Company continue to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group and the Company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company could be required to repay.

Impairment

The Group recognises an allowance for expected credit losses on financial assets measured at amortised cost. Expected credit losses are a probability-weighted estimate of credit losses.

The Group measures loss allowances at an amount equal to lifetime expected credit loss, except for debt securities that are determined to have low credit risk at the reporting date, cash and bank balance and other debt securities for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit loss.

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.6 Financial Instruments (cont'd)

3.6.1 Financial assets (cont'd)

Impairment (cont'd)

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

The Group estimates the expected credit losses on trade receivables using a provision matrix with reference to historical credit loss experience.

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

At each reporting date, the Group assesses whether the financial assets carried at amortised cost are credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

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

3.6.2 Financial liability

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's and the Company's financial liabilities include trade and other payables, and borrowings.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.6 Financial Instruments (cont'd)

3.6.2 Financial liability (cont'd)

Financial liabilities at amortised cost

This is the category most relevant to the Group and the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss. This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3.6.3 Offsetting of financial instruments

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

3.7 Inventories

Inventories comprise raw material, work-in-progress and finished goods.

Inventories are valued at the lower of cost and net realisable value, after adequate allowance has been made for deterioration, damage and obsolescence. Cost is determined based on the weighted average basis.

Cost of inventories comprises aggregate cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value represents the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to be incurred in marketing, selling and distribution.

3.8 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and bank balances which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the financial position, cash and cash equivalents restricted to be used to settle a liability of 12 months or more after the reporting date are classified as non-current assets.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Non-financial Assets - Impairment

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses of continuing operations, are recognised in the profit or loss in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for such asset in prior years.

All reversals of impairment losses are recognised as income immediately in profit or loss unless the asset is carried at revalued amount, in which case the reversal in excess of impairment loss previously recognised through profit or loss is treated as revaluation increase. After such a reversal, depreciation charge is adjusted in future periods to allocate the revised carrying amount of the asset, less any residual value, on a systematic basis over its remaining useful life.

3.10 Equity, Reserves and Distributions to Owners

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Share capital represents the nominal value of shares that have been issued.

Retained earnings include all current and prior years retained earnings.

Dividends on ordinary shares are accounted for in shareholders' equity as an appropriation of retained earnings.

All transactions with owners of the Company are recorded separately within equity.

3.11 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.12 Revenue

The Group is in the business of manufacturing and trading in steel and lighting products. Revenue is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods.

3.12.1 Sale of goods

Revenue relating to sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the equipment. Transaction price of the sales of goods will be net of sales returns and discount.

3.12.2 Rental income

Rental income is accounted for on a straight-line basis over the lease terms.

3.12.3 Interest income

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

3.12.4 Dividend income

Dividend income is recognised when the Company's right to receive such payment is established, which is generally when it approves the dividend in its subsidiary.

3.13 Borrowing Cost

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

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

3.14 Tax Expense

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

3.14.1 Current tax

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

3.14.2 Deferred tax

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the temporary differences arising from the initial recognition of goodwill, the initial recognition of assets and liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.14 Tax Expense (cont'd)

3.14.2 Deferred tax (cont'd)

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

3.15 Employee Benefits

3.15.1 Short-term employee benefits

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

3.15.2 Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into independent entities of funds and will have no legal or constructive obligation to pay further contribution if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years.

Such contributions are recognised as an expense in the profit or loss as incurred. As required by law, companies in Malaysia make such contributions to the Employee Provident Fund ("EPF").

3.16 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 revenue 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 to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

3.17 Contingencies

3.17.1 Contingent liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is not recognised in the statements of financial position and is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.17 Contingencies (cont'd)

3.17.2 Contingent assets

When an inflow of economic benefit of an asset is probable where it arises from past events and where 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, the asset is not recognised in the statements of financial position but is being disclosed as a contingent asset. When the inflow of economic benefit is virtually certain, then the related asset is recognised.

3.18 Joint Arrangements

Joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

3.18.1 Joint operations

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings. Details of the joint operation are set out in Note 31 to the financial statements.

3.19 Earnings Per Share

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

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

3.20 Related Parties

A related party is a person or entity that is related to the Group and the Company. A related party transaction is a transfer of resources, services or obligations between the Company and its related party, regardless of whether a price is charged.

- (i) A person or a close member of that person's family is related to the Group and the Company if that person:-
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the holding company of the Group, or the Company.
- (ii) An entity is related to the Group and the Company if any of the following conditions applies:-
 - (a) the entity and the Group are members of the same group.
 - (b) one entity is an associate or joint venture of the other entity.
 - (c) both entities are joint ventures of the same third party.
 - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (e) the entity is a post-employment benefit plan for the benefits of employees of either the Group or an entity related to the Group.
 - (f) the entity is controlled or jointly-controlled by a person identified in (i) above.
 - (g) a person identified in (i)(a) above has significant influence over the entity or is a member of the key management personnel of the entity (or of the parent of the entity).
 - (h) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

4. PROPERTY, PLANT AND EQUIPMENT

Group Cost	Freehold Land and Building RM	Leasehold Building RM	Office Equipments RM	Computer Software RM	Office Renovation RM	Tools and Machineries RM	Furniture and Fittings RM	Motor Vehicles RM	Construction Work-in-Progress RM	Total RM
At 1 January 2019	2,830,000	6,068,454	148,285	245,255	484,632	3,606,339	229,530	2,229,747	1,016,818	16,859,060
Additions	-	170,323	107,572	197,258	939,108	1,052,237	30,880	2,099	449,600	2,949,077
Disposals	-	-	-	-	-	-	-	(1,196,937)	-	(1,196,937)
Written off	-	-	-	-	-	-	-	(40,000)	-	(40,000)
At 31 December 2019	2,830,000	6,238,777	255,857	442,513	1,423,740	4,658,576	260,410	994,909	1,466,418	18,571,200
Additions	-	139,632	58,625	103,329	414,748	1,778,705	17,750	5,000	1,189,606	3,707,395
Disposals	-	-	-	-	-	(120,000)	-	-	-	(120,000)
At 31 December 2020	2,830,000	6,378,409	314,482	545,842	1,838,488	6,317,281	278,160	999,909	2,656,024	22,158,595
Accumulated Depreciation										
At 1 January 2019	84,900	387,311	91,663	191,857	48,499	2,447,961	114,518	1,908,224	-	5,274,933
Depreciation for the financial year	33,960	122,397	25,625	52,794	67,900	298,437	20,041	250,643	-	871,797
Disposals	-	-	-	-	-	-	-	(1,179,893)	-	(1,179,893)
Written off	-	-	-	-	-	-	-	(40,000)	-	(40,000)
At 31 December 2019	118,860	509,708	117,288	244,651	116,399	2,746,398	134,559	938,974	-	4,926,837
Depreciation for the financial year	33,960	126,348	41,883	98,014	152,315	463,321	23,099	18,165	-	957,105
Disposals	-	-	-	-	-	(119,999)	-	-	-	(119,999)
At 31 December 2020	152,820	636,056	159,171	342,665	268,714	3,089,720	157,658	957,139	-	5,763,943
Net Carrying Amount										
At 31 December 2020	2,677,180	5,742,353	155,311	203,177	1,569,774	3,227,561	120,502	42,770	2,656,024	16,394,652
At 31 December 2019	2,711,140	5,729,069	138,569	197,862	1,307,341	1,912,178	125,851	55,935	1,466,418	13,644,363

Assets pledged as securities to financial institutions

Leasehold building of the Group with net carrying amount of RM5,742,353 (2019: RM5,729,069) are pledged to secured banking facilities granted to the Group.

The Directors are of the opinion that unreasonable expenses would be incurred in segregating the costs of the freehold land and building separately.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

5. RIGHT-OF-USE ASSETS

Group	Tools and machineries RM	Motor vehicles RM	Leasehold land RM	Premises RM	Total RM
Cost					
At 1 January 2019	1,538,830	1,736,973	9,848,680	-	13,124,483
Additions	-	1,629,451	4,755,040	-	6,384,491
Disposals	-	(160,838)	-	-	(160,838)
At 31 December 2019	1,538,830	3,205,586	14,603,720	-	19,348,136
Additions	-	760,900	-	149,477	910,377
At 31 December 2020	1,538,830	3,966,486	14,603,720	149,477	20,258,513
Accumulated Depreciation					
At 1 January 2019	620,269	658,730	293,991	-	1,572,990
Depreciation for the financial year	215,436	533,037	200,223	-	948,696
Disposals	-	(152,793)	-	-	(152,793)
At 31 December 2019	835,705	1,038,974	494,214	-	2,368,893
Depreciation for the financial year	215,436	778,431	224,947	37,421	1,256,235
At 31 December 2020	1,051,141	1,817,405	719,161	37,421	3,625,128
Net Carrying Amount					
At 31 December 2020	487,689	2,149,081	13,884,559	112,056	16,633,385
At 31 December 2019	703,125	2,166,612	14,109,506	-	16,979,243

Assets pledged as securities to financial institutions

Leasehold land of the Group with net carrying amount of RM13,884,559 (2019: RM14,109,506) are pledged to secured banking facilities granted to the Group.

6. INVESTMENT PROPERTIES

Group	Freehold land and building RM
Cost	
At 1 January 2019	1,664,364
Disposal	(1,664,364)
At 31 December 2019/2020	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

6. INVESTMENT PROPERTIES (CONT'D)

	Freehold land and building RM
Group (cont'd)	
Accumulated Amortisation	
At 1 January 2019	309,154
Amortisation during the financial year	14,116
Disposal	(323,270)
At 31 December 2019/2020	-
Net Carrying Amount	
At 31 December 2019/2020	-

The following are recognised in profit or loss in respect of investment properties:-

	Group 2020 RM	2019 RM
Rental income	-	31,000

7. INVESTMENT IN SUBSIDIARIES

	Company 2020 RM	2019 RM
At cost		
Unquoted shares:		
At beginning of the financial year	31,600,000	-
Additions	-	31,600,000
At end of the financial year	31,600,000	31,600,000

Details of the subsidiaries are as follows:-

Companies	Principal place of business	Effective interest rate (%)		Principal activities
		2020	2019	
Mestron Engineering Sdn. Bhd. (MESB)	Malaysia	100%	100%	Manufacturing and trading in steel and lighting products.
Subsidiaries of MESB				
- Max Lighting Solution Sdn. Bhd. (MLSSB)	Malaysia	100%	100%	Trading of outdoor lighting products.
- Meslite Sdn. Bhd. (MSB)	Malaysia	100%	100%	Manufacturing of steel poles comprising decorative light poles.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

7. INVESTMENT IN SUBSIDIARIES (CONT'D)

Acquisition of a subsidiary

2019

On 12 April 2019, the Company acquired 2,500,000 ordinary shares of RM12.64 each, representing 100% equity interest in Mestron Engineering Sdn. Bhd. for a total consideration of RM31,600,000 satisfied by the issuance of 631,999,998 new ordinary shares of the Company of RM0.05 per share.

The consolidated financial statements have been prepared using the merger method to account for the acquisition of the subsidiary. Merger reserve or deficit are determined as the difference between the cost of merger and net asset value of the subsidiary acquired and recognised in the statements of financial position.

8. INVENTORIES

	Group 2020 RM	2019 RM
Finished goods	3,070,696	2,463,983
Raw material	9,384,400	6,989,550
Work-in-progress	2,327,726	1,040,173
	<hr/> 14,782,822	<hr/> 10,493,706
Recognised in profit or loss		
Recognised as cost of sales	37,752,905	53,217,470
	<hr/>	<hr/>

9. TRADE RECEIVABLES

	Group 2020 RM	2019 RM
Trade receivables	20,704,729	18,297,904
Less: Impairment losses Brought/Carried forward	(75,174)	(75,174)
	<hr/> 20,629,555	<hr/> 18,222,730

Trade receivables are non-interest bearing and are recognised at their original invoice amounts which represents their fair values on initial recognition.

The credit terms granted by the Group to the trade receivables range from 30 to 90 (2019: 30 to 90) days.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

10. OTHER RECEIVABLES

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Other receivables	1,099,911	1,444,549	5,321	136,351
Deposits	283,846	286,322	-	-
Prepayments	15,146	95,236	-	-
GST receivable	-	178,884	-	-
Amount due from subsidiaries	-	-	25,591,893	24,602,828
	1,398,903	2,004,991	25,597,214	24,739,179
Less: Impairment losses	(50,400)	(50,400)	-	-
	1,348,503	1,954,591	25,597,214	24,739,179

The movement of impairment losses during the financial year are as follows:-

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Brought/Carried forward	50,400	50,400	-	-

Amounts due from subsidiary companies are non-trade in nature, unsecured, bear no interest and receivable on demand.

11. SHARE CAPITAL

	Group and Company			
	Number of ordinary shares		Amount	
	2020 Unit	2019 Unit	2020 RM	2019 RM
Issued and fully paid with no par value:-				
At beginning of financial year/period	790,000,000	2	55,496,089	2
Issued during the financial year	3,500,000	789,999,998	532,000	56,880,000
Share issuance expenses	-	-	(70,521)	(1,383,913)
At end of financial year	793,500,000	790,000,000	55,957,568	55,496,089

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

12. BORROWINGS

	Group 2020 RM	2019 RM
Secured:-		
<u>Non-current</u>		
Term loans	7,335,978	8,180,024
<u>Current</u>		
Term loans	435,736	597,010
Total borrowings	7,771,714	8,777,034

Term loans

Secured:-		
Term loan 1	658,418	701,172
Term loan 2	1,461,682	1,535,751
Term loan 3	349,064	372,079
Term loan 4	-	633,485
Term loan 5	2,959,148	3,182,492
Term loan 6	2,343,402	2,352,055
	7,771,714	8,777,034

The term loans are repayable as follows:-

- within 1 year	435,736	597,010
- within 1 to 2 years	454,213	626,274
- more than 2 years	6,881,765	7,553,750
Non-current portion	7,335,978	8,180,024
	7,771,714	8,777,034

The term loans 1 to 6 bear interest at rate of 1.62% - 2.20% (2019: 1.62% - 2.20%) below Base Lending Rate ("BLR"). The term loan 1 to 6 are secured against the following:-

- (i) Guaranteed by certain Directors of the Group jointly and severally; and
- (ii) Property, plant and equipment and right-of-use assets of the Group as disclosed in Notes 4 and 5 to the financial statements.

Term loan 1 is repayable over 240 monthly installments of RM7,146 each commencing after one month from the date of full disbursement.

Term loan 2 is repayable over 240 monthly installments of RM12,761 each commencing after one month from the date of full disbursement.

Term loan 3 is repayable over 180 monthly installments of RM3,856 each commencing after one month from the date of full disbursement.

Term loan 4 is repayable over 240 monthly installments of RM30,679 each commencing after one month from the date of full disbursement. This term loan has been fully settled during the financial year.

Term loan 5 is repayable over 180 monthly installments of RM28,587 each commencing after one month from the date of full disbursement.

Term loan 6 is repayable over 240 monthly installments of RM16,360 each commencing after one month from the date of full disbursement.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

13. LEASE LIABILITIES

	Group 2020 RM	2019 RM
Minimum lease payment:-		
- within 1 year	889,128	1,126,913
- within 1 to 2 years	524,032	765,758
- between 2 to 5 years	276,340	160,760
	1,689,500	2,053,431
Less: Future finance charges	(97,074)	(118,370)
	1,592,426	1,935,061
Present value of lease liabilities:-		
- within 1 year	831,515	1,047,953
- within 1 to 2 years	423,860	728,712
- between 2 to 5 years	337,051	158,396
Non-current portion	760,911	887,108
	1,592,426	1,935,061

Set out below is the movements of the lease liabilities during the financial year:-

	Group 2020 RM	2019 RM
At 1 January	1,935,061	1,549,498
Additions	732,477	1,440,220
Accretion of interest	89,021	118,086
Payments of principal and interests	(1,164,133)	(1,172,743)
At 31 December	1,592,426	1,935,061

The following are the amount relating to lease liabilities recognised in profit or loss:-

	Group 2020 RM	2019 RM
Interest expense on lease liabilities	89,021	118,086
Depreciation expense of right-of-use assets	1,256,235	948,696
Expenses relating to short-term lease	80,012	215,573

The effective interest rates are ranging from 2.39% to 3.66% (2019: 2.40% to 3.40%) per annum.

The Group had total cash outflows for lease of RM1,164,133 in 2020 (2019: RM1,172,743). The Group also had non-cash additions to right-of-use assets and lease liabilities of RM732,477 (2019: RM1,440,220).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

14. DEFERRED TAX LIABILITIES

	Group 2020 RM	2019 RM
At beginning of financial year	533,000	298,000
Recognised in profit or loss (Note 22)	113,000	210,000
Underprovision in prior year (Note 22)	68,000	25,000
At end of financial year	714,000	533,000

The deferred tax liabilities are made up of temporary differences arising from:-

	Group 2020 RM	2019 RM
Carrying amount of qualifying property, plant and equipment in excess of their tax base	742,000	533,000
Unutilised capital allowances	(28,000)	-

15. TRADE PAYABLES

Trade payables are non-interest bearing and generally on 30 to 90 (2019: 30 to 90) days term.

16. OTHER PAYABLES AND ACCRUALS

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Other payables	577,748	135,539	934	-
Accruals	1,654,011	1,541,512	27,000	27,000
	2,231,759	1,677,051	27,934	27,000

17. AMOUNT DUE TO DIRECTORS

The amount due to Directors is non-trade in nature, unsecured, interest free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

18. REVENUE

18.1 Disaggregated Revenue Information

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Types of revenue				
Sales of goods	56,639,798	68,976,878	-	-
Dividend income from a subsidiary	-	-	1,500,000	5,625,000
	56,639,798	68,976,878	1,500,000	5,625,000

	Group 2020 RM	2019 RM
Types of good		
Standard Pole	10,502,970	14,616,975
Specialty Pole	7,112,856	16,323,130
Decorative Pole	9,011,882	11,220,865
Accessories	8,117,080	11,099,900
Lantern	21,895,010	15,716,008
	56,639,798	68,976,878
Geographical markets		
Malaysia	53,427,908	59,972,384
Republic of Korea	-	5,304,336
Australia	2,232,091	1,741,077
Singapore	864,789	1,696,971
Philippines	-	204,650
Maldives	-	34,400
Sri Lanka	115,010	23,060
	56,639,798	68,976,878

Revenue of the Group is recognised when the goods transferred at a point in time.

Dividend income received from a subsidiary is recognised at a point in time.

18.2 Performance Obligation

The performance obligation represents sales of steel and lighting products and is satisfied upon delivery of goods to the customers.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

19. OTHER INCOME

	Group 2020 RM	2019 RM
Rental income	-	60,903
Gain on disposal of property, plant and equipment	1,999	448,956
Gain on disposal of right-of-use assets	-	47,955
Gain on disposal of investment properties	-	908,906
Gain on disposal of asset held for sales	-	1,123,080
Realised foreign exchange gain	-	3,502
Sales of scrap	110,840	143,540
Miscellaneous income	-	30,050
Sponsorship	54,781	-
Wages subsidy	257,600	-
	<hr/> 425,220	<hr/> 2,766,892

20. FINANCE INCOME AND FINANCE COSTS

Finance income for the reporting periods consists of the following:

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Interest income from bank	268,356	213,104	-	846
Interest income from subsidiary	-	-	980,705	-
	<hr/> 268,356	<hr/> 213,104	<hr/> 980,705	<hr/> 846

Finance costs for the reporting periods consist of the following:

	Group 2020 RM	2019 RM
Term loans	249,263	760,628
Lease liabilities	89,021	118,086
Bankers' acceptance	3,063	22,229
	<hr/> 341,347	<hr/> 900,943

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

21. PROFIT BEFORE TAX

Profit before tax has been determined after charging, amongst others, the following items:-

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Audit fee	89,000	92,000	24,000	24,000
Bad debts written off	-	52,200	-	-
Depreciation of property, plant and equipment	957,105	871,797	-	-
Depreciation of right-of-use assets	1,256,235	948,696	-	-
Directors' fee	181,333	174,000	181,333	174,000
Amortisation of investment properties	-	14,116	-	-
Expense related to short-term lease:-				
Rental of house	16,800	16,800	-	-
Rental of crane	2,550	47,988	-	-
Rental of factory	-	40,300	-	-
Rental of hostel	40,462	89,685	-	-
Rental of forklift	20,200	20,800	-	-

22. TAX EXPENSE

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Current tax expense:-				
- Current year provision	2,361,782	1,571,201	235,369	-
- (Over)/Under provision in prior year	(25,957)	156,670	162,000	-
	2,335,825	1,727,871	397,369	-
Deferred tax:-				
Transferred to deferred tax (Note 14)	113,000	210,000	-	-
Under provision in prior year	68,000	25,000	-	-
	2,516,825	1,962,871	397,369	-

Malaysia income tax is calculated at the statutory rate of 24% of the estimated assessable profits for the current year.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

22. TAX EXPENSE (CONT'D)

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

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Profit before tax	8,655,756	4,227,834	2,062,367	2,958,841
Tax at Malaysia statutory tax rate of 24%	2,077,381	1,014,680	494,968	710,122
Tax effect in respect of:-				
Non-allowable expenses	397,401	772,310	100,401	639,878
Income not subject to tax	-	(5,789)	(360,000)	(1,350,000)
Under provision of deferred taxation in prior year	68,000	25,000	-	-
(Over)/Under provision of taxation in prior year	(25,957)	156,670	162,000	-
Tax expense for the financial year	2,516,825	1,962,871	397,369	-

23. EARNINGS PER SHARE

23.1 Basic

The basic earnings per share ("EPS") has been calculated by dividing the Group's net profit for the financial year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year:-

	Group 2020 RM	2019 RM
Net profit attributable to ordinary equity holders of the Company	6,138,931	2,264,963
Weighted average number of ordinary shares in issue	790,230,137	542,827,398
Basic earnings per share (sen)	0.78	0.42

23.2 Dilute

Diluted earnings per share is not applicable as the Group does not have any potential dilutive equity instruments that would give a diluted effect to the basic earnings per share.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

24. EMPLOYEE BENEFITS EXPENSE

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Salaries and other emoluments	7,836,908	7,840,989	181,333	174,000
Defined contribution plan	806,758	647,432	-	-
Social security contributions	76,255	60,365	-	-
Other benefits	1,421,089	2,150,299	-	-
	10,141,010	10,699,085	181,333	174,000

Included in the employee benefit expenses is the Directors' remuneration as below:-

	Group 2020 RM	2019 RM	Company 2020 RM	2019 RM
Executive Directors:-				
Salaries and other emoluments	1,920,295	1,638,095	-	-
Defined contribution plan	294,220	274,574	-	-
Social security contributions	3,600	3,683	-	-
	2,218,115	1,916,352	-	-
Non-Executive Directors:-				
Directors' fee	181,333	174,000	181,333	174,000
	2,399,448	2,090,352	181,333	174,000

25. RELATED PARTY DISCLOSURES

- (a) The related party transactions have been entered into in the normal course of business under normal trade form. The significant related party transaction during the year are as follows:-

	2020 RM	2019 RM
Dividend income received from a subsidiary	1,500,000	5,625,000
Interest income received from a subsidiary	980,705	-

- (b) The outstanding balances arising from the related party transactions as at the reporting date are disclosed in Notes 10 and 17 to financial statements.

- (c) Compensation of key management personnel

Key management personnel is defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and the Company either directly or indirectly and entity that provides key management personnel services to the Group and the Company.

The Group and the Company have no other key management personnel apart from the Directors. The Directors' remuneration is disclosed in Note 24 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

26. DIVIDENDS

	Group and Company	
	2020 RM	2019 RM
<u>In respect of financial year ended 31 December 2019:-</u>		
An interim single tier dividend of RM0.002 on 790,000,000 ordinary shares in respect of the financial year ended 31 December 2019 declared on 17 December 2019 and paid on 17 January 2020	-	1,580,000
<u>In respect of financial year ended 31 December 2020:-</u>		
An interim single tier dividend of RM0.0015 on 882,500,000 ordinary shares (consist of 793,500,000 ordinary shares as at 31 December 2020 and 89,000,000 new ordinary shares issued on 8 January 2021) in respect of the financial year ended 31 December 2020 declared on 31 December 2020 and paid on 29 January 2021	1,323,750	-
	<hr/> 1,323,750	<hr/> 1,580,000

27. CAPITAL COMMITMENTS

	Group	
	2020 RM	2019 RM
Authorised and contracted for:-		
- Purchase of property, plant and equipment	1,201,560	-

28. OPERATING SEGMENTS

For management purposes, the Group is organised into business units based on its nature of business and has two reportable segments, as follows:-

Investment holding	-	Investment in subsidiaries.
Manufacturing	-	Manufacturing of steel poles comprising standard street lighting poles, decorative light poles and specialty poles.
Trading	-	Trading of outdoor lighting products.

The Director monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the combined financial statements.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, liabilities and expenses.

Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation. Transfer prices between business segments are established on terms and conditions that are mutually agreed upon.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

28. OPERATING SEGMENTS (CONT'D)

28.1 Business Segments

	Note	Investment holding RM	Manufacturing RM	Trading RM	Elimination RM	Combined RM
2020						
Revenue:-						
External customers		-	34,744,788	21,895,010	-	56,639,798
Inter-segment		1,500,000	2,920,806	845,395	(5,266,201)	-
Results:-						
Interest income		980,705	183,853	84,503	(980,705)	268,356
Interest expenses		-	(926,753)	(396,236)	981,642	(341,347)
Depreciation of property, plant and equipment		-	(683,465)	(273,640)	-	(957,105)
Depreciation of right-of-use assets		-	(875,360)	(392,342)	11,467	(1,256,235)
Tax expense		(397,369)	(1,306,341)	(813,115)	-	(2,516,825)
Other non-cash income		-	1,999	-	-	1,999
Segment profit	(i)	1,664,998	3,657,351	2,316,178	(1,499,596)	6,138,931
Assets:-						
Segment assets		59,251,643	55,498,960	27,468,983	(58,555,463)	83,664,123
Additions to non-current assets:-						
Property, plant and equipment		-	2,536,309	1,171,086	-	3,707,395
Right-of-use assets		-	623,708	286,669	-	910,377
Tax recoverable		-	519,190	274,343	(233,869)	559,664
		59,251,643	59,178,167	29,201,081	(58,789,332)	88,841,559
Liabilities:-						
Segment liabilities		1,371,184	31,249,645	15,774,128	(26,022,640)	22,372,317
Deferred tax liabilities		-	514,927	199,073	-	714,000
Tax payables		233,869	-	-	(233,869)	-
		1,605,053	31,764,572	15,973,201	(26,256,509)	23,086,317
2019						
Revenue:-						
External customers		-	53,260,870	15,716,008	-	68,976,878
Inter-segment		5,625,000	2,905,837	2,306,860	(10,837,697)	-
Results:-						
Interest income		846	212,258	-	-	213,104
Interest expenses		-	(900,943)	-	-	(900,943)
Amortisation of investment properties		-	(14,116)	-	-	(14,116)
Depreciation of property, plant and equipment		-	(869,517)	(2,280)	-	(871,797)
Depreciation of right-of-use assets		-	(948,696)	-	-	(948,696)
Tax expense		-	(1,202,035)	(760,836)	-	(1,962,871)
Other non-cash income		-	2,476,697	-	-	2,476,697
Segment profit	(i)	2,958,841	4,053,192	877,930	(5,625,000)	2,264,963

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

28. OPERATING SEGMENTS (CONT'D)

28.1 Business Segments (cont'd)

Note	Investment holding RM	Manufacturing RM	Trading RM	Elimination RM	Combined RM
2019 (cont'd)					
Assets:-					
Segment assets	58,465,711	57,566,063	15,558,861	(57,306,635)	74,284,000
Additions to non-current assets:-					
Property, plant and equipment	-	2,384,962	564,115	-	2,949,077
Right-of-use assets	-	5,063,684	1,320,807	-	6,384,491
Tax recoverable	-	717,332	221,490	-	938,822
	58,465,711	65,732,041	17,665,273	(57,306,635)	84,556,390
Liabilities:-					
Segment liabilities	1,621,848	37,007,594	9,688,774	(24,773,408)	23,544,808
Deferred tax liabilities	-	456,831	76,169	-	533,000
	1,621,848	37,464,425	9,764,943	(24,773,408)	24,077,808

Notes to the nature of adjustments and eliminations to arrive at amounts reported in the Combined Financial Information:-

(i) Other material non-cash income/(expenses) consist of the following items:-

	2020 RM	2019 RM
Bad debts written off	-	(52,200)
Gain on disposal of property, plant and equipment	1,999	448,956
Gain on disposal of investment properties	-	908,906
Gain on disposal of right-of-use assets	-	47,955
Gain on disposal of asset held for sales	-	1,123,080
	1,999	2,476,697

28.2 Geographical Information

The Group operates in Malaysia. Sales to external customers disclosed in geographical segments are based on the geographical location of its customers.

The following table provides an analysis of the Group's revenue by geographical segment:-

	2020 RM	2019 RM
Revenue from external customers		
Malaysia	53,427,908	59,972,384
Republic of Korea	-	5,304,336
Australia	2,232,091	1,741,077
Singapore	864,789	1,696,971
Others	115,010	262,110
	56,639,798	68,976,878

The non-current assets of the Group all located in Malaysia.

28.3 Information About A Major Customer

There are no major customers with revenue equal or more than 10% of the Group's revenue for the financial years ended 31 December 2020 and 2019.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS

29.1 Categories of Financial Instruments

The table below provides an analysis of financial instruments categorised as financial assets and financial liabilities which are measured at amortised cost ("AC").

Group	Carrying amount RM	AC RM
2020		
Financial assets		
Trade receivables	20,629,555	20,629,555
Other receivables	1,333,357	1,333,357
Cash and bank balances	18,492,978	18,492,978
	<hr/> 40,455,890	<hr/> 40,455,890
Financial liabilities		
Trade payables	9,433,168	9,433,168
Other payables	2,231,759	2,231,759
Amount due to Directors	19,500	19,500
Borrowings	7,771,714	7,771,714
Dividend payable	1,323,750	1,323,750
	<hr/> 20,779,891	<hr/> 20,779,891
2019		
Financial assets		
Trade receivables	18,222,730	18,222,730
Other receivables	1,680,471	1,680,471
Cash and bank balances	22,322,935	22,322,935
	<hr/> 42,226,136	<hr/> 42,226,136
Financial liabilities		
Trade payables	9,561,162	9,561,162
Other payables	1,677,051	1,677,051
Amount due to Directors	14,500	14,500
Borrowings	8,777,034	8,777,034
Dividend payable	1,580,000	1,580,000
	<hr/> 21,609,747	<hr/> 21,609,747

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.1 Categories of Financial Instruments (cont'd)

The table below provides an analysis of financial instruments categorised as financial assets and financial liabilities which are measured at amortised cost ("AC") (Cont'd).

Company	Carrying amount RM	AC RM
2020		
Financial assets		
Other receivables	25,597,214	25,597,214
Cash and bank balance	2,054,429	2,054,429
	<hr/> 27,651,643	<hr/> 27,651,643
Financial liabilities		
Other payables	27,934	27,934
Amount due to Directors	19,500	19,500
Dividend payable	1,323,750	1,323,750
	<hr/> 1,371,184	<hr/> 1,371,184
2019		
Financial assets		
Other receivables	24,739,179	24,739,179
Cash and bank balance	2,126,532	2,126,532
	<hr/> 26,865,711	<hr/> 26,865,711
Financial liabilities		
Trade payables	348	348
Other payables	27,000	27,000
Amount due to Directors	14,500	14,500
Dividend payable	1,580,000	1,580,000
	<hr/> 1,621,848	<hr/> 1,621,848

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.2 Financial Risk Management

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. Financial risk management policy is established to ensure that adequate resources are available for the development of the Group's business whilst managing its credit risk, liquidity risk, foreign currency risk and interest rate risk. The Group operates within clearly defined policies and procedures that are approved by the Board of Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activities are set out as follows:-

(a) 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. It is the Group's and the Company's policy to enter into financial instrument with a diversity of creditworthy counterparties. The Group and the Company do not expect to incur material credit losses of its financial assets or other financial instruments.

Concentration of credit risk exists when changes in economic, industry and geographical factors similarly affect the group of counterparties whose aggregate credit exposure is significant in relation of the Group's and the Company's total credit exposure. The Group's and the Company's portfolio of financial instrument is broadly diversified along industry, product and geographical lines, and transactions are entered into with diverse creditworthy counterparties, thereby mitigate any significant concentration of credit risk.

It is the Group's and the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group and the Company do not offer credit terms without the approval of the management.

The Group's and the Company's maximum exposure credit risk is represented by the carrying amount of trade and other receivables in the statements of financial position.

Following are the areas where the Group and the Company are exposed to credit risk:-

(i) Receivables

The Group's and the Company's exposure to credit risk are influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate.

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's and the Company's standard payment and delivery terms and conditions are offered. The Group's and the Company's review includes external rating, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the risk management committee.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.2 Financial Risk Management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activities are set out as follows (cont'd):-

(a) Credit Risk (cont'd)

Following are the areas where the Group and the Company are exposed to credit risk (cont'd):-

(i) Receivables (cont'd)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity. The maximum exposure to credit risk at the reporting date is the carrying value of trade and other receivables in the statement of financial position. The Group and the Company do not hold collateral as security.

Set out below is the information about the credit risk exposure and ECLs on the Group's trade receivables which are grouped together as they are expected to have similar risk nature:-

Group

	Gross carrying amount RM	Loss allowance RM	Net balance RM
2020			
Not past due	9,267,025	-	9,267,025
1 to 30 days	3,860,011	-	3,860,011
31 to 60 days	3,889,739	-	3,889,739
61 to 90 days	1,287,737	-	1,287,737
Credit impaired:-			
More than 90 days	2,400,217	(75,174)	2,325,043
	20,704,729	(75,174)	20,629,555

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.2 Financial Risk Management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activities are set out as follows (cont'd):-

(a) Credit Risk (cont'd)

Following are the areas where the Group and the Company are exposed to credit risk (cont'd):-

(i) Receivables (cont'd)

Group (cont'd)

	Gross carrying amount RM	Loss allowance RM	Net balance RM
2019			
Not past due	9,343,778	-	9,343,778
1 to 30 days	3,018,472	-	3,018,472
31 to 60 days	1,679,953	-	1,679,953
61 to 90 days	2,228,472	-	2,228,472
Credit impaired:-			
More than 90 days	2,027,229	(75,174)	1,952,055
	18,297,904	(75,174)	18,222,730

(ii) Cash and bank balance

The credit risk for cash and cash equivalents and short term placements is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

(iii) Intercompany loans and advances

The maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

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

As at the end of the reporting period, there was no indication that the advances to the subsidiaries are not recoverable.

(b) Liquidity Risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as and when they fall due as a result of shortage of funds.

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.2 Financial Risk Management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activities are set out as follows (cont'd):-

(b) Liquidity Risk (cont'd)

The Group and the Company aim at maintaining a balance of sufficient cash and deposits and flexibility in funding by keeping diverse sources of committed and uncommitted credit facilities from various banks.

The summary of the maturity profile based on contractual undiscounted repayment obligations are as below:-

	Maturity					
	Non-Current					
	On demand/ less than 1 year RM	1 to 2 years RM	2 to 5 years RM	More than 5 years RM	Total contractual cash flows RM	Carrying amount RM
Group						
2020						
Trade payables	9,433,168	-	-	-	9,433,168	9,433,168
Other payables	2,231,759	-	-	-	2,231,759	2,231,759
Amount due to Directors	19,500	-	-	-	19,500	19,500
Lease liabilities	889,128	524,032	276,340	-	1,689,500	1,592,426
Borrowings	884,550	884,550	8,158,136	2,318,882	12,246,118	7,771,714
Dividend payable	1,323,750	-	-	-	1,323,750	1,323,750
Total undiscounted financial liabilities	14,781,855	1,408,582	8,434,476	2,318,882	26,943,795	22,372,317
2019						
Trade payables	9,561,162	-	-	-	9,561,162	9,561,162
Other payables	1,677,051	-	-	-	1,677,051	1,677,051
Amount due to Directors	14,500	-	-	-	14,500	14,500
Lease liabilities	1,126,913	765,758	160,760	-	2,053,431	1,935,061
Borrowings	1,252,698	1,252,698	10,249,028	2,318,882	15,073,306	8,777,034
Dividend payable	1,580,000	-	-	-	1,580,000	1,580,000
Total undiscounted financial liabilities	15,212,324	2,018,456	10,409,788	2,318,882	29,959,450	23,544,808

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.2 Financial Risk Management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activities are set out as follows (cont'd):-

(b) Liquidity Risk (cont'd)

	Maturity				Total contractual cash flows RM	Carrying amount RM
	Non-Current					
	On demand/ less than 1 year RM	1 to 2 years RM	2 to 5 years RM	More than 5 years RM		
Company						
2020						
Other payables	27,934	-	-	-	27,934	27,934
Amount due to Directors	19,500	-	-	-	19,500	19,500
Dividend payable	1,323,750	-	-	-	1,323,750	1,323,750
<hr/>						
Total undiscounted financial liabilities	1,371,184	-	-	-	1,371,184	1,371,184
<hr/>						
2019						
Trade payables	348	-	-	-	348	348
Other payables	27,000	-	-	-	27,000	27,000
Amount due to Directors	14,500	-	-	-	14,500	14,500
Dividend payable	1,580,000	-	-	-	1,580,000	1,580,000
<hr/>						
Total undiscounted financial liabilities	1,621,848	-	-	-	1,621,848	1,621,848

(c) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

To mitigate the Group's exposure to foreign currency risk, the Group is exposed to foreign currency risk on sales and purchases, that are denominated in another currency. The currency giving rise to this risk is primarily Singapore Dollar (SGD), United States Dollar (USD) and Australia Dollar (AUD).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.2 Financial Risk Management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activities are set out as follows (cont'd):-

(c) Foreign Currency Risk (cont'd)

The Group's exposures to foreign currency risk, based on carrying amounts as at the end of the reporting period was:-

Group

	2020 Denominated in		
	SGD RM	USD RM	AUD RM
Trade receivables	52,515	6,968	149,717
	<hr/>		
	2019 Denominated in		
	SGD RM	USD RM	AUD RM
Trade receivables	250,749	5,440	483,788
	<hr/>		

Exposure to foreign exchange rates vary during the financial year depending on the volume of overseas transactions.

As at the reporting date, the management of the Group determined the effects of sensitivity of the Group's profit for the financial year to a reasonable possible change in the SGD, USD and AUD exchange rates to be immaterial.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group's investments in fixed rate financial instruments are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate financial instruments are exposed to a risk of change in cash flows due to changes in interest rates.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.2 Financial Risk Management (cont'd)

The main areas of financial risks faced by the Group and the Company and the policy in respect of the major areas of treasury activities are set out as follows (cont'd):-

(d) Interest Rate Risk (cont'd)

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

	Group	
	2020 RM	2019 RM
Fixed rate instrument		
Lease liabilities	1,592,426	1,935,061
Floating rate instrument		
Term loans	7,771,714	8,777,034

The Group does not account for any fixed rate financial 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.

A change in 100 (2019: 50) basis point (bp) in interest rates at the end of the reporting period would have increase/(decrease) the Group's profit and equity by the amounts shown below. This analysis assumes that all other variables are held constant.

Group	Profit for the year		Equity	
	+100bp/ +50bp RM	-100bp/ -50bp RM	+100bp/ +50bp RM	-100bp/ -50bp RM
2020	77,717	(77,717)	77,717	(77,717)
2019	43,885	(43,885)	43,885	(43,885)

29.3 Fair Value of Financial Instruments

The carrying amounts of short-term receivables and payables, cash and cash equivalents and short-term borrowings approximate their fair value due to the relatively short term nature of these financial instruments and insignificant impact of discounting.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.3 Fair Value of Financial Instruments (cont'd)

The table below analysis the financial instruments not carried at fair value for which fair value is disclosed, together with their values and carrying amounts shown in the statements of financial position.

Group	Fair value of financial instruments not carried at fair value Level 2 RM	Carrying amount RM
2020		
Lease liabilities	1,689,500	1,592,426
Borrowings	12,246,118	7,771,714
2019		
Lease liabilities	2,053,431	1,935,061
Borrowings	15,073,306	8,777,034

Level 2 Fair Value

Level 2 fair value estimated using inputs included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

29.4 Reconciliation of Assets and Liabilities Arising from Financing Activities

Group

	1 January 2020 RM	Cash flows RM	Others RM	31 December 2020 RM
Amount due to Directors	14,500	5,000	-	19,500
Proceeds from issuance of share capital	-	461,479	(461,479) ⁽ⁱ⁾	-
Borrowings	8,777,034	(1,005,320) ⁽ⁱⁱⁱ⁾	-	7,771,714
Lease liabilities	1,935,061	(1,075,112)	732,477 ⁽ⁱⁱⁱ⁾	1,592,426
Interest paid	-	(341,347)	341,347 ^(iv)	-
Dividend paid	1,580,000	(1,580,000)	1,323,750 ^(v)	1,323,750
	12,306,595	(3,535,300)	1,936,095	10,707,390

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

29. FINANCIAL INSTRUMENTS (CONT'D)

29.4 Reconciliation of Assets and Liabilities Arising from Financing Activities (cont'd)

Group (cont'd)

	1 January 2019 RM	Cash flows RM	Others RM	31 December 2019 RM
Amount due to Directors	32,722	(18,222)	-	14,500
Proceeds from issuance of share capital	-	55,496,087	(55,496,087) ⁽ⁱ⁾	-
Borrowings	16,073,384	(7,296,350) ⁽ⁱⁱ⁾	-	8,777,034
Lease liabilities	1,549,498	(1,054,657)	1,440,220 ⁽ⁱⁱⁱ⁾	1,935,061
Interest paid	-	(900,943)	900,943 ^(iv)	-
	17,655,604	46,225,915	(53,154,924)	10,726,595

Company

	1 January 2020 RM	Cash flows RM	Others RM	31 December 2020 RM
Amount due to Directors	14,500	5,000	-	19,500
Proceeds from issuance of share capital	-	461,479	(461,479) ⁽ⁱ⁾	-
Dividend paid	1,580,000	(1,580,000)	1,323,750 ^(v)	1,323,750
	1,594,500	(1,113,521)	862,271	1,343,250

	1 January 2019 RM	Cash flows RM	Others RM	31 December 2019 RM
Amount due to a related company	14,500	(14,500)	-	-
Proceeds from issuance of share capital	-	55,496,087	(55,496,087) ⁽ⁱ⁾	-
	14,500	55,481,587	(55,496,087)	-

- (i) Being proceeds from issuance of share capital during the financial year.
- (ii) Being the net of drawdown of borrowings and repaid during the financial year for the Group amounted to RMNil and RM1,005,320 (2019: RM3,350,000 and RM10,646,350).
- (iii) Being purchase of right-of-use assets under lease liabilities for the Group amounting to RM732,477 (2019: RM1,440,220).
- (iv) Being interest paid during the financial year.
- (v) Being dividend declared during the financial year.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

30. CAPITAL MANAGEMENT

The Group's objective 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 Group sets the amount of capital in proportion to its overall financing structure, that are equity and financial liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends pay to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

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

31. INTEREST IN JOINT OPERATION

A wholly-owned subsidiary of the Company has a 50% interest in a joint operation, Samdo Smart Solar (M) Sdn. Bhd. ("SAMDO") with Mestron Engineering Sdn. Bhd. The joint operation provides services of engineering, procurement, construction and commissioning of solar power systems for the telecommunication towers.

32. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

Proposed private placement

On 18 August 2020, the Company proposed to undertake a private placement of up to 158,000,000 new ordinary shares in the Company, representing not more than 20% of the issued shares in the Company ("Proposed Private Placement").

The Proposed Private Placement will be undertaken in accordance with the new general mandate pursuant to Sections 75 and 76 of the Companies Act, 2016 and the "Additional Temporary Relief Measures To Listed Issuers" announced by Bursa Malaysia Securities Berhad ("Bursa Securities") on 16 April 2020 which increase the limit prescribed under Rule 6.04 of the ACE Market Listing Requirements of Bursa Securities from 10% to 20% until 31 December 2021 ("20% General Mandate").

Approval from shareholders of the Company on the 20% General Mandate has been obtained at its 2nd Annual General Meeting ("AGM") convened on 18 August 2020.

On 7 September 2020, Bursa Securities had approved the listing of and quotation for up to 158,000,000 placement shares to be issued pursuant to the Proposed Private Placement on the ACE Market of Bursa Securities subject to the following conditions:-

- (i) the Company must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Private Placement;
- (ii) the Company to inform Bursa Securities upon the completion of the Proposed Private Placement; and
- (iii) the Company to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Private Placement is completed.

On 8 December 2020, the Company issued 3,500,000 new ordinary shares at an issue price of RM0.152 per ordinary share for a total cash consideration of RM532,000 for working capital purposes.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

32. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (CONT'D)

Joint operation

On 18 December 2020, a wholly-owned subsidiary of the Company entered into a joint operation agreement with SAMDO to jointly perform and fulfil the contractual obligations to provide services of engineering, procurement, construction and commissioning of solar power systems for the telecommunication towers.

Coronavirus ("COVID-19") pandemic

On 11 March 2020, the World Health Organisation declared the COVID-19 outbreak as a pandemic in recognition of its rapid spread across the globe. On 16 March 2020, the Malaysian Government has imposed the Movement Control Order ("MCO") starting from 18 March 2020 to curb the spread of the COVID-19 outbreak in Malaysia. The COVID-19 outbreak also resulted in travel restriction, lockdown and other precautionary measures imposed in various countries. The emergence of the COVID-19 outbreak since early 2020 has brought significant economic uncertainties in Malaysia and markets in which the Group and the Company operate.

The Group and the Company have assessed that it has not been significantly affected by the COVID-19 pandemic for the financial year ended 31 December 2020. As at the date of authorisation of the financial statements, the scale and duration of the economic uncertainties arising from the COVID-19 pandemic, could not be reasonably estimated. The Group and the Company are closely monitoring the evolving situation of the COVID-19 pandemic and its related financial effects, if any, on the financial statements of the Group and the Company will be reflected in the annual financial statements for the financial year ending 31 December 2021.

33. EVENTS AFTER THE REPORTING PERIOD

Proposed private placement

On 8 January 2021, the Company issued 89,000,000 new ordinary shares at an issue price of RM0.179 per ordinary share for a total cash consideration of RM15,931,000 for working capital purposes.

On 5 March 2021, the Company issued 24,400,000 new ordinary shares at an issue price of RM0.195 per ordinary share for a total cash consideration of RM4,758,000 for working capital purposes.

On 3 March 2021, Bursa Securities had granted the Company an extension of time of 6 months from 7 March 2021 until 7 September 2021 to complete the implementation of the Proposed Private Placement.

Coronavirus ("COVID-19") pandemic

The Government of Malaysia has again imposed the Movement Control Order ("MCO") and Conditional Movement Control Order ("CMCO") for selected states which are severely affected by the novel coronavirus ("COVID-19 pandemic") on 11 January 2021. Besides, the Malaysia King declared state of emergency for the country until 1 August 2021 to curb the spread of COVID-19 on 12 January 2021.

The restrictions imposed have not, however, negatively impacted the Group's and the Company's financial performance as the Group's and the Company's operation was allowed to operate throughout the MCO/CMCO, under guidelines set by the National Security Council, Ministry of Health and Ministry of International Trade and Industry respectively.

As at the date of authorisation of the financial statements, the COVID-19 pandemic situation is still evolving and uncertain. The Group and the Company will continue to actively monitor and manage its funds and operations to minimise any impact arising from the COVID-19 pandemic.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 DECEMBER 2020

33. EVENTS AFTER THE REPORTING PERIOD (CONT'D)

Head of agreement

On 28 January 2021, the Company entered into a Head of Agreement ("HOA") with Zhongyu Yexing (Chengdu) Industrial Co., Ltd. ("Zhongyu Yexing") to collaborate in the distribution of COVID-19 vaccine developed by China National Pharmaceutical Group Co., Ltd.

Under the HOA, Zhongyu Yexing shall procure and supply the supplies of the COVID-19 vaccine to the Company and the Company shall accept and redistribute, market and sell the COVID-19 vaccine in Malaysia.

The redistribution, marketing and selling of the COVID-19 vaccine by the Company in Malaysia is subjected to the approval of National Pharmaceutical Regulatory Agency ("NPRA"). Upon obtaining the necessary technical data on the COVID-19 vaccine, the Company expects to make an application to NPRA by 1st half of 2021 to procure for such approval.

On 1 April 2021, there was no conclusion on the negotiation at the expiry date of the HOA. Therefore, the HOA has expired and lapsed.

Incorporation of new subsidiary

On 4 March 2021, the Company incorporated a new subsidiary, Mestron Energy Sdn. Bhd. with paid-up capital of RM2,000 comprising 2,000 ordinary shares.

On 24 March 2021, the Company subscribed 998,000 new ordinary shares in Mestron Energy Sdn. Bhd. for a cash consideration of RM998,000.

Proposed bonus issue of warrants

On 6 April 2021, the Company proposed to undertake the proposed bonus issue of free warrants ("Warrants") on the basis of 1 warrant for every 2 existing ordinary shares in the Company held by the entitled shareholders on an entitlement date to be determined later.

Share purchase agreement

On 16 April 2021, the Company entered into a share purchase agreement for the purchase of 3,311,000 ordinary shares of Premier Radiant Builders Sdn Bhd ("PRB"), representing 70% of the issued and paid-up share capital of PRB for a consideration of RM2,800,000. PRB is principally involved in property development.

LIST OF PROPERTIES

No.	Title Details/ Postal Address	Description of property / Existing use	Land area / Built-up area (sq ft)	Approximate age of building (Years)	Tenure/ Date of expiry of lease	Audited Net Book Value as at 31.12.2020 (RM'000)
1.	Individual title held under PT60600 Mukim Dengkil Daerah Sepang Negeri Selangor held under Pajakan Mukim 11252 PT 50102, Jalan Meranti MU 1/9, Seksyen 10, Taman Perindustrian Meranti Permai, 47120 Puchong, Selangor Darul Ehsan.	Main Manufacturing Facility comprising a single storey factory and adjoining office building.	206,599/ 61,518 sq ft	6	99 years lease expiring on 4 March 2085	15,003
2.	Individual title held under Lot 16393 Mukim Dengkil Daerah Sepang Negeri Selangor eld under Pajakan Mukim 7561	1 parcel of vacant land opposite to the Main Manufacturing Facility currently being used as open shed for storage of work-in- progress and finished goods.	59,438 sq ft	-	99 years lease expiring on 19 March 2080	4,624
3.	Individual title held under Lot 108962 Mukim Dengkil Daerah Sepang Negeri Selangor held under Geran 335760 No. 15, Jalan IMP 1, Taman Industri Meranti Perdana, 47120 Puchong, Selangor Darul Ehsan.	1 1/2 storey factory with extended zinc roofing for manufacturing of decorative compound light poles.	5,008/ 10,563 sq ft	8	Freehold	2,677

STATISTICS OF SHAREHOLDINGS

AS AT 2 APRIL 2021

SHARE CAPITAL

Total Number of Issued Shares	:	906,900,000
Issued and Paid-up Capital	:	RM76,264,417.00
Class of Shares	:	Ordinary Shares
Voting Rights	:	One vote for each ordinary share held

DISTRIBUTION OF SHAREHOLDINGS AS AT 2 APRIL 2021

Size of Holdings	No. of shareholders	Percentage of shareholders (%)	No. of shares	Percentage of shares (%)
1 – 99	0	0.000	0	0.000
100 – 1,000	475	9.604	270,600	0.030
1,001 – 10,000	1,871	37.829	12,053,200	1.329
10,001 – 100,000	2,081	42.074	82,341,200	9.079
100,001 – 45,344,999*	515	10.412	444,224,500	48.983
45,345,000 AND ABOVE **	4	0.081	368,010,500	40.579
Total	4,946	100.000	906,900,000	100.000

Remark :

* - Less than 5% of Issued Shares

** - 5% and above of Issued Shares

SUBSTANTIAL SHAREHOLDERS AS AT 2 APRIL 2021

No.	Name of Substantial Shareholders	No. of Shares held		No. of Shares held	
		Direct	Percentage (%)	Indirect	Percentage (%)
1	POR TEONG ENG	212,101,600	23.388	-	-
2	LOON CHIN SENG	237,347,600	26.171	-	-

DIRECTORS' INTERESTS IN SHARES AS AT 2 APRIL 2021

No.	Name of Directors	No. of Shares held		No. of Shares held	
		Direct	Percentage (%)	Indirect	Percentage (%)
1	TAJUL ARIFIN BIN MOHD TAHIR	160,000	0.018	-	-
2	POR TEONG ENG	212,101,600	23.388	-	-
3	LOON CHIN SENG	237,347,600	26.171	-	-
4	LEONG PENG PHOOI	130,000	0.014	-	-
5	DATUK IR. MOHD DOM BIN AHMAD	5,701,000	0.629	-	-
6	NG KIM CHEONG	-	-	-	-

STATISTICS OF SHAREHOLDINGS (cont'd)

AS AT 2 APRIL 2021

LIST OF TOP 30 LARGEST SECURITIES ACCOUNTS HOLDERS (ACCORDING TO THE REGISTER OF DEPOSITORS AS AT 2 APRIL 2021)

No.	Name of Shareholders	No. of Shares	%
1	LOON CHIN SENG	118,847,600	13.104
2	LOON CHIN SENG	118,500,000	13.066
3	POR TEONG ENG	80,662,900	8.894
4	AFFIN HWANG NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR POR TEONG ENG	50,000,000	5.513
5	AMSEC NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR POR TEONG ENG	32,938,700	3.632
6	JLLION CAPITAL SDN. BHD.	22,000,000	2.425
7	RHB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR POR TEONG ENG	20,000,000	2.205
8	LEE TEIK AUN	19,140,500	2.110
9	POR TEONG ENG	18,500,000	2.039
10	CGS-CIMB NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIAU BENG TEIK (MY2975)	17,097,600	1.885
11	CARTABAN NOMINEES (ASING) SDN BHD EXEMPT AN FOR BARCLAYS CAPITAL SECURITIES LTD (SBL/PB)	11,162,800	1.230
12	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR POR TEONG ENG (7008531)	10,000,000	1.102
13	MAYBANK NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR CHIAU HAW CHOON	10,000,000	1.102
14	SHAZIMAN BIN ABU MANSOR	8,200,000	0.904
15	DWISAUJANA (M) SDN BHD	7,889,400	0.869
16	LIEW KHEK KONG	6,500,000	0.716
17	LEE SING GEE	5,600,000	0.617
18	PEE KOK KEONG	5,310,900	0.585
19	GAN KIAN CHONG	5,000,000	0.551
20	NUM SIEW YOKE	5,000,000	0.551
21	YAP AH TECK	5,000,000	0.551
22	CHEOK SIAO WEI	4,924,000	0.542
23	AFFIN HWANG INVESTMENT BANK BERHAD IVT (JRY)	4,261,000	0.469
24	ONG KEAN SEONG	4,000,000	0.441
25	KOK CHOONG TAI	3,550,000	0.391
26	CHAN CHEE KEONG	3,342,000	0.368
27	KENANGA NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR MOHD DOM BIN AHMAD	3,201,000	0.352
28	ONG KEAN SEONG	2,782,900	0.306
29	KENANGA NOMINEES (TEMPATAN) SDN BHD RAKUTEN TRADE SDN BHD FOR MOO CHUI CHUI	2,535,700	0.279
30	ALLIANCEGROUP NOMINEES (TEMPATAN) SDN BHD PLEDGED SECURITIES ACCOUNT FOR MOHD DOM BIN AHMAD (6000797)	2,500,000	0.275
		608,447,000	67.090

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third ("3rd") Annual General Meeting ("AGM") of Mestron Holdings Berhad ("MESTRON" or "the Company") will be held at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 18 June 2021 at 10.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

AGENDA

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Notes 1)**
2. To approve the payment of Directors' fees of up to RM220,000.00 and other benefits payable of up to RM15,000.00 payable to Non-Executive Directors of the Company for the period commencing from the conclusion of the 3rd AGM up to the conclusion of the 4th AGM of the Company; **Ordinary Resolution 1**
3. To re-elect the following Directors who retire in accordance with Clause 105(1) of the Company's Constitution and who being eligible, have offered themselves for re-election: -
 - (i) Tajul Arifin Bin Mohd Tahir **Ordinary Resolution 2**
 - (ii) Leong Peng Phooi **Ordinary Resolution 3**
4. To re-elect the following Directors who retire in accordance with Clause 114 of the Company's Constitution and who being eligible, have offered themselves for re-election: -
 - (i) Datuk Ir. Mohd Dom Bin Ahmad **Ordinary Resolution 4**
 - (ii) Ng Kim Cheong **Ordinary Resolution 5**
5. To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business:

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

6. **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016** **Ordinary Resolution 7**

"THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

7. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 2016.

By order of the Board,

TAN TONG LANG (MAICSA 7045482) (SSM PC No. 201908002253)
VIMALRAJ A/L SHANMUGAM (MAICSA 7068140) (SSM PC No. 202008000925)
 Company Secretaries

Selangor
 30 April 2021

Notes:

1. A member of the Company is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy may but need not, be a member of the Company. Where a member/shareholder appoints more than one proxy to attend and vote at the meeting, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint one (1) or more proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA 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.
4. Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
6. The Form of Proxy must be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd's ("Share Registrar", "Tricor" or "TIH") office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining a member who shall be entitled to attend the meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 11 June 2021. Only members whose name appears on the Record of Depositors shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote and vote on his/her stead.
8. Pursuant to Rule 8.31A of the Listing Requirements of Bursa Securities, all resolutions set out in this Notice of the 3rd AGM will be put to vote by way of poll.
9. In view of the COVID-19 pandemic, the Company has in place precautionary measures for the AGM in order to safeguard the health of attendees at the AGM. The Company has the right to impose any other precautionary measures as guided by the guidelines issued by the Government from time to time.
10. Members/proxies/corporate representatives/attorneys who wish to attend the 3rd AGM in person ARE REQUIRED TO PRE-REGISTER with the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd ("Share Registrar", "Tricor" or "TIH"), via the TIH Online website at <https://tthh.online> no later than Wednesday, 16 June 2021 at 10.00 a.m. Please follow the Pre-Register procedures as set out in the Administrative Guide of AGM.
11. A member who has appointed a proxy or attorney or corporate representative to attend and vote at the AGM, must request his/her proxy or attorney or corporate representative to PRE-REGISTER their attendance via TIH Online website at <https://tthh.online> no later than Wednesday, 16 June 2021 at 10.00 a.m. Please follow the Pre-Register procedures as set out in the Administrative Guide of AGM.

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

EXPLANATORY NOTES:-

1. Audited Financial Statements for the Financial Year Ended 31 December 2020

The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Therefore, this Agenda item is not put forward for voting.

2. Ordinary Resolution 1: To Approve the Payment of Directors' Fees and Other Benefits Payable

Section 230(1) of the Act provides amongst others, that "the fees" of the Directors and "any benefits" payable to the Directors of public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company pays Directors' fees and benefits to the Independent Non-Executive Directors ("INEDs"). The Board wishes to seek shareholders' approval for the payment of a maximum aggregate amount of RM220,000 for Directors' fees and a maximum aggregate amount of RM15,000 for the payment of other benefits to the INEDs of the Company for the period commencing from the conclusion of the 3rd AGM up to the conclusion of the 4th AGM of the Company.

Directors' benefits include allowances and other claimable benefits which calculated based on the current Board size and the number of schedule meetings for the period commencing from the conclusion of the 3rd AGM up to the conclusion of the 4th AGM of the Company.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

3. Ordinary Resolution 7: Authority to Issue Shares Pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 7, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

As at the date of this notice, 116,900,000 ordinary shares were issued pursuant to the general mandate granted to the Directors at the 2nd AGM held on 18 August 2020 and which will lapse at the conclusion of the 3rd AGM.

Further information on the proceed raised from the previous mandate is reflected under page 64 and 65 of the Annual Report 2020 which is despatch to shareholders together with this notice.

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Rule 8.29(2) of the ACE Market Listing Requirements of Bursa Securities:-

1. Details of individual who are standing for election as Directors (excluding Directors for re-election)

No individual is seeking election as a Director at the 3rd AGM of the Company.
2. General mandate for issue of securities in accordance with Rule 6.04 of the Listing Requirements of Bursa Securities.

The details of the proposed authority for Directors of the Company to issue shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out under the Explanatory Notes.



MESTRON HOLDINGS BERHAD
[Registration No. 201801018716 (1280732-K)]

FORM OF PROXY

(Before completing this form please refer to the notes below)

No. of shares held	:	
CDS Account No.	:	

I/We _____ *NRIC No./Company No.
(Full Name in Capital Letter)

_____ of _____
(Full Address)

being a member(s) of MESTRON HOLDINGS BERHAD [Registration No. 201801018716 (1280732-K)] hereby

appoint (Proxy 1) _____ *NRIC No./Passport No.
(Full Name in Capital Letter)

_____ of _____
(Full Address)

and failing *him/her (Proxy 2) _____ *NRIC No / Passport No.
(Full Name in Capital Letter)

_____ of _____
(Full Address)

or failing him/her*, the Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Third ("3rd") Annual General Meeting ("AGM") of the Company to be held at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 18 June 2021 at 10.00 a.m. and at any adjournment thereof to vote as indicated below:-

Resolution	Agenda	FOR	AGAINST
1	To approve the payment of Directors' fees and other benefits of up to RM220,000.00		
2	To re-elect Tajul Arifin Bin Mohd Tahir as Director		
3	To re-elect Leong Peng Phooi as Director		
4	To re-elect Datuk Ir. Mohd Dom Bin Ahmad as Director		
5	To re-elect Ng Kim Cheong as Director		
6	To re-appoint Grant Thornton Malaysia PLT as Auditors of the Company		
7	Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016		

(Please indicate with an "X" in the space provided on how you wish your vote to be cast. In the absence of specific direction, the proxy may vote or abstain from voting on the resolutions as he/she may think fit)

Signed on this _____ day of _____ 2021.

Signature of Shareholder(s) or Common Seal

*strike out whichever is inapplicable

The proportions of my/our holdings to be represented by our proxy(ies) are as follows.

Proxy 1

No. of Shares : _____
Percentage : _____%

Proxy 2

No. of Shares : _____
Percentage : _____%



Notes:

1. A member of the Company is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy may but need not, be a member of the Company. Where a member/shareholder appoints more than one proxy to attend and vote at the meeting, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
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3. Where a member of the Company is an exempt authorised nominee defined under the SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA 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.
4. Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
6. The Form of Proxy must be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd's ("Share Registrar", "Tricor" or "TIH") office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
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Place
Stamp Here

The Share Registrar of
MESTRON HOLDINGS BERHAD [Registration No. 201801018716 (1280732-K)]
Tricor Investor & Issuing House Services Sdn. Bhd.
Unit 32-01, Level 32, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

or

Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium,
Avenue 3, Bangsar South, No.8, Jalan Kerinchi, 59200 Kuala Lumpur

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MESTRON HOLDINGS BERHAD

PT 50102, JALAN MU 1/9, SEKSYEN 10,
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MALAYSIA.



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