



WATTA HOLDING BERHAD

(199401038699 (324384-A))

ANNUAL REPORT **2022**





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**ANNUAL
REPORT
2022**

NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Eighth Annual General Meeting of the Company will be held at Alhambra Ballroom, Level M1, Hotel Melia Kuala Lumpur, 16, Jalan Imbi, 55100 Kuala Lumpur on Tuesday, 30 May 2023 at 9.00 a.m. or at any adjournment thereof to transact the following business:-

ORDINARY BUSINESS

- | | | |
|----|--|-----------------------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon. | Please refer to
Note 1 |
| 2. | To re-elect the following Directors who retire by rotation pursuant to Clause 109 of the Company's Constitution:- | |
| | 2.1 Hj. Ariffin Bin Abdul Aziz; | (Resolution 1) |
| | 2.2 Hj. Ahmad Bin Khalid; and | (Resolution 2) |
| | 2.3 Loo Sooi Guan. | (Resolution 3) |
| 3. | To approve the payment of Directors' fees and benefits of up to RM300,000.00 in respect of the period from 31 May 2023 until the conclusion of the next annual general meeting of the Company. | (Resolution 4) |
| 4. | To re-appoint Messrs. UHY as the Company's Auditors and to authorise the Directors to fix their remuneration. | (Resolution 5) |

SPECIAL BUSINESS

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

- | | | |
|----|---|-----------------------|
| 5. | <p>ORDINARY RESOLUTION
RETENTION OF LEE TAK WING AS INDEPENDENT DIRECTOR</p> <p>"THAT in accordance with the Malaysian Code on Corporate Governance, Lee Tak Wing be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such, subject to the provisions of the relevant regulatory authorities."</p> | (Resolution 6) |
| 6. | <p>ORDINARY RESOLUTION
AUTHORITY FOR DIRECTORS TO ISSUE SHARES</p> <p>"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, without first offer to holders of existing issued shares of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting ("AGM") of the Company.</p> <p>THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 63 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares to be issued pursuant to Sections 75 and 76 of the Companies Act 2016."</p> | (Resolution 7) |
| 7. | <p>ORDINARY RESOLUTION
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")</p> <p>"THAT subject always to the provisions of the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature as stated in the Circular to Shareholders dated 27 April 2023 with the specified classes of related parties mentioned therein which are necessary for the Group's day-to-day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.</p> | (Resolution 8) |

NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING (CONT'D)

THAT the approval shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate described in the Circular."

8. To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

By Order of the Board
WATTA HOLDING BERHAD

YEOH CHONG KEAT (SSM PC NO. 201908004096) (MIA 2736)
LIM FEI CHIA (SSM PC NO. 202008000515) (MAICSA 7036158)
LIEW CHAK HOOI (SSM PC NO. 201908004042) (MAICSA 7055965)
Company Secretaries

Kuala Lumpur
27 April 2023

Notes:

- (1) *The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, shall not be put forward for voting.*
- (2) *Only a depositor whose name appears in the Company's Record of Depositors as at 23 May 2023 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote in his stead.*
- (3) *A member may appoint proxies to attend and vote instead of him at the meeting. If the member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company.*
- (4) *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.*
- (5) *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
- (6) *The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting.*
- (7) *Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this notice will be put to vote by poll.*
- (8) *The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.*

NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING (CONT'D)**Explanatory Notes:-****1. Resolutions 1, 2 and 3**

The profiles of the Directors seeking for re-election are set out in the Directors' Profile section of the Company's Annual Report 2022. In accordance with Clause 109 of the Company's Constitution, an election of Directors shall take place every year. One-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all the Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. Hj. Ariffin Bin Abdul Aziz (Group Executive Director) ("Hj. Ariffin"), Hj. Ahmad Bin Khalid (Non-Independent Non-Executive Director) ("Hj. Ahmad Khalid"), and Loo Sooi Guan (Executive Director) ("Mr. Loo"), being eligible, have offered themselves for re-election.

The Nomination Committee and the Board had considered and were satisfied with the management and contribution of Hj. Ariffin and Mr. Loo. The Nomination Committee and the Board had also considered and were satisfied with the commitment and contribution of Hj. Ahmad Khalid.

The Board recommends the re-election of Hj. Ariffin, Hj. Ahmad Khalid and Mr. Loo.

2. Resolution 4

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. This resolution is proposed for the purpose of payment of Directors' fees and benefits from the date immediately after the Twenty Eighth ("28th") AGM until the conclusion of the next AGM of the Company. In the event the proposed amount is insufficient due to more meetings and/or change of Board and Board Committees composition, necessary approval will be sought at the next AGM for the shortfall.

3. Resolution 6

In observing the recommendation in relation to the tenure of an independent director as prescribed by the Malaysian Code on Corporate Governance, the Board of Directors of the Company, after having assessed the independence of Lee Tak Wing, considers him to be independent and recommends that Lee Tak Wing be retained as Independent Director of the Company. The details of his assessment and justifications are contained in the Statement Accompanying Notice of AGM.

4. Resolution 7

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, without first offer to holders of existing issued shares of the Company ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate approved in the preceding year 2022 which was not exercised by the Company during the year, will expire at the forthcoming 28th AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.

5. Resolution 8

This proposed resolution, if passed, will authorise the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are as set out in the Circular to Shareholders dated 27 April 2023. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

RETENTION OF LEE TAK WING AS INDEPENDENT DIRECTOR

The Board, after having assessed the independence of Lee Tak Wing, considers him to be independent based on amongst others, the following justifications and recommends that Lee Tak Wing be retained as Independent Non-Executive Director of the Company:-

- (i) He has confirmed and declared that he is an Independent Director as defined under Paragraph 1.01 of the Listing Requirements of Bursa Securities;
- (ii) He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
- (iii) He is currently not sitting on the board of any other public and/or private companies having the same nature of business as that of the Company and its subsidiary companies; and
- (iv) The Board is of the opinion that Lee Tak Wing is an important Independent Non-Executive Director of the Board in view of his incumbent knowledge of the Company and the Group's activities and corporate history and has provided invaluable contributions to the Board in his role as an Independent Non-Executive Director and Chairman of the Audit Committee.

CORPORATE INFORMATION

BOARD OF DIRECTORS

HJ. AHMAD BIN DARUS

Independent Non-Executive Chairman

DATO' LEE FOO SAN

Group Executive Deputy Chairman and Chief Executive Officer

HJ. ARIFFIN BIN ABDUL AZIZ

Group Executive Director

DATIN TEOH LIAN TIN

Executive Director

LOO SOOI GUAN

Executive Director

GAN LENG SWEE

Senior Independent Non-Executive Director

HJ. AHMAD BIN KHALID

Non-Independent Non-Executive Director

LEE TAK WING

Independent Non-Executive Director

DATUK HONG CHOON HAU

Non-Independent Non-Executive Director



AUDIT COMMITTEE

Lee Tak Wing (*Chairman*)
Hj. Ahmad Bin Darus
Gan Leng Swee

NOMINATION COMMITTEE

Gan Leng Swee (*Chairman*)
Hj. Ahmad Bin Darus
Hj. Ahmad Bin Khalid

REMUNERATION COMMITTEE

Hj. Ahmad Bin Darus (*Chairman*)
Gan Leng Swee
Lee Tak Wing

COMPANY SECRETARIES

Yeoh Chong Keat (*MIA 2736*)
Lim Fei Chia (*MAICSA 7036158*)
Liew Chak Hooi (*MAICSA 7055965*)

REGISTERED OFFICE

Lot 5, Level 10
Menara Great Eastern 2
No. 50, Jalan Ampang
50450 Kuala Lumpur
Tel : (603) 2031 1988
Fax : (603) 2031 9788

SHARE REGISTRAR

Bina Management (M) Sdn Bhd
Lot 10, The Highway Centre
Jalan 51/205
46050 Petaling Jaya
Selangor Darul Ehsan
Tel : (603) 7784 3922
Fax : (603) 7784 1988

AUDITORS

UHY (AF 1411)
Suite 11.05 Level 11
The Gardens South Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Tel : (603) 2279 3088
Fax : (603) 2279 3099

PRINCIPAL BANKERS

AmBank (M) Berhad
United Overseas Bank (Malaysia) Bhd
Malayan Banking Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia
Securities Berhad
Sector : Industrial Products & Services
Stock Name : WATTA
Stock Code : 7226

DIRECTORS' PROFILE

HJ. AHMAD BIN DARUS

69 years of age,
Malaysian, Male

Independent Non-Executive Chairman

Hj. Ahmad Bin Darus was appointed to the Board on 16 September 2004. He was subsequently appointed as Chairman and re-designated as Independent Non-Executive Chairman on 26 June 2018. He is the Chairman of the Remuneration Committee and member of the Audit Committee, Nomination Committee and Risk Assessment/Management Committee.

Prior to his appointment as Director of Watta Holding Berhad, he had more than 10 years of working experience in the management of the financial affairs of corporations which he held the positions as Chief Executive Officer (CEO) and Managing Director. He was the CEO of Pernec Telecom Sdn. Bhd. in 1991 and the Managing Director of Alcatel Malaysia from 1994 to 2002. At both Pernec Telecom and Alcatel Malaysia, he was primarily responsible for the companies' financial management including budgeting, financial planning, company's audit, tax planning, cash flow management, risks management and credit management. He retired from Alcatel Malaysia in 2002 to venture into his own business.

Hj. Ahmad Bin Darus does not have any other directorships in other public companies and listed issuers. He has attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

DATO' LEE FOO SAN

58 years of age,
Malaysian, Male

Group Executive Deputy Chairman and Chief Executive Officer

Dato' Lee Foo San was appointed to the Board as an Executive Director on 21 May 1998 and was subsequently appointed as the Group Executive Chairman on 16 October 1998. He was re-designated as Group Executive Deputy Chairman and Chief Executive Officer on 26 June 2018. He is a member of the Risk Assessment/Management Committee.

Dato' Lee is a self-made entrepreneur who has ventured into the business world since 1989. In 1998, he ventured into the automotive battery business. Over the years, he has been involved in the telecommunication and travel business and has gained vast exposure in the said fields.

Dato' Lee also sits on the Board of all the Company's subsidiary companies and several other private limited companies. He does not have any other directorships in other public companies and listed issuers.

Dato' Lee is a substantial shareholder of the Company with direct shareholding of 39,634,762 ordinary shares. He is the spouse of Datin Teoh Lian Tin who is an Executive Director of the Company. He attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

He has no conflict of interest with the Company and had no convictions for any offences, other than traffic offences (if any), within the past five (5) years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

HJ. ARIFFIN BIN ABDUL AZIZ

69 years of age,
Malaysian, Male

Group Executive Director

Hj. Ariffin Bin Abdul Aziz was appointed to the Board on 16 October 1998. He holds a Bachelor of Economics Degree with honours from University of Malaya in 1977 and a Diploma in Marketing.

Hj. Ariffin Bin Abdul Aziz was formerly the General Manager of the banking division of AmlInvestment Bank Berhad and the Founder Member and Vice President of the Association of Islamic Banking Malaysia. Apart from the banking industry, his experience covers a wide variety of industries including property development and manufacturing. Prior to joining the Watta Group he was advisor of Islamic Banking for HSBC Malaysia.

Hj. Ariffin Bin Abdul Aziz sits on the Board of all the Company's subsidiary companies. He does not have any other directorships in other public companies and listed issuers.

He attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

DIRECTORS' PROFILE (CONT'D)

DATIN TEOH LIAN TIN

55 years of age,
Malaysian, Female

Executive Director

Datin Teoh Lian Tin was appointed to the Board on 21 May 1998. She currently holds the position of Group Human Resource and Administration Director. Datin Teoh is the spouse of Dato' Lee Foo San, the Group Executive Deputy Chairman and a substantial shareholder of the Company.

Datin Teoh sits on the Board of several subsidiary companies of Watta Group and several other private limited companies. She does not have any other directorships in other public companies and listed issuers.

Datin Teoh has attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

She has no conflict of interest with the Company and had no convictions for any offences, other than traffic offences (if any), within the past five (5) years nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

GAN LENG SWEE

72 years of age,
Malaysian, Male

**Senior Independent
Non-Executive Director**

Mr. Gan Leng Swee was appointed to the Board on 16 October 1998. He is the Chairman of the Nomination Committee and Risk Assessment/Management Committee as well as a member of the Audit Committee and Remuneration Committee. He was the Chairman of Audit Committee from the date of his appointment as a Director of the Company until 1 April 2014.

Mr. Gan holds a Bachelor of Economics from University of Malaya in 1974. He began his career with Citibank in 1974 and progressed to the position of Assistant Vice President for Institutional Banking Group. From 1984 to 1986, he was the Asean Representative for Dow MBF Ltd. Hong Kong and concurrently General Manager of MBF Leasing Sdn Bhd. Prior to joining Overseas Union Bank, Singapore in 1987 as the head of the Credit Review Unit (Audit & Inspection), he was a Senior Credit Manager of Oriental Bank Berhad. From 1990 to 1991, he was the Dealer's Representative (Institutional Sales) with G.K. Goh (Stockbrokers) Pte. Ltd. He formed his private management consultancy practice named Citation Corporate Concepts Pte. Ltd. Singapore from 1991 till 1998. On a contract basis from November 1998 to November 1999, he was the Deputy President/Chief Operating Officer for Keppel Bank Philippines.

Mr. Gan does not have any other directorships in other public/private companies and other listed issuers.

Mr. Gan attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

HJ. AHMAD BIN KHALID

72 years of age,
Malaysian, Male

**Non-Independent
Non-Executive Director**

Hj. Ahmad Bin Khalid was appointed to the Board on 14 February 2011. He is a member of the Nomination Committee.

Hj. Ahmad Bin Khalid is a graduate in Accountancy from Universiti Teknologi Mara in 1973. He started his career in banking and subsequently moved to telecommunication industry. He has attended numerous professional courses and seminars both abroad and locally. Hj. Ahmad Bin Khalid has held various senior management position in both banking and telecommunication industries for the past thirty (30) years.

He does not have any other directorships in other public companies and listed issuers.

He attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

DIRECTORS' PROFILE (CONT'D)

LEE TAK WING

68 years of age,
Malaysian, Male

**Independent
Non-Executive Director**

Mr. Lee Tak Wing was appointed to the Board and as a member of the Audit Committee on 14 October 2011. He was appointed as Chairman of the Audit Committee on 1 April 2014 and a member of the Remuneration Committee on 26 February 2018.

Mr. Lee holds a Diploma in Accounting and Business Studies from Goons College in 1974 and Diploma in Strategic Marketing Management from Singapore Institute of Management in 1991. He attended Wharton School of Business US Executive Program in Hong Kong in 1993. He had his first career in the banking industry where he spent 8 years in UMBC Bhd. He then moved into commercial sectors where he held various senior positions and roles. In 1990, he joined Nokia Mobile in Singapore as Regional Manager responsible for Hong Kong, Taiwan and Philippines markets. He was relocated to Hong Kong in 1991 and promoted to Sales General Manager responsible for China market. In 1996, he was relocated back to Malaysia and was promoted as Country Manager. He was appointed as Managing Director for Nokia Malaysia in 2003. In 2006, he ventures into consultancy services.

Mr. Lee does not have any other directorships in other public companies and listed issuers. He attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

LOO SOOI GUAN

58 years of age,
Malaysian, Male

Executive Director

Mr. Loo Sooi Guan was appointed to the Board on 21 May 2013.

Mr. Loo is a Chartered Accountant and a member of Malaysia Institute of Accountants. He holds a Bachelor of Business Degree in Accountancy from RMIT University, Melbourne, Australia. He joined Watta Group in June 1998 as the Group Financial Controller, overseeing the finance department of the Group. He was promoted to Vice President in January 2002 where he held the position till 21 May 2013.

During his tenure in Watta Group he gained vast experience in corporate affairs, finance, manufacturing, marketing, procurement, logistics and the overall operations of the Watta Group. Prior to joining Watta Group, he has worked in several business industries which include property development, manufacturing and oil & gas. He also had working experience for several years at BP Australia Limited, Melbourne, Australia.

He is also a director of several subsidiaries in Watta Group.

Mr. Loo does not have any other directorships in other public companies and listed issuers. He attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

DATUK HONG CHOON HAU

47 years of age,
Malaysian, Male

**Non-Independent
Non-Executive Director**

Datuk Hong Choon Hau was appointed to the Board on 30 May 2017.

Datuk Hong holds a Diploma in Computer Science / Information Technology. Datuk Hong holds many positions with years of experience in corporate companies and has been practising good reputation in corporate finance and ICT industry. He was an Executive Director of Sunzen Biotech Berhad from 2014 to 2020.

Datuk Hong is currently the Group Executive Director of CWG Holdings Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad and he also sits on the Board of several other private limited companies.

Datuk Hong has indirect shareholdings of 19,344,022 ordinary shares in the Company through Cambridge Asset Holding Limited, the holding company of Surin Bay Resort Sdn Bhd by virtue of Section 8 of the Companies Act 2016.

He attended all the five (5) Board of Directors' Meetings of the Company held during the financial year ended 31 December 2022.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company.

He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

KEY SENIOR MANAGEMENT'S PROFILE



LOO KWONG YONG

64 years of age,
Malaysian, Male

Mr. Loo Kwong Yong was appointed as Director of Mobile Technic Sdn Bhd (“MTSB”) and SEMS Services Sdn Bhd (“SEMS”) on 16 January 2002 and 27 June 2002 respectively. Both MTSB and SEMS are wholly-owned subsidiaries of the Company. Mr. Loo is currently the Managing Director of both MTSB and SEMS. He holds a Master’s Degree in Marketing from the University of Strathclyde, Glasgow and is an associate member of the Chartered Institute of Marketing, United Kingdom. He has been in the handphone distribution and servicing business for more than 30 years. He was formerly the Managing Director of Cellstar Amtel Sdn Bhd, a joint venture company between Cellstar USA and Amtel Cellular Malaysia. Cellstar Amtel Sdn Bhd is a subsidiary of Amtel Holdings Bhd, a public company listed on the Main Market of Bursa Malaysia. Prior to joining the Amtel Holding Group, he was also involved in the distribution of mobile handphones mainly the distribution of “OKI” mobile phones.

He does not have any directorship in public companies and listed issuers.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

CHAN SOH HWA

61 years of age,
Malaysian, Male

Mr. Chan Soh Hwa was appointed as Director of MTSB and SEMS on 16 January 2002 and 28 April 2010 respectively. He is also the General Manager of MTSB and SEMS, both wholly-owned subsidiaries of the Company. Both Chan Soh Hwa and Loo Kwong Yong started MTSB and SEMS. He has more than 30 years of experience in the telecommunications industry in Federal Telecommunications and Amtel Communications Sdn Bhd. He specialised in handphone project management, system design and implementation.

He was also involved in wireless telecommunication equipment project design, integration, implementation and management such as Trunked Radio System, Conventional/Auxiliary Radio System, and Paging (in H house/public) System, Analog/ Digital Microwave Radio System, Cellular infrastructure and Digital Pair-Gain. Major projects undertaken include those for the oil and gas industry in Malaysia such as Petronas, Esso and Shell, airports and seaports, Malaysia telecommunication companies and nationwide trunked radio system for the Ministry of Police in Vietnam.

He does not have any directorship in public companies and listed issuers.

He does not have any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. He has not been convicted of any offences within the past five (5) years other than traffic offences (if any) nor any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

FINANCIAL HIGHLIGHTS & FINANCIAL INDICATORS

	Financial Year Ended 31 December				
	2018	2019	2020	2021	2022
Financial Highlights of Income Statement Items (RM)					
Revenue	16,093,166	13,369,367	12,195,575	11,980,163	11,162,204
Earnings Before Interest, Tax, Depreciation And Amortisation	(3,289,809)	4,081,551	(508,409)	(200,695)	123,951
Profit/(Loss) Before Tax	(3,505,521)	3,534,584	(1,105,123)	(781,702)	(397,334)
Profit/(Loss) After Tax	(3,113,236)	1,928,636	(1,437,184)	(1,162,839)	(861,882)
Net Profit/(Loss) Attributable to Equity Holders	(3,113,236)	1,928,636	(1,437,184)	(1,162,839)	(861,882)
Financial Highlights of Financial Position Items (RM)					
Total Assets	66,241,430	70,128,915	68,224,885	66,699,241	66,647,027
Total Borrowings	NIL	639,633	775,217	437,367	574,639
Shareholders' Equity	55,922,393	57,851,477	56,414,293	55,251,454	54,389,572
Financial Indicators					
Return of Equity	(0.06)	0.03	(0.03)	(0.02)	(0.02)
Return on Total Assets	(0.05)	0.03	(0.02)	(0.02)	(0.01)
Gearing Ratio	NIL	0.01	0.01	0.01	0.01
Interest Cover	(3,134.53)	354.25	(38.43)	(36.52)	(18.37)
Earnings Per Share (sen)	(3.69)	2.28	(1.70)	(1.38)	(1.02)
Net Asset Per Share (RM)	0.66	0.68	0.67	0.65	0.64
Gross Dividend Per Share	NIL	NIL	NIL	NIL	NIL
Price Earnings Ratio	(21.57)	22.78	(32.62)	(37.41)	(52.44)
Gross Dividend Yield Per Share	NA	NA	NA	NA	NA
Share Price as at Financial Year End	0.795	0.520	0.555	0.515	0.535

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF THE GROUP BUSINESS AND OPERATIONS

In the financial year ended (FYE) 2022, the global economy experienced significant challenges due to COVID-19 and supply chain disruptions, leading to rising inflation in many countries, including Malaysia. Central Banks around the world responded by aggressively increasing interest rates after inflation hit new highs. As a result, 2023 is expected to bring a new economic reality marked by the end of cheap money and inflation, as well as new challenges that remain to be seen.

In response to the ongoing inflationary pressures, we anticipate that global inflation will fall in 2023 and 2024 amid subpar economic growth. Malaysia's GDP growth is expected to be around 3-4% in 2023, down from 8.7% in 2022, and the export outlook may weaken due to the semiconductor industry's ongoing downcycle and the slowing economy. This could have negative implications for Malaysia's exports, and we expect the OPR to continue to increase in response to possible local and global inflationary pressure. The double impact of lower economic growth and inflation may dampen market sentiment and affect the cost of living for Malaysians in 2023.

In 2022, smartphone shipments declined by 11.3% due to lower consumer demand, inflation, and economic uncertainties. However, we expect a slight recovery in smartphone demand for 2023. As such, 2023 is expected to be a cautious year for vendors, who will be selective in taking on excess inventory.

REVIEW OF OPERATING ACTIVITIES

During the FYE 2022, the Group operated in two core business segments namely, servicing and repair of telecommunication products segment and rental of investment properties segment.

a. Servicing and Repair of Telecommunication Products Segment

The year 2022 was challenging for our business due to the drop in global sales of smartphones which accordingly reduced the overall demand for handphone services and repairs. Despite these difficult circumstances, we were able to maintain our dominant position in the market and sustain our turnover for handphone repairs in the country.

One of the key reasons for our success was that we had established partnerships with many popular handphone brands in the market, which allows us to secure a steady stream of repair appointments. Moreover, our reputation for providing high-quality repairs had spread far and wide, making us a to be the choice for many handphone users in the country.

In addition to our excellent network and experienced staff, we also made sure to focus on maintaining the speed and quality of our repairs. We knew that these factors were critical in ensuring customer satisfaction, which was vital for retaining our market share.

To further encourage repairs and servicing programs amongst handphone users, we collaborated closely with our principals to offer attractive repair prices. We even offered users to replace handphone parts that were not covered under the normal warranty program at discounted prices. This is to ensure the older handphones could be performed at optimal capability.

Looking ahead to the future, we remain confident in our ability to sustain our handphone repair and servicing business in the years to come. With the expected launching of new models with higher technology in 2023, we anticipate that the handphone repair market will continue to do well. As such, we envisage to expand our business offerings and enhance our capabilities to meet the evolving needs of our customers.

b. Rental of Investment Properties Segment

The Group owns four plots of industrial properties, 2 plots of vacant lands and offices. The offices have been occupied by the servicing and repair of telecommunication products business segment and the vacant lands were unoccupied.

The industrial properties under the investment properties segment; are located in prominent locations in Selangor and were all tenanted. During the FYE 2022, the Group incurred RM46,616.00 repair and maintenance expenditures, as the buildings were required to perform appropriate upkeep. Barring any unforeseen circumstances, these industrial properties will continue to be tenanted and generate rental income for the Group.

FINANCIAL PERFORMANCE IN 2022

In the FYE 2022, the Group's revenue decreased marginally from RM11.98 million in 2021 to RM11.16 million due to lower demand for smartphones amid rising inflation and economic uncertainties. Nevertheless, we saw an encouraging increase in work orders for service and repair of telecommunication products, particularly those under warranty, during the first half of the year. Our servicing and repair of telecommunication products business segment makes up 89% of the Group turnover for the year 2022 while the rental income from the investment properties segment remains at 11% of the turnover. However, the servicing and repair of telecommunication products business segment experienced a decline in work orders from July 2022; as the average consumer allocated more of their income to purchasing on essentials and daily food necessities.

The Group incurred a loss of RM861,882 in the year ending 2022, which is a narrower loss compared to RM1,162,839 in 2021. The loss per share dropped from 1.38 sen in 2021 to 1.02 sen in 2022. Total assets marginally decreased to RM66,647,027 in 2022 from RM66,699,241 in the 2021 financial year.

The Group's investment properties were revalued in 2022, resulting in a net increase of RM730,000 recognized in the profit and loss account. As of 31 December 2022, the Group's net asset per share stood at RM0.64.

DIVIDENDS

The Board of Directors does not recommend any dividends for the financial year ended 31 December 2022.

OUTLOOK AND FUTURE PROSPECTS

While we expect a slight drop in smartphone sales in 2023 due to continued inflationary pressure and the possibility of a recession in some parts of the world economy, as well as the ongoing endemic stage and threat of COVID-19, we are optimistic that our business can sustain itself with marginal improvement. Our robust cost and management controls and comprehensive network coverage in Malaysia, along with the strong support of our principals, who have performed well in the sales of their handphone brands' market share in Malaysia and globally, provides us with the confidence to remain competitive and to perform better.

To ensure the sustainability of our business, we will closely monitor market and consumer trends and adapt our strategies accordingly. Our focus will be on providing excellent customer service and expanding our product offerings to maintain our edge over our competitors and seeking for more new handphone brands to service.

SUSTAINABILITY STATEMENT

BUSINESS SUSTAINABILITY

Our theme **“HIGH PRODUCT QUALITY AND SERVICE EXCELLENCE”** highlights our efforts to continuously move towards a sustainable future. With the ongoing technological advancements in the industry, we keep abreast of the new process and compliance requirements. As one of the foremost service providers, we take vigilant concern on the quality, environment and compliance issues.

Watta Holding Berhad (WATTA or The Company) is committed to embracing sustainability as sustainability is the key driver for business growth and WATTA aims to conduct its business sustainably and responsibly. As such it is important to ensure the key areas such as the Environmental, Social and Governance (ESG) aspects of the business continue to contribute and benefit the stakeholders at large.

Adopting a good corporate governance framework, environmentally responsible practices and sound social policies would enable WATTA to achieve sustainable growth and enhance long-term value for its shareholders and stakeholders.

This statement covers the financial year from 1 January 2022 to 31 December 2022 (FY2022) for our major revenue contributor subsidiaries, SEMS Services Sdn. Bhd. (SEMS) and Mobile Technic Sdn. Bhd. (MTSB), given that these business units contribute approximately 89% to the Group's revenue in FY2022.

WATTA will work towards achieving the Global Reporting Initiative (GRI) Standards for sustainability reporting, prioritise our focus on reviewing our material issues and mapping out our route forward to embed sustainability throughout our business operations. We demonstrate our full commitment to integrating sustainability practices and preparing this statement pursuant to the Bursa Securities Berhad (Bursa Securities) Main Market Listing Requirements (“MMLR”), Sustainability Reporting Guide issued by Bursa Securities and guided with guidelines issued by the GRI.

GOVERNANCE STRUCTURE

At WATTA, we acknowledge that business operations expose to sustainability related risks to the ESG. We, therefore take responsibility to respond to these risks and embedding sustainable considerations in our business management. Our sustainability approaches and efforts are overseen by the Board of Directors who are charged with our sustainability agenda.

Our Group's Risk Assessment/ Management Committee (RMC) oversees the structure and reporting systems to address the material risks of the Group. Headed by Executive Directors, Heads of business units and management teams, the risk profiles are reported and assessed by the RMC and the Board quarterly.

REPORTING STANDARDS

Our reporting approach is based on the framework and guidance provided by GRI. This report has been prepared by the “core” options of the GRI Standards.

The Sustainability Statement (“Statement”) sets out what the Board of Directors (“Board”) considers as material sustainability risks and opportunities, collectively known as Material Sustainability Matters, that impact the way the operations of the Company and its subsidiaries (“Group”) are carried out as well as how Material Sustainability Matters are managed. This Statement is prepared in accordance with Paragraph 29, Part A of Appendix 9C of the MMLR Securities as well as Practice Note 9 of the MMLR on the content of sustainability statement. In preparing this Statement, the Board has also considered the Sustainability Reporting Guide – 3rd Edition and its accompanying Toolkits, issued by Bursa Securities. The contents of this Statement encompass the Group's key business operations, which comprise the service and repair of telecommunication products and the trading of products. This Statement emphasises the Group's commitment towards ensuring that its business operations are carried out sustainably and responsibly, taking cognisance of the ESG implications it is exposed.

SUSTAINABILITY STATEMENT (CONT'D)

REPORTING STANDARDS (CONT'D)

This includes adhering to the GRI Principles for defining report content:

STAKEHOLDER INCLUSIVENESS	<ul style="list-style-type: none"> • Being responsive to stakeholders' expectations and interest.
SUSTAINABILITY CONTEXT	<ul style="list-style-type: none"> • Presenting performance in the wider sustainability context.
MATERIALITY	<ul style="list-style-type: none"> • Focusing on issues where we can have the greatest impact and that are most important to our business stakeholders.
COMPLETENESS	<ul style="list-style-type: none"> • Including all information that is of significant environmental, social, governance impact to enable stakeholders to assess the Company's performance.

We value stakeholders' feedback on this report which can be channelled to <http://www.watta.com.my/>.

We are advised by an external consultant for this Statement; we will continue to improve our data collection and management system.

REPORTING SCOPE AND BOUNDARIES

WATTA's Statement 2022 has been prepared in accordance with the GRI Standards. This Statement covers the reporting period for FY2022. Our focus has always been reviewing our material sustainability agenda that covers ESG. The content of this report is based on the material agenda that we have identified. Our scope and boundaries cover all our entities and operations in Malaysia.

The scope of our coverage has been enhanced compared to our previous reporting to comply with Bursa Securities' requirements.

The financial information contained in this Statement has been extracted from the consolidated Audited Financial Statements for the financial year ended 31 December 2022 and was audited by UHY. We have also completed third-party verification for the sustainability data disclosure i.e. materiality, stakeholder, environment etc. This is to strengthen the Statement enhancement and to support comprehensive sustainability efforts across the Group's progress.

ABOUT WATTA

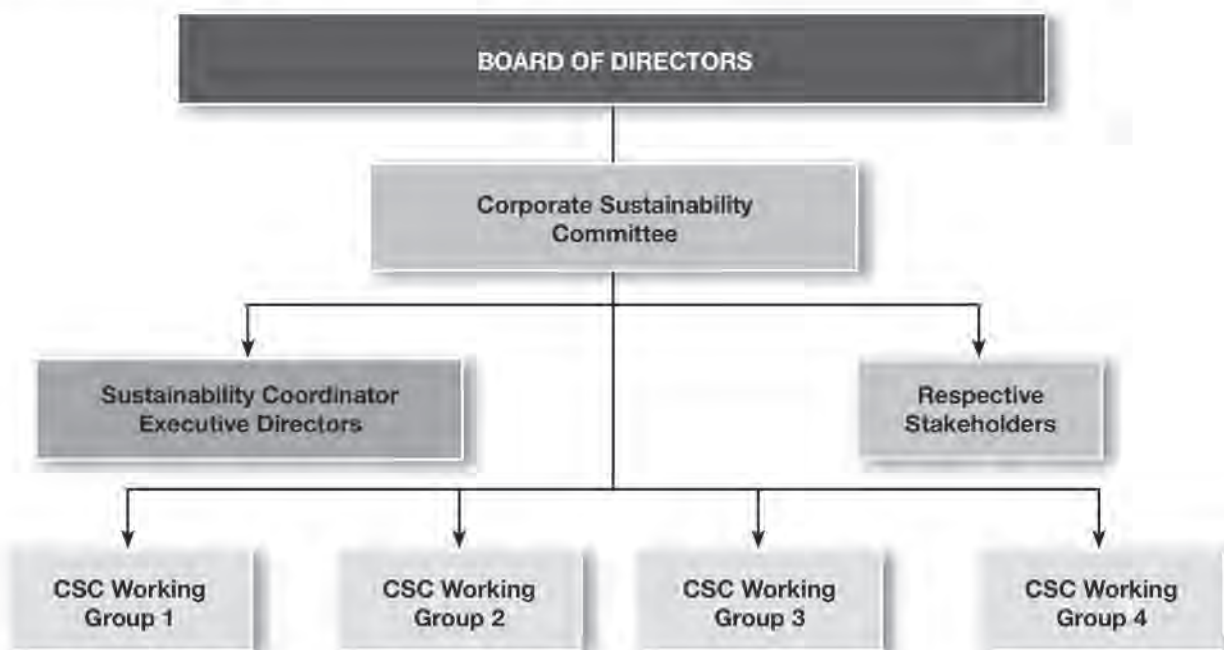
WATTA was listed in the main market of Bursa Securities since 23 April 1996. The subsidiaries are principally involved in the servicing and repair of mobile telecommunication equipment products and property investment.

SUSTAINABILITY STATEMENT (CONT'D)

ABOUT WATTA (CONT'D)



GOVERNANCE STRUCTURE FOR SUSTAINABILITY



Being a Public Listed Company, WATTA complies with the high standards of corporate governance (CG) practices and is closely monitored under the leadership of our Board, as guided by the Malaysian Code on Corporate Governance ("MCCG").

In line with sustainability, the Board has the ultimate responsibility to ensure that the sustainability efforts are embedded in the strategic direction of the company. We have established a Corporate Sustainability Committee (CSC), to oversee the formulation, implementation and effective management of our sustainability matters in line with the strategies. The CSC is also supported by various working groups responsible for implementing the initiatives within the organisation. The Executive Directors will provide the Board with regular updates relating to all key ESG risks and opportunities (sustainability matters). Further, the Board being the highest authority in sustainability governance, takes full responsibility for the establishment of the Company's sustainability agenda and road map, and the Executive Directors are the sustainability coordinator of the company.

The governance of our sustainability agenda is a process that is important to the Company as it enables the business to effectively embed sustainability. Good governance structures also ensure that we are consistently aligned with our principles and standards. Demonstrating its commitment from the top, the Company's sustainability agenda is governed by CSC.

SUSTAINABILITY STATEMENT (CONT'D)

GOVERNANCE STRUCTURE FOR SUSTAINABILITY (CONT'D)

Responsibilities of the Corporate Sustainability Committee

- Advising the Board on sustainable strategies;
- Monitoring the implementation of sustainability strategies as approved by the Board;
- Overseeing stakeholder engagement to ensure that all issues, grievances and suggestions raised are taken into consideration in managing sustainability matters;
- Recommending to the Board for its approval the identified material sustainability matters, sustainability-related policies and its goals and targets;
- Monitoring the implementation of policies and initiatives of sustainability management;
- Overseeing the management of sustainability matters by focusing on matters material to the Group; and
- Overseeing the preparation of the Sustainability Statement and recommending it for Board's approval.

SUSTAINABILITY STRATEGY

❖ As a Public Listed Company

- As a public listed company, we are pre-emptive of the sustainability matters mainly on the economic value creation for the shareholder and stakeholder;
- We plan to elevate sustainability in company governance, through engaging in direct board oversight and accountability over environmental and social issues, more diversity and special expertise on board and linking executive and other employee compensation to sustainability goals;
- We have regular dialogues with key company stakeholders on sustainability challenges, including employees, investors, suppliers and consumers;
- We are in the progress to have balance reporting on sustainability strategies, goals and accomplishments;
- We are in the progress to develop systematic performance improvements to achieve environmental neutrality and other sustainability goals across the entire value chain, including operations, supply chains and products.

❖ As a product provider

- We provide quality products and services to all of our clients as they are part of our valued stakeholders.

REVIEW OF OPERATIONS

The Group's review of operations is elaborated in the "Management Discussion and Analysis" section set out in this Annual Report.

KEY HIGHLIGHTS FOR 2022

MARKET	MARKET CAPITALISATION	RM
Business	Revenue	11.16 million
	Loss Before Tax	0.40 million
	Loss after tax (LAT)	0.86 million
	Basic loss Per Share	0.01
	Net Assets per share	0.64

OUR APPROACH TO DRIVING SUSTAINABILITY

Our approach to sustainability is based on our core values of excellence, united we achieve, integrity, humility and building relationships, supported by policies and procedures at the Group level. We consistently embed sustainability into the core of our business. The following value-added sustainability framework forms the basis of WATTA's steps to strengthen our approach to sustainability.

SUSTAINABILITY STATEMENT (CONT'D)

STRATEGIES AND DIRECTIONS

Despite the challenging operating environment, WATTA continues to practice prudence and stay focused on delivering quality growth, while being watchful of emerging risks. The Group is fully committed to upholding responsible financing which is reflected through its prudent infrastructure transformation as well as sustainability in its supply chain.





OUR CONTRIBUTION TOWARDS SUSTAINABLE DEVELOPMENT

Seventeen (17) Sustainable Development Goals (SDGs) were set by the United Nations General Assembly in 2015 to counter major global issues such as urbanisation, climate change, resource scarcity, demographic and social change and global economic condition by the year 2030 entails contributions from governments, civil society and businesses. All the countries and stakeholders, acting in collaboration, will strive to implement this plan. The 2030 Agenda for Sustainable Development shapes the journey and sustainable enhancement in Malaysia. Aligning with the aspiration of our government, we will enhance our strategies and efforts to adopt these goals progressively as part of our sustainability journey.



Aligning ourselves to the aspirations of the Malaysian Government, we have adopted these goals as part of our sustainability journey. We identified four (4) SDGs that the Group commits to support directly and/or indirectly as follows:

SDG ADOPTION

SDG Goals	Management Action
 <p>3 GOOD HEALTH AND WELL-BEING</p> <p>Ensure healthy lives and promote well-being for all at all ages.</p>	We are committed to creating a safe workplace and promoting healthy living amongst our employees.
 <p>8 DECENT WORK AND ECONOMIC GROWTH</p> <p>Promote sustained, inclusive, sustainable economic growth, full and productive employment, and decent work for all.</p>	We aim to create a workplace that is conducive to productivity and growth by providing job opportunities and equipping our employees with various training and development programmes.
 <p>12 RESPONSIBLE CONSUMPTION AND PRODUCTION</p> <p>Ensure sustainable service patterns.</p>	We aim to create an environment-friendly service.
 <p>16 PEACE, JUSTICE AND STRONG INSTITUTIONS</p> <p>Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels.</p>	We place ethics and integrity at the centre of our business operations and have policies in place towards embedding such values throughout our organisation.

SUSTAINABILITY STATEMENT (CONT'D)

OUR MATERIALITY ASSESSMENT PROCESS



1. OBJECTIVES & SCOPE

WATTA undertook a materiality study within the top management and middle management to determine the objectives and scope of the sustainability reporting. Our scope and boundaries cover all our entities and operations in Malaysia.

2. IDENTIFICATION OF RELEVANT SUSTAINABILITY MATTERS

The process was initiated with sustainability issues relevant to WATTA and its stakeholders. In generating the list, the Group assesses the operating environment and emerging trends affecting our sector and conducted a study across a broad range of references to identify the relevant sustainability issues.

Looking ahead to 2023, we have a comprehensive plan to review our material factors and sustainability matters. Our goal is to ensure that we have a deep understanding of the current and future risks and opportunities that exist in our markets and that we are responding to stakeholder needs.

As we update our material factors, we will take an integrated and holistic approach to our management approach. This may include developing new policies and procedures, implementing initiatives and action plans, establishing relevant indicators, and creating a proper mechanism to capture, analyse, and report sustainability data and information.

Through this process, we are committed to evolving our sustainability management approach to better address the challenges and opportunities that we face. We are dedicated to ensuring that our stakeholders are involved in this process and that their perspectives are taken into account as we move forward.

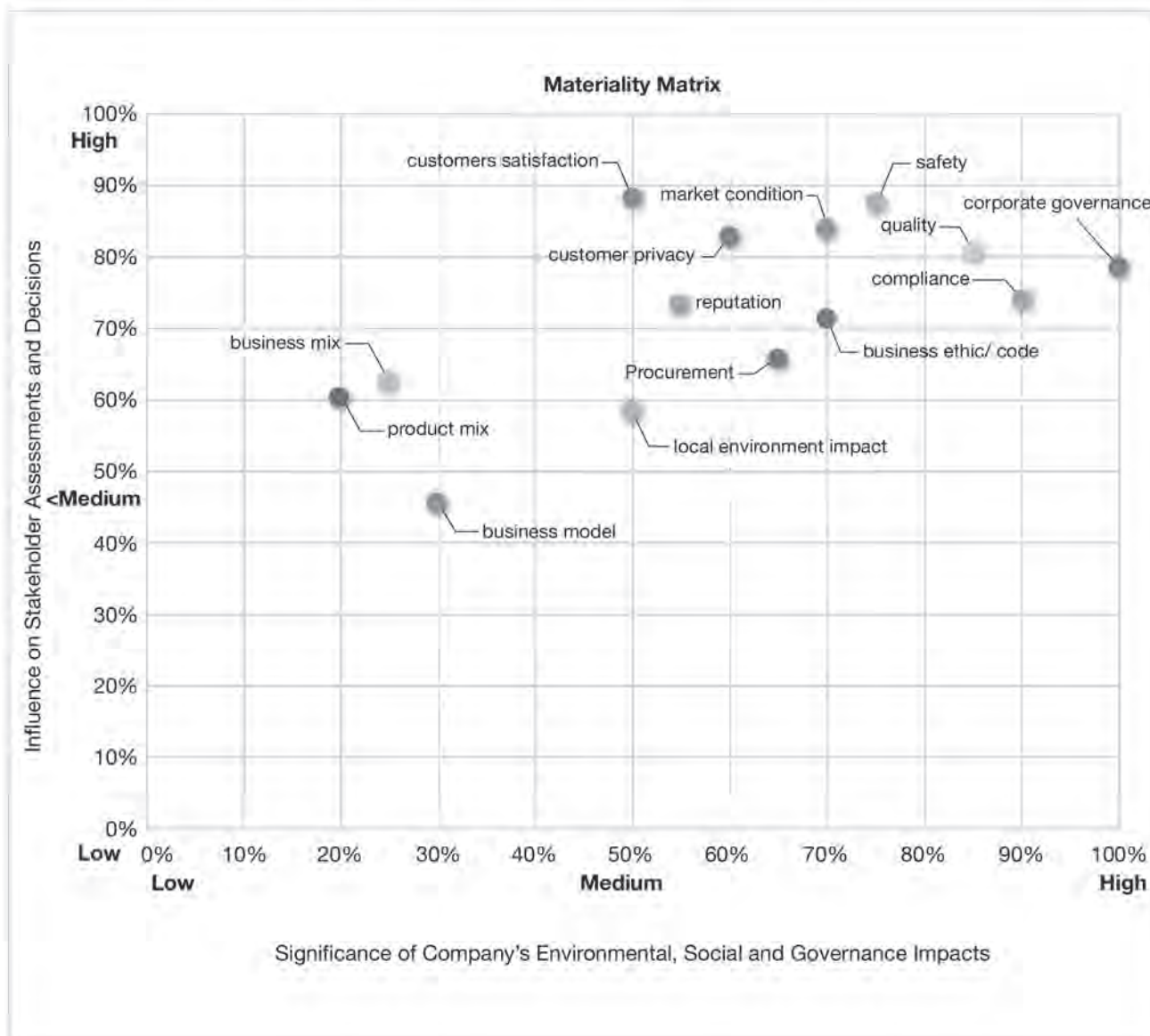
SUSTAINABILITY STATEMENT (CONT'D)

OUR MATERIAL FACTORS

As we monitor, manage and report on a wide variety of issues, the key to our approach is focusing our resources on material sustainability risks and opportunities that are associated with each material factor. Understanding our key priorities allows us to set our time, resources and investment to the best use.

Combining the views from stakeholders and the WATTA's Management from the preliminary materiality process, the materiality matrix has been derived to show the different levels of importance of sustainability matters.

To navigate the Group towards sustainable business growth and success, we have assessed the material sustainability matters which are most significant to the Group as well as to our various stakeholders. This material matters assessment enables us to identify, assess and prioritise the risks and opportunities arising from the ESG context, to take advantage of any potential opportunities in this ever-change business environment.



SUSTAINABILITY STATEMENT (CONT'D)

BUSINESS - KEY MATERIALITY

The materiality factors are based on the priority of the organisation.

WHY IT MATTERS

The process of materiality assessment shapes a company's sustainability strategy and defines its reporting. It helps a company analyse risk factors and upgrade its business process for prospects. Materiality assessment is also an important tool to meet the expectations of stakeholders.

The frequency of materiality assessment is done once a year however it is also discussed on a monthly/ad hoc basis during the monthly management meeting.

BUSINESS - KEY MATERIALITY

Material Factors	Description	What Are The Risks	What Are The Opportunities	Initiative
Competition	WATTA is exposed to competition within the industry Reference to SDG 8	Lesser chance to secure franchise contracts will impact the Company's business and performance	<ul style="list-style-type: none"> Innovative services could be offered to the clients to improve on the core value Partnerships and collaborations To continuously enhance the product quality 	<ul style="list-style-type: none"> Based on market demand. Control the product quality by purchase planning and production quality checking.
Market Stability	A well-facilitated business, supported together with an effective and balanced regulatory framework that provides adequate levels of client protection while facilitating business efficiency and innovation, is imperative for the continued growth and development of our business. Reference to SDG 16	Any event – such as breaches in regulation, lack of effective corporate governance (CG) practices – that undermines integrity or stability will influence stakeholder confidence and possibly participation, in the market	<ul style="list-style-type: none"> Having a robust approach to ensure the integrity and stability of the market serves to engender trust and confidence, which in turn encourages participation and growth Fostering a strong CG and sustainability culture will also drive long-term value, both in the market and within Bursa Malaysia 	Always ensure the compliance of CG by obtaining updated information and practice at work.

SUSTAINABILITY STATEMENT (CONT'D)

SIGNIFICANCE - MATERIAL FACTORS***MATERIAL FACTORS - ESG - SIGNIFICANCE (E - ENVIRONMENT, S - SOCIAL, G-GOVERNANCE)**

		Factors	Why Material	Managing Materiality	Frequency	Initiative
MATERIALITY	Very Important	Market Condition (G) Reference to SDG 8	The market condition affects all businesses in every industry.	Our business segment very much depends on the market condition where we conduct market study prior to engaging in any projects. We also review the market reactions to mitigate different products and services.	Weekly Quarterly	The marketing team will keep in touch with the customers and obtain the information to understand the market demand. Management will review the market condition about the changes. Key Senior Management meets regularly to discuss and come out with an action plan.
		Compliance (E, G) Reference to SDG 16	Compliance with laws and regulations is one of our main requirements.	We provide adequate training and resources to ensure we meet compliance obligations.	Yearly	The staff attends the workshop and training to get the updated laws & regulations.
		Safety (E, S) Reference to SDG 3	Impact on the safety of the workforce to avoid workplace injuries and manage product safety.	We support the ongoing training of operational teams to ensure understanding in recognising and improving as well as maintaining safe working conditions.	Regularly	Keep the working environment safe with the inspected fire extinguisher, sprinkler system, and fire rescue water pump by the fire protection service provider.
		Quality (E, S, G) Reference to SDG 12	It is part of our core business value to satisfy all of our customers.	By obtaining prompt stakeholder feedback to gauge our quality. There is also a customer audit done by our partners.	Continuously Yearly	Product quality control will be improved based on the customers' requirements.
		Customer Satisfaction (E, S, G) Reference to SDG 12	It is important for us to benchmark ourselves and to collaborate closely with customers to achieve mutual success.	We conduct customer satisfaction surveys to obtain customer feedback to stay relevant in the industry.	Continuously	The marketing team will receive feedback from customers.
		Reputation (E, S, G) Reference to SDG 16	To get a more realistic picture of how the business is being perceived by others.	We take initiative to enhance our reputation by providing balance reporting.	Continuously	We participate in CSR programs to help vulnerable groups and care about society.
		Procurement (E, G) Reference to SDG 16	It ensures stable, Sustainable procurement and supply of resources.	We are always on the lookout for the best quality and economical pricing.	Continuously	The procurement team are responsible to ensure the purchase of the best quality at an affordable price.
		Corporate Governance (E, S, G) Reference to SDG 16	To ensure that the company protects the members, officers and management	Governance is conducted according to various regulations and sub-committees. The board and management oversee the governance daily and it is reflected in quarterly reporting to regulators and stakeholders.	Regularly	Compliance with the updated rules and regulations such as MCCG 2021, MFRS, Finance Bill, etc.

SUSTAINABILITY STATEMENT (CONT'D)

SIGNIFICANCE - MATERIAL FACTORS***MATERIAL FACTORS - ESG - SIGNIFICANCE (E - ENVIRONMENT, S - SOCIAL, G-GOVERNANCE) (CONT'D)**

		Factors	Why Material	Managing Materiality	Frequency	Initiative
MATERIALITY	Very Important	Customer Privacy (E, S, G) Reference to SDG 16	It is important to build customer trust and loyalty.	We take necessary measures to protect the customer's privacy by having our staff trained on this matter.	Continuously	Compliance with the Personal Data Protection Act (PDPDA) with the policy to keep customers' information in private and confidential.
		Business Model (G) Reference to SDG 8	The business model plays a vital role in the challenging market conditions the market and business.	We engaged in a high-level review of the business model with the management.	Continuously	Expanding the new marketing channel to improve product exposure in social media.
		Product Mix (G) Reference to SDG 8	To have a variety of products that will fit each customer's needs.	To be highly competitive we take the initiative to create varieties of segments.	Continuously	Satisfy customers' needs.
		Business Ethics/Code (E, S, G) Reference to SDG 16	Maintaining business ethics is our core value.	We proactively promote and positively reinforce good behaviours in the employees.	Continuously	Having own Code of Ethics Policy.
		Local Environment Impact (E) Reference to SDG 16	It safeguards the environmental impact.	We monitor and review the environmental compliance strategy and performance.	Continuously	Prevent environmental pollution by controlling the disposal of waste. <ul style="list-style-type: none"> Requirement to return major defective parts directly to Manufactures/ Principals Ensure other parts are disposed to authorised collectors
		Business Mix (G) Reference to SDG 8	Diversification is part of our business model to stay sustainable.	We are always on the lookout for potential business synergy which creates better value for our core business.	Ad-Hoc	NIL

The materiality process involved several steps including:

- Identification of potential material topics by reviewing GRI aspects, benchmarking against key corporate peers and analysing past reports, which generally reflects the feedback from customers, community representatives and employees.
- Inventory of aspects and topics most important to external stakeholders, customers and their supply chain vendors, based upon requests, surveys and ongoing engagement during the reporting period.

SUSTAINABILITY STATEMENT (CONT'D)

3. OUR STAKEHOLDERS ENGAGEMENT

Our interaction involves a large number of different stakeholder groups and this kind of engagement is important to ensure we can identify, prioritise and address material matters and be adopted in our business strategies. The business and functional units are empowered to interact with their respective stakeholders on their chosen platforms. All issues raised by stakeholders are brought to the attention of the Management Committee or Management Meetings by the respective business and functional units. Ongoing engagements where applicable, are carried out regularly as they are integral to our business development, relationships with stakeholders and commitment to sustainability.

Our key stakeholders are outlined in the table below, along with the forms of engagement and key topics of interest we seek to address.

Stake Holder Group	Engagement Approach	Engagement Focus & Objectives	Frequency/ Review	Initiative
Customers	<ol style="list-style-type: none"> 1. Handling customer inquiries 2. Attended & respond to customer email 3. To ensure customer complaints are attended to. 4. To monitor customer satisfaction survey 5. Customer satisfaction and complaint survey 6. Customer service and hotline centres Repair quality and workmanship 7. Speed of repair and service 8. Competitive Pricing 9. Service quality 	<ul style="list-style-type: none"> • To improve better on responding to all incoming emails by providing better and more accurate replies. • We will keep improving on responding to customer emails and reply at the earliest. • To provide effective corrective action towards customer complaints. • To ensure delivery on time to meet the customer's target date. • Reduce customer complaints on quality matters. • Customer Feedback review. • Progress meetings, updates and progress reports • Consultation meetings • One-to-one engagement • Assortment and pricing strategy • Internalised repair skills and periodic training by manufacturers • Customers feedback • Satisfaction survey • Company's Reputation 	Immediately Yearly Ad hoc basis	<ul style="list-style-type: none"> - Actively respond to customers' feedback reviews. - Progress meeting internally to improve the products quality/customers' requirement - Review and update the pricing from time to time to remain competitive in the market - Understand customer satisfaction. - Continuous monitoring and training to ensure the understanding and requirements are met - Prompt reconciliation of spare parts used and claims - Proactive co-ordination with Manufacturers and Principals
Employees	<ol style="list-style-type: none"> 1. Employee appraisal 2. Other employee engagement activities 3. Productivity 4. Set targets/ KPI review 5. Other employee engagement activities (such as the annual dinner) 6. Employee induction programs and appraisal 	<ul style="list-style-type: none"> • Career progression and employee development needs • Special lunch for all production staff • Performance evaluation and management • Safety at the workplace • Training and attachment programs • Performance evaluation and management for sales • Staff remuneration and benefits • Employee well-being • Operational performance and issues Welfare and benefits 	Yearly Half-yearly Ad hoc basis	<ul style="list-style-type: none"> - Provide training to enhance staff competency - Ensure safety at the workplace by providing fire safety training and fire drill session - Provide face masks to employees - Provide a clean and healthy accommodation environment to factory workers - Care of employees' health by sanitised office area frequently, providing RTK antigen and a swab test for staff

SUSTAINABILITY STATEMENT (CONT'D)

OUR STAKEHOLDERS ENGAGEMENT (CONT'D)

Stake Holder Group	Engagement Approach	Engagement Focus & Objectives	Frequency/ Review	Initiative
Suppliers	<ol style="list-style-type: none"> Code of Ethics Request for Proposal Supplier Evaluations and selection Timely payment Specific knowledge and skills 	<ul style="list-style-type: none"> Code of conduct and business ethics. Compliance with business conduct Regular engagement with suppliers to understand their needs Sound payment practices and vendor performance Supplier assessment review Supply chain management Strategic partnerships 	Monthly Regularly	<ul style="list-style-type: none"> Discussing with suppliers monthly to meet the delivery time and the requirements Assess quality service provided by the suppliers, comprising continuity supply of materials and the quality of the material.
Regulators and Government Authorities	<ol style="list-style-type: none"> Policies Regulatory compliance training Authorisation and license to operate Meetings and briefings Site visits Creating strategic innovation 	<ul style="list-style-type: none"> Comply with all the requirements Interpretation of laws/ legislations/guidelines Continuous engagement through formal and informal events Corporate Integrity Pledge Special industrial tariffs 	Regularly Yearly	<ul style="list-style-type: none"> Provide staff training to obtain the updated rules and regulations.
Community	<ol style="list-style-type: none"> Sponsorship and donations Outreach programs CSR programs Community development program 	<ul style="list-style-type: none"> Specific request Sponsorship and donations Social requirements and specific feedback on the program Community investment, development and impact Awareness and understanding of social and environmental responsibility and impacts 	Regularly	<ul style="list-style-type: none"> For the sponsorship and donation programs, the Group participates in charitable events, including the distribution of food and daily essentials to needy persons.
Media	<ol style="list-style-type: none"> Immediate notification of financial releases and material developments Creating strategic innovation Collaboration activities 	<ul style="list-style-type: none"> New developments and updates for public knowledge and awareness Press release and media coverage Continuous and meaningful communications Events Advertising Engagement 	Ad hoc basis	<ul style="list-style-type: none"> News and Publication on social media

SUSTAINABILITY STATEMENT (CONT'D)

OUR STAKEHOLDERS ENGAGEMENT (CONT'D)

Stake Holder Group	Engagement Approach	Engagement Focus & Objectives	Frequency/ Review	Initiative
Shareholders	<ol style="list-style-type: none"> 1. Financial Results announcements 2. Corporate website 3. Annual General Meeting (“AGM”) 4. Financial results and annual report 5. Prudence’s risk management 6. Effective communication of business strategies 7. Timely and transparent reporting 8. Market and business performance outlook and strategies 9. Analyst briefing 10. Media releases 	<ul style="list-style-type: none"> • Proactively engage with the investment community through multiple channels such as: • Statutory Announcements • Annual General Meetings • Corporate Events • Website • Conferences • Integrity and ethical business conduct • Repair and Service quality • Spare parts availability • Technical updates • Meeting the requirements • Achievement of KPIs set • Renewal of Appointments 	Regularly	<ul style="list-style-type: none"> - Announce quarterly financial results to Bursa Securities - Publication of Notice of AGM in the local newspaper - Hold AGM of shareholders - Maintain timely and transparent reporting to meet the due date
General public	Responsible Corporate Governance	Company Website	Regularly	Maintain the company website at www.watta.com.my

4. PRIORITISATION OF THE SUSTAINABILITY PROCESS

WATTA has undertaken a stakeholder prioritisation and engagement process to engage with its stakeholders. These include ongoing efforts to engage with stakeholders in the usual course of business through the day-to-day operations, as well as specific engagements carried out to seek stakeholders’ feedback. The outcome of these engagements was considered in the course of the Group’s materiality assessment.

As part of the process of conducting the materiality assessment of sustainability matters, the Group has conducted the specific engagement process as follows:

- To determine the key stakeholders with whom the Group should engage, the Group carried out assessments to identify key stakeholders based on each stakeholder’s influence and dependence on the Group.
- To gain an insight into these key stakeholders’ concerns, interests and expectations, the Group conducted discussions including ongoing sessions throughout the year to gauge stakeholders’ concerns about the list of sustainability matters identified.
- Where applicable, WATTA also took into account feedback from other stakeholder groups, gathered through various channels and ongoing engagements during the course of conducting its business operation.

5. PROCESS REVIEW

The materiality process is undertaken as a key component of the WATTA journey towards identifying material sustainability matters. The senior management committee has reviewed and approved the processes and outcome of the materiality process including the Group’s materiality which guides the Group in addressing and managing its material sustainability matters in its business operations.

SUSTAINABILITY STATEMENT (CONT'D)

KEYS OF SUSTAINABILITY

This section aims to provide insights into the Group's sustainability commitments and practices across the three key areas of environmental, social and governance undertaken by our key business divisions.

ENVIRONMENTAL

Why It Matters

Our effort to reduce Green House Gas (GHG) emissions that contribute to climate change today will strengthen our future shared richness, societal well-being and business growth. Given the complex nature of climate change, concerted efforts by governments, businesses and individuals are necessary to foster a transition to a sustainable future.

Environment to the broader ESG. The focus on environmental factors, particularly climate change resilience and adaptation, energy and carbon intensities, was the spearhead for ESG.

In line with our Sustainability Statement, we strive to maintain full compliance with all relevant environmental, legal and other legislative requirements in fulfilling the customer's expectations and satisfaction. We are aware of the environmental impacts of our activities on the planet and thus we take responsibility for managing our environmental impacts seriously. WATTA will continue to develop effective environmental initiatives to protect the environment. Being a responsible corporation, we acknowledge our responsibility to protect Mother Nature and the environment. We believe in "small actions, big differences" and hence, our environmental protection starts from our workplace.

Electrical and Water Management & Consumption

As a company with a sustainable commitment, we understand that energy management is essential for combating climate change and for lowering an organisation's overall environmental footprint. Our electricity supply is from the local supply and we aim to minimise the energy usage in our head office and operational centres by implementing the following efforts:

- A lighting schedule across key areas in our head office to switch off lights during certain hours of less use;
- Maintenance and replacement of electrical equipment and light fittings to maximise energy efficiency;
- Campaign to remind all staff to switch off the lighting, water dispenser, air conditioning; or
- To switch off other electrical appliances in the office and pantry when they are not required.

We promote water-saving practices among employees and adopt water-efficient technologies and equipment wherever possible. We have taken small steps to control the water usage at our head office and operational centres; be in line with the sustainability efforts, namely:

- Slow the flow. Adjusting water pressure/outflow for toilets, washbasins, and pantry, throughout our head office building.
- Seek the leak. Conducting checks and fixing leaks immediately, where possible.

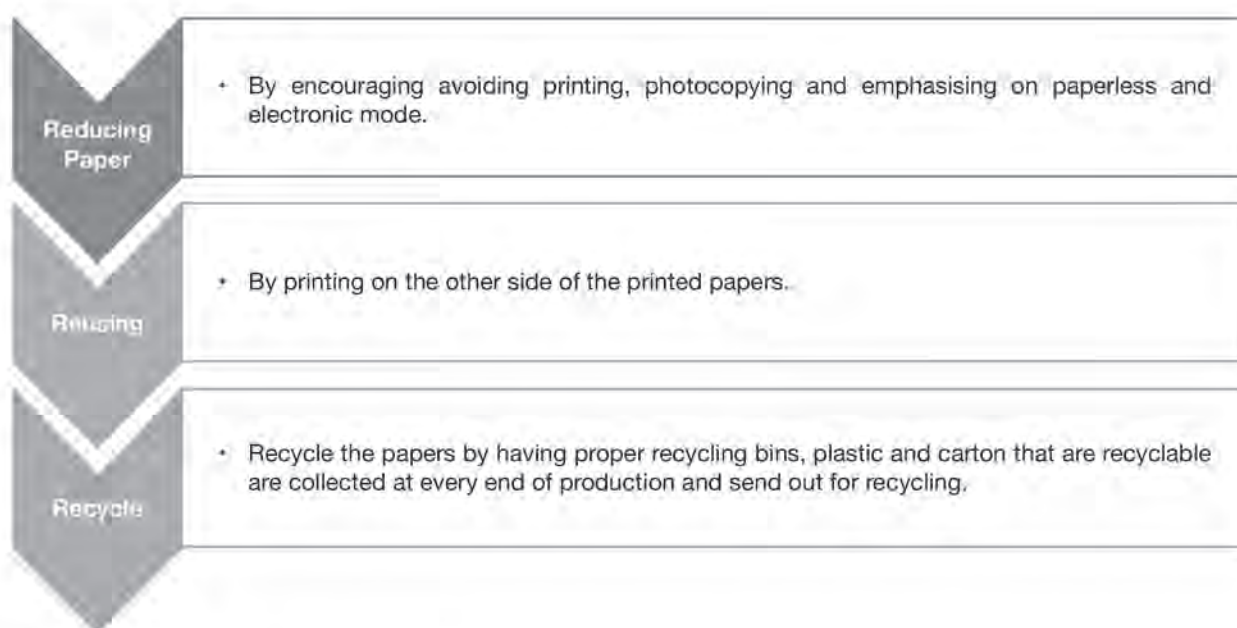
The Electricity usage for the operational centres will be compiled and presented in future. In the meantime, the water and electricity consumption statistics will be consolidated and presented in the future.

Waste Management

WATTA acknowledges that the environmental impact of paper usage is significant. The Group's approach to waste management is to avoid unnecessary paper consumption and waste generation, where possible and appropriate, to reduce wastage. WATTA has always looked at ways to reduce paper usage so that, there is less waste. Generally, the group practices the 3R approach (Reduce, Reuse, and Recycle) in managing paper, to avoid unnecessary paper consumption and waste generation, and ultimately reduce wastage.

SUSTAINABILITY STATEMENT (CONT'D)

ENVIRONMENTAL (CONT'D)

**Storage and Collection of Recyclables**

WATTA also has come out with an initiative for the storage and collection of waste and recyclables to promote the development of a recycling-based society. This initiative's objective includes:

- To provide a dedicated area and storage for a collection of non-hazardous material for recycling;
- To facilitate the reduction of scheduled waste generated that is hauled and disposed of to licensed disposal companies; and
- To designate a dedicated area where on-site sorted waste materials can be stored in separate skips for collection facilities.

Environmental Non-Compliance

The Group has complied with the regulatory standards and guidelines in place through its adherence and actions towards cultivating its sustainability initiatives regarding its material matters.

Environmental Protection

The Group recognises that several of its activities may have an impact on the environment. As such, we continue to ensure strict compliance with the environmental laws governing operations of the services rendered; as well as the environment of our operations to address any concerns.

The following are the areas that have been identified and attended to:

- Major defective parts are collected back by manufacturers/principals for proper recycling treatment.
- To ensure the disposal of balanced spare parts to licensed disposal companies that comply with the disposal requirement standards set by the Authorities.
- Provide recycle bins for proper disposal of unused electronic parts and items by customers.
- To minimise the usage of paper with digital copies and backup policy. Notices are displayed in copier areas and notice boards.
- To provide a safe and conducive working environment for staff to contribute their best.
- To maintain a clean, tidy and organised workplace at all times for safety and health purposes and promote productivity.

SUSTAINABILITY STATEMENT (CONT'D)

SOCIAL

Why It Matters

The health, safety and overall well-being of our employees and customers is a key priority. We are constantly looking for ways to improve our processes to create a safe working environment because this ensures our employees achieve their full potential, and our assets remain prolific.

The Company is committed to promoting social responsibilities as an integral part of the Group whilst pursuing business growth to enhance shareholders and stakeholder value. Management recognises that for long-term sustainability, its strategic orientation will need to cater beyond the financial parameters.

A strong commitment to social responsibility programs can protect and enhance a company's brand. As the word gets out about a company's good works, it can help create a positive working environment and attract desirable employees with a strong commitment to corporate social responsibility programs.

The Group manages to organise several activities to sustain its corporate responsibilities to the environment, employees and community. Among the main programmes initiated were Quality, Health, Safety and Recreational activities and welfare events.

Our Social Approach

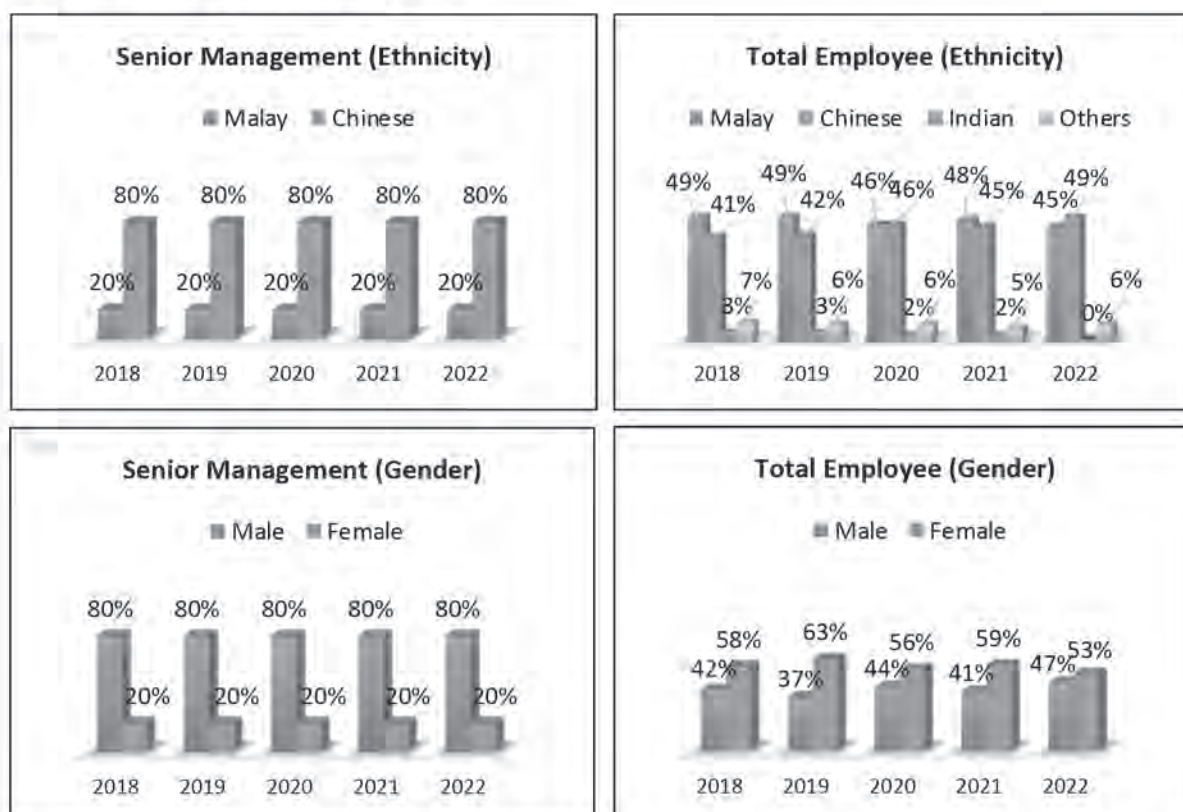
Our initiatives in the community are centred on:

- I. Workplace
- II. Community;
- III. Safe Workplace Practices;
- IV. Leadership & Commitment; and

I. WORKPLACE

The Group values its human capital and will continuously improve and provide our employees with the necessary knowledge and skills, opportunities for personal growth and work-life balance. The Group adheres to Malaysia's Employment & Labour laws with regard to the terms and conditions of employment for all its employees. The Group recognises the value of workforce diversity and inclusiveness and as such, there is no discrimination against employees or applicants in terms of gender, age and ethnicity.

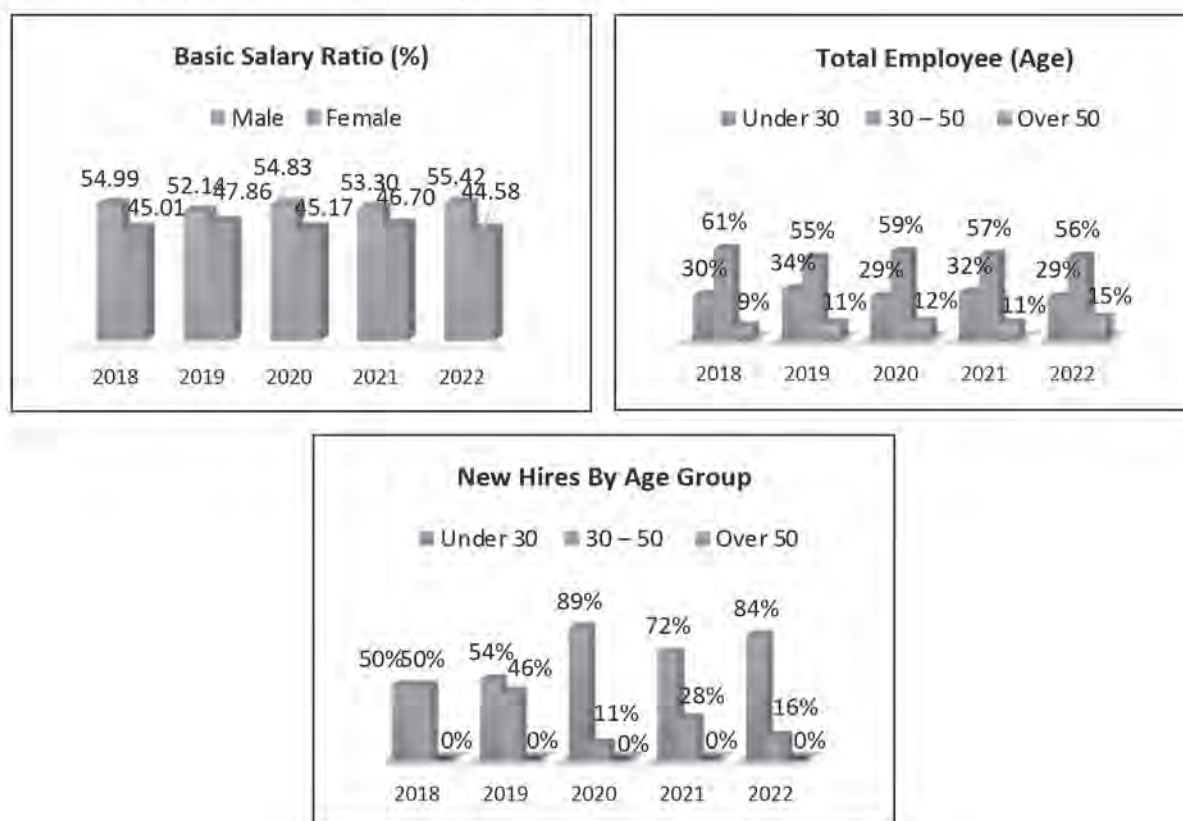
Human Resources Statistics in FY2022



SUSTAINABILITY STATEMENT (CONT'D)

SOCIAL (CONT'D)

Human Resources Statistics in FY2022 (cont'd)



EDUCATION AND INDIVIDUAL DEVELOPMENT

WATTA is committed to providing a safe work environment and ensuring team members are properly trained in all aspects of their work.

The Group also ensures there are growth, development, and progression opportunities for the employees through in-house training, seminar, workshops and talks. This will equip them with the latest job-related updates and learning. The Group strives to bring out the best in its employees by providing growth and progression opportunities for employees through comprehensive training, and health and safety programmes.

II. COMMUNITY CONTRIBUTING TO COMMUNITY DEVELOPMENT

Constantly WATTA is dedicated to supporting the community by reaching out to the community around us. During the financial year, the Group made monetary donations to various organisations i.e. charities, sports activities and religious establishments. These contributions were in line with the Group's commitment to support and keep abreast with society's evolving needs.

As an organisation with its business deeply rooted in the community that it serves, WATTA has been consistently aware of its social obligations to the community and remains fully committed to this cause. WATTA feels privileged to have been able to support communities in need and make a difference in their lives. During the year under the review, the Group has initiated several activities through contributions and donations to numerous worthy causes and organisations such as schools, non-governmental organisations for cultural and welfare activities and various associations.

III. SAFE WORKPLACE PRACTICES

As a responsible corporation, we respect the interests of our stakeholders, our shareholders, employees, customers, suppliers, teaming partners and the wider community and we actively seek out opportunities both to improve the environment and to contribute to the well-being of the communities in which we do business.

We are committed to delivering quality products, as we look to the future, we will continue to work with our customers to make sustainability a vital part of the solutions we deliver for our customers.

The Group will continue to identify and undertake more related events to fulfil its Social Responsibility in any way and would contribute to preserving the values of the Society.

SUSTAINABILITY STATEMENT (CONT'D)

SOCIAL (CONT'D)

IV. LEADERSHIP & COMMITMENT

Top management ensures that the requirements of the management system, including the policies and objectives, are consistent with the strategic context and the direction of our organisation and that the policies and objectives are established whilst ensuring that the human and financial resources needed for implementing the Management System are available.

V. MARKETPLACE

The Group is continuously committed to promoting and maintaining transparency, accountability and ethics in the conduct of its business and operations with the stakeholders, including our Government and Authorities, Shareholders and Investors, Customers, Suppliers, Employees and Communities. This includes the implementation of internal control systems such as a financial authority framework and risk management framework. The Company's Audit Committee and Risk Management Committee periodically review these internal control systems together with recommendations from Internal and External Auditors. The Group aims to establish and evolve good relationships, trust, mutual respect, and understanding with our stakeholders who effect on or are affected by our businesses.

The Group has introduced various channels to engage with our stakeholders to understand and respond to their expectations and interests with regard to our services and operations. The Group's main suppliers consist of paper manufacturers and raw material suppliers, consumables. The Group works closely with the suppliers to create a high-quality, reliable supply chain that meets our high ethical standards. The Group has had regular engagement sessions with suppliers to identify areas and methods for improvement and to resolve issues.

GOVERNANCE

COMPLIANCE

Why It Matters

Our stakeholder, our customers, shareholders, employees and communities with a vested interest in a company's strategies and development plans play a critical role in driving economic growth. During the pandemic, we managed to pull through. All of these individuals are affected by a company's sustainability efforts, and those efforts affect society as a whole and the global environment.

As part of effective board leadership and oversight the integration of sustainability considerations in corporate strategy, governance and decision-making, sustainability and its underlying ESG issues are discussed during the management and board meetings that are material to the ability of the company to create durable and sustainable value and maintain the confidence of their stakeholders. To be resilient, the boards take a much more holistic view of the business coupled with proactive and effective measures to anticipate and address material ESG risks and opportunities.

We are moving towards a long-term strategy and a clear plan for sustainability including supporting the global transition that will distinguish itself by building the confidence of its stakeholders, i.e., consumers, investors, policymakers and regulators. We are alert for the company to adapt to shifts and changes faced in the global landscape.

The Company addresses its sustainability risks and opportunities in an integrated and strategic manner to support its long-term strategy and success.

The Board together with management takes responsibility for the governance of sustainability in the Company including setting the company's sustainability strategies, priorities and targets. The BCard takes into account sustainability considerations when exercising its duties including among others the development and implementation of company strategies, business plans, major plans of action and risk management. The strategic management of material sustainability matters is discussed and implemented at the senior management level.

The Board ensures that the Company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders. Hence the Board takes appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the Company and its business, including climate-related risks and opportunities.

The Board has a designated person within management, to provide a dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company.

SUSTAINABILITY STATEMENT (CONT'D)

GOVERNANCE (CONT'D)**Why It Matters (cont'd)**

The Board and management continuously engage and consider the views of its internal and external stakeholders to better understand and manage the company's sustainability risks and opportunities. We recognised the sustainability issues as a material issue to the decision-making considerations of a company's stakeholders. We continuously consider the institutional investor's consideration in the integration of ESG factors in their investment decision-making process as part of the fiduciary responsibility and have committed to holding boards and senior management accountable for the management and oversight of sustainability.

Stakeholder expectations are heightening across various sustainability issues such as health and safety, data governance and privacy as well as climate action. We are in the process to evaluate the operations process and setting science-based emissions reductions to target to support cleaner and sustainable growth.

The Company's sustainability strategies, priorities as well as targets and performance against these targets are communicated to the internal and external stakeholders of the company. Employee awareness and understanding of the company's approach to sustainability (what we do and why we do it) on sustainability issues and support actions on sustainability across the company are communicated.

External stakeholders are also informed through appropriate means such as engagements and company disclosures. In preparing the latter, the Board and senior management consider, among others, the information which stakeholders require to assess the company's sustainability risks and opportunities and ensure the information is disclosed, focusing on substance and not merely form. We are partially moving forward to set the company's targets and actions that the company has or will take to address any gaps.

The Board has sufficient understanding and knowledge of sustainability issues that are relevant to the company and its business, to discharge its role effectively. As a proactive measure, the Board has taken capacity and competency benchmarks on its ability to tackle questions and deliberate on sustainability, as well as evaluate the sustainability risks and opportunities and make informed decisions on the matter. To ensure that the Board is equipped and ready to execute its role, the Board identifies its professional development needs concerning sustainability and ensures these are addressed. The Board also considers whether a change in its composition or its skills matrix is required to strengthen board leadership and oversight of sustainability issues.

As addressing material sustainability risks and opportunities is the responsibility of the Board and senior management, the performance evaluation of the Board and senior management will consider how well the Board and senior management have performed their respective roles. This may include, where applicable, progress against the achievement of sustainability targets. The performance evaluations are conducted to promote accountability and identify issues that may require intervention by the Board and/or senior management. Outcomes from the evaluations and next steps should also be shared with the Company's shareholders.

The economic scenario remains as our core element based on the market condition of the global influence. The Company has taken a great level of measures to identify the critical risk which influences the strategy of the Company. By taking indispensable steps with the senior management and the Board, we foresee mitigating the risk elements. We also conduct periodic monthly and ad-hoc meetings with the head of departments on the business aspects to cater to the market needs.

Our commitment to the business is focused on strong corporate governance and prudent management given the challenging internal and external environments. We strive to achieve this by enforcing the following aspects:

Details of the below practices are elaborated on our website:

- **BOARD CHARTER**
- **GENDER DIVERSITY POLICY**
- **ANTI-CORRUPTION & ANTI-BRIBERY POLICY**
- **REMUNERATION POLICY**
- **WHISTLE-BLOWING POLICY**
- **CODE OF ETHICS**
- **DIRECTORS' FIT AND PROPER POLICY**
- **AUDIT COMMITTEE - TERMS OF REFERENCE**
- **NOMINATION COMMITTEE - TERMS OF REFERENCE**
- **REMUNERATION COMMITTEE - TERMS OF REFERENCE**

SUSTAINABILITY STATEMENT (CONT'D)

GOVERNANCE (CONT'D)

Other policies and practices are as below:

A. Sustainability Practice (SP)

The Board believes that introducing SP considerations in its business decisions is an essential foundation to achieve long-term business success besides creating value for all its stakeholders, as well as a strategic approach to support and empower communities, encourage social inclusivity and improve the environment. The balancing of SP with the interest of stakeholders is essential to enhancing investor perception and public trust that works towards value enhancement for stakeholders in the long run. WATTA also believes that as a responsible corporate citizen, one would have an obligation in making the earth a better place to live in through responsible investing, besides weighing on an appropriate risk-return profile for its investments.

With this, WATTA incorporated its principles of sustainability in its SP. WATTA's commitment towards environmental, social and corporate governance issues is strong and hands-on and is also an important step towards a more sustainable society in the long run. The SP takes serious account of the impact of its operations on the local community and seeks to ensure that potentially harmful occupational health and safety, environmental and social effects are properly assessed, addressed and monitored. The SP focuses on compliance, the standing and integrity of WATTA's investee companies, their shareholders, the Board and also their employees. In this dynamic business world, these SP will be reviewed from time to time to ensure their relevance. WATTA's objective is to ensure all business conducts adhere to SP which serves as an ethical foundation to achieve long-term business success for WATTA.

B. Our Supply Chain

Sustainability in the supply chain has been increasingly recognised as an important aspect of corporate responsibility. In making responsible sourcing decisions, WATTA has started to explore putting in place an appropriate approach to consider suppliers' ESG credentials in the life cycle of the supply chain.

In the emplacement of new suppliers, the Group has begun to incorporate sustainability-related criteria in assessing the suppliers' business practices such as workplace relations and occupational health and safety. For existing vendors and suppliers, the Group is in the process of sending out surveys to selected suppliers for them to share and affirm their commitment towards ESG.

WATTA is cognisant that there is still much to improve on managing sustainability in the supply chain and will continue to collaborate with its suppliers and vendors to work towards enhanced sustainability practices concerning ESG matters.

C. Commitment to Quality

WATTA has the policies, procedures and best practices in place to deliver products and services of outstanding quality. Furthermore, regular reviews, process improvements and quality control assessments are ensuring that our processes remain in compliance and are continually enhanced.

D. Customer Satisfaction

Customer satisfaction and engagement were identified as some of the most important material issues in the marketplace dimension across all our divisions. Knowing exactly what customers expect from us improves our bottom line and strengthens our brands and reputation in the long term. We conduct half-yearly customer satisfaction surveys. The feedback generated provides insights into customer expectations that enable us to develop and deliver better products and services.

The Group Procurement Department ensures diversification of the supply chain to mitigate the risk of disruption to our operations. The Group's operations maintain at least one primary and one secondary supplier for raw materials, consumables and spare parts, wherever possible.

E. Business Conduct

We strive to be environmentally responsible and encourage all our stakeholders to do the same. Consequently, they need to use sustainable materials whenever they are cost-effective.

F. Safety and Health

It is one of our key priorities to maintain a safe and healthy work environment for our workforce. Our Safety and Health Policy goes beyond the requirements of the Occupational Safety and Health Act 1994 to ensure that our talent works under safe conditions. Our operations are governed by an internally established occupational safety, health and environmental management system, we also believe in providing a comfortable and conducive working environment for our employees.

SUSTAINABILITY STATEMENT (CONT'D)

GOVERNANCE (CONT'D)

Other policies and practices are as below: (Cont'd)

G. Procurement Practice

Suppliers are selected through selection and bidding processes. WATTA has formalised procurement operating procedures to support the procurement process in the Group emphasising satisfactory quality of products and services with competitive pricing.

H. Risk Management

An integral part of good corporate governance, a comprehensive Risk Management framework enables WATTA to proactively identify, communicate and manage risks and exposures in an integrated, systematic and consistent manner. In driving risk awareness, decision-making and business processes are put through prudent risk assessment. Fraud and corruption risk has been identified as material to ensure sustainability.

I. Corporate Governance

To achieve SDG 16 of promoting peaceful and inclusive societies for sustainable development, providing access to justice for all and building effective, accountable and inclusive institutions at all levels, WATTA has established the Code and Policies, to serve as guidance to the Group's employees and stakeholders.

The Company has also established a Whistle-Blowing Policy to provide an avenue for all stakeholders to report any unethical behaviour, malpractices, illegal acts and/or failure to comply with applicable laws, internal policies, rules and regulations. All the Code and Policies are published on our Company's website.

We are pleased to highlight that no employees had been disciplined or dismissed, nor have any public cases been brought against WATTA and its employees due to non-compliance with the laws and regulations. Hence, there were no relevant fines, penalties, or settlements imposed or made during the FY2022.

J. Remuneration Policy

The Board, with the assistance of the Board Remuneration Committee, reviews the overall remuneration policy of the Non-Executive Directors, Executive Director and top management. The Remuneration Policy aims to attract, retain and motivate Directors and top management who will create sustainable value and generate returns for the Company. Their remuneration packages are structured to link rewards to corporate and individual performance to reflect the contributions towards the Group's achievements for the year.

PANDEMIC MANAGEMENT

The Covid-19 pandemic has disrupted worldwide business operations and affected the world economy. In the face of challenges, the Group managed to weather the crises and stay resilient.

LOOKING AHEAD

Sustainability is essential to our progress as corporate citizens for our growth and the liveability of the communities that we had created through our developments. We shall work on improving ourselves for continuous progress to achieve more on our sustainability initiatives.

Having incorporated consideration of sustainability matters, the Group will continue to put in efforts to manage the ESG risks and opportunities relevant to its businesses, with a specific focus on Material Sustainability Matters. Ongoing assessment and consideration will also be undertaken to identify and evaluate any emerging ESG risks or opportunities, in addition to the Group's established risk management process which focuses on strategic, operational and financial risks, to enhance the long-term value creation of the Group.

The Group is committed to building upon its sustainability measures as part of its corporate responsibility to stakeholders and will continue to adapt to changes in business models, structures and strategies to remain resilient.

This Statement has been approved by the Board and is current as of 10 April 2023.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors (“Board”) of Watta Holding Berhad (“the Company” or “Watta”) recognises the importance of practising good corporate governance and is committed to ensuring that the principles and practices of the Malaysian Code on Corporate Governance (“MCCG”) are observed and practised as a fundamental part of discharging its responsibilities to protect and enhance shareholders’ value and financial performance of the Group.

The Board is pleased to report this Statement which sets out the extent of the Group’s application with the prescribed practices of MCCG with exceptions reported herein.

The Company’s Corporate Governance Report can be downloaded from the Company’s website at www.watta.com.my.

A. BOARD LEADERSHIP AND EFFECTIVENESS

Board Composition and Board Balance

The Board is primarily entrusted with the overall responsibility over the strategic direction of Watta and its subsidiaries (“Watta Group” or “the Group”) and overseeing the business development, financial performance as well as corporate governance practices of the Group.

The Board has within its individuals drawn from varied professions and specialisations. The Board is headed by the Independent Non-Executive Chairman and the existing composition of the Board is as follows:-

- Four (4) Executive Directors (including the Group Executive Deputy Chairman and Chief Executive Officer (“CEO”));
- Three (3) Independent Non-Executive Directors; and
- Two (2) Non-Independent Non-Executive Directors.

The composition of the Board complies with Paragraph 15.02(1) of the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Board is of the opinion that the interests of shareholders of the Company are fairly represented through the current composition of the Board and its size constitutes an effective Board to the Company. The wide spectrum of knowledge, skills and experience of the Board members give added strength to the leadership which is necessary for the effective stewardship of the Group.

The three (3) Independent Non-Executive Directors of the Company provide the Board with a good mix of industry-specific knowledge plus broad business and commercial experience. They provide guidance, unbiased, fully balanced and independent views, advice and judgement to many aspects of the Group’s strategy so as to safeguard the interests of minority shareholders and to ensure that the highest standards of conduct and integrity were maintained by the Group.

The Board continues with the view that although with the representatives of major shareholders on the Board, its existing three (3) Independent Non-Executive Directors, with their extensive knowledge and experience would be able to represent the investment of the public and the minority shareholders.

The positions of Chairman and CEO are separated. Tuan Hj. Ahmad Bin Darus, the Chairman, is supported by the Group Executive Deputy Chairman, and is primarily responsible for the orderly conduct and effectiveness of the Board.

The combined function of the Group Executive Deputy Chairman and CEO is perceived as appropriate and of benefit to the Group for the CEO’s extensive knowledge, skills, experience and familiarity with the Group’s business, industry, products, policies and administration matters. Dato’ Lee Foo San is supported by the Executive Directors who are responsible for the day-to-day running of the business operations of the Group, implementation of the Group’s business strategies, plans and policies as endorsed by the Board.

Though the Board does not have half of its members being independent directors as recommended by the MCCG, the Board is of the view that the presence of the three (3) Independent Directors is sufficient to provide the necessary checks and balances on the decision making process of the Board. The Independent Directors provide independent and objective judgement as well as impartial opinion on Board deliberations and decision making and significant contributions of the Independent Directors is evidenced on their participation as members of the committees of the Board.

Apart from the above, the Company practices a clear demarcation of responsibilities and a balance of power and authority. The Board as a whole has always imposed on itself compliance of all appropriate principles and best practices in respect of impartiality, shareholders’ and stakeholders’ interest and protection and good corporate governance.

Board Responsibilities

The Board retains full and effective control of the Group and has established amongst others, corporate objectives and position descriptions including the limits to management’s responsibilities, which the Executive Directors are aware and are responsible for meeting. The Board has an understanding of matters reserved to itself for decision, which include the overall Group strategy and direction, acquisition and divestment policy, approval for major capital expenditures, consideration of significant financial matters and review of the financial and operating performance of the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Board Responsibilities (cont'd)

The Board has formalised a Board Charter which sets out the role, composition and responsibilities of the Board and those delegated to the Board Committees and Management of the Company and key elements of governance principles guiding the business culture and strategic initiatives of the Group. The Board reviews its charter periodically to keep abreast with latest changes in regulations and ensure it remains consistent with the Board objectives.

Whistle-Blowing Policy has been formalised for employees and public to raise genuine concerns about possible improprieties in matters of financial reporting, compliance and other malpractices. Code of Ethics and Conduct was established which stipulating the sound principles that will guide the Watta Group staff in discharging their duties. Anti-Corruption & Anti-Bribery Policy has also been established, setting out the practice of upholding high levels of personal and professional values in Watta Group's business transactions, interactions and decisions.

The Board Charter, Whistle-Blowing Policy, Code of Ethics and Conduct, and Anti-Corruption & Anti-Bribery Policy are accessible through the Company's website at www.watta.com.my.

The size and composition of the Board is balanced to reflect the interests of the shareholders in the Company. The Board acknowledges that gender diversity is one of the key attributes to an effective and balanced board. In this regard, it is committed to having female representation on the Board and the Board currently has one (1) female member.

The Board believes in equality and equal opportunity to be given to an individual whether for appointment as a director or employment within the Group, based on merit and not on gender, age or racial bias.

During the financial year under review, the Company had approved and adopted a Directors' Fit and Proper Policy which is made available at the Company's website at www.watta.com.my. The objective of this policy is to guide the Nomination Committee and the Board in their review and assessment of potential candidates for appointment as Directors as well as Directors who are seeking for re-election in the Company and/or its subsidiaries.

Board Committees

The Board Committees namely, Audit Committee, Nomination Committee, Remuneration Committee and Risk Assessment/Management Committee are entrusted with specific powers and responsibilities to assist the Board in discharging its functions within their respective Terms of Reference. The Chairman of the respective Committees report to the Board the outcomes and recommendations from the Committees' meetings and minutes of such Committee meetings will be tabled for the Board's notation. The ultimate responsibility for the final decision on all matters of Board Committees lies with the entire Board.

- **Audit Committee**
Details of the Audit Committee are set out in the Audit Committee Report of this Annual Report.
- **Nomination Committee**
Details of the Nomination Committee are set out in the Nomination Committee section of this Statement.
- **Remuneration Committee**
Details of the Remuneration Committee are set out in the Remuneration Committee section of this Statement.
- **Risk Assessment/Management Committee**
Details of the Risk Assessment/Management Committee are set out in the Statement on Risk Management and Internal Control of this Annual Report.

Reinforce Independence

The existence of the Independent Directors on the Board itself does not ensure absolute unbiased judgement as it can be compromised by familiarity with the other Board members. In this connection, the Board has undertaken an annual assessment of independence of the Independent Directors via disclosed interests and the criteria for assessing their independence was set by the Nomination Committee as approved and adopted by the Board. The current Independent Directors of the Company have fulfilled the criteria of "independence" as prescribed under Chapter 1 of the MMLR of Bursa Securities.

The Board is of the view that the Independent Directors themselves, having provided all the relevant confirmations on their independence, will be able to determine if they can continue to bring independent and objective judgement on Board deliberations and decision making.

As recommended by the MCGG, the Board has considered the tenure of three (3) Independent Directors. The tenure of both Tuan Hj. Ahmad Bin Darus and Mr. Gan Leng Swee had exceeded a cumulative term of twelve (12) years, and the tenure of Mr. Lee Tak Wing had exceeded a cumulative term of nine (9) years.

The approval from the shareholders of the Company was obtained at the Twenty Seventh Annual General Meeting ("AGM") held on 24 June 2022 for the retention of Tuan Hj. Ahmad Bin Darus, Mr. Gan Leng Swee and Mr. Lee Tak Wing as Independent Non-Executive Directors of the Company.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Reinforce Independence (cont'd)**

Based on the assessment for the financial year under review, taking into consideration the amendments to the MMLR of Bursa Securities pertaining to the 12-year tenure limit on independent directors effective June 2023, the Board has concluded that Mr. Lee Tak Wing remains to be independent and recommended that he continues to act as Independent Non-Executive Director based on the following justifications:-

- (i) He has fulfilled the criteria under the definition of Independent Director as stated in the MMLR of Bursa Securities and thus, would be able to function as a check and balance, bringing an element of objectivity to the Board;
- (ii) He has been with the Company for many years and is familiar with the Company's business operations;
- (iii) He has exercised due care during his tenure as Independent Non-Executive Director of the Company and has carried out his duties proficiently in the interest of the Company and the shareholders.

The Board, through the Nomination Committee, will continue to review the composition of the Board and the tenure of Directors annually or as and when required, to ensure that the Board is functioning effectively and in compliance with the regulatory requirements.

Time Commitment by Directors

Although the Board expects its members to be committed to the Company's affairs and operations, and devote sufficient time to carry out their roles and responsibilities for the Group, it does not restrict its members from being Directors of other companies. All Directors would immediately notify the Company Secretary and the Company should they accept a new directorship in another company.

Supply of information

The Board meets on a quarterly basis with additional meetings held whenever necessary. There were five (5) Board meetings held during the financial year ended 31 December 2022 and the details of attendance are set out as follows:-

Name of Directors	Attendance
Hj. Ahmad Bin Darus	5/5
Dato' Lee Foo San	5/5
Hj. Ariffin Bin Abdul Aziz	5/5
Datin Teoh Lian Tin	5/5
Gan Leng Swee	5/5
Hj. Ahmad Bin Khalid	5/5
Lee Tak Wing	5/5
Loo Sooi Guan	5/5
Datuk Hong Choon Hau	5/5

The Company Secretary was present at all Board meetings held during the financial year ended 31 December 2022.

Prior to Board meetings, the agenda together with relevant documents and information are prepared and distributed to all Directors on a timely manner to ensure that Directors have sufficient time to review and be prepared for discussion. The Group Executive Director and/or other relevant Board members will provide information and clarification on relevant issues and management's recommendations for deliberation and discussion by the Board prior to decision making. The minutes or record of proceedings of Board meetings are circulated to all Directors and are reviewed prior to confirmation at the following Board meeting.

Annual corporate timetable is prepared and circulated to the Board to provide the proposed/scheduled dates of meeting of the Board and Board Committees to enable the Board to plan ahead. The Board is reminded quarterly of the closed periods for dealings in the securities of the Company based on the targeted date of announcement of the Group's interim financial results.

Apart from the above, the Board members are updated on the Company's activities and its operations on a regular basis. Management's review and analysis reports on the Group's performance will be tabled to the Board every quarter for review. All Directors whether as a full board or in their individual capacity have full and unrestricted access to all information of the Company on a timely basis in an appropriate form and quality necessary to enable them to discharge their duties and responsibilities.

The Board is supported by the Company Secretaries pertaining to corporate secretarial matters which include, among others, convening of Board, Board Committees' and general meetings, attending the Board, Board Committees' and general meetings, preparation of circular resolutions and minutes of meetings, maintenance of statutory registers and records, review of announcements, and advising the Board on compliance with the relevant laws and regulations.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)**Supply of information (cont'd)**

All Directors have full and unrestricted access to the advice and services of the external Company Secretaries, the external auditors and the outsourced internal auditors. The Directors are also entitled to seek independent professional advice, whenever necessary, at the expense of the Group. The appointment and removal of Company Secretary are matters for the Board as a whole.

Directors' Training

The Directors of the Company had attended the following training sessions during the financial year ended 31 December 2022:-

Name of Directors	Date of Training	Subject
Lee Tak Wing	9 March 2022	TCFD 101: Getting started with climate-related financial reporting
Loo Sooi Guan	2 March 2022	TCFD 101: Getting started with climate-related financial reporting
	13 September 2022	Advocacy Session on the Continuing Disclosure Requirements & Corporate Disclosure Policy of the Listing Requirements
Datuk Hong Choon Hau	9 August 2022	Advocacy Session for Directors and Senior Management of Main Market Listed Issuers

The Company also provided internal briefings to the Directors on key corporate governance developments and changes to the listing requirements, other laws and regulations. The External Auditors also briefed the Directors on any changes to the accounting standards that may affect the Group's financial statements from time to time during the Audit Committee meetings.

The Board acknowledges the fact that continuous education is vital for the Board members to gain insight into the state of economy, manufacturing, technological advances in the core business, latest regulatory developments and management strategies.

The Board will evaluate their own training needs on a continuous basis and to determine the relevant programmes, seminars and briefings that will enhance their knowledge and enable them to discharge their duties effectively.

Appointment to the Board

Appointment to the Board is based on the recommendations of the Nomination Committee established by the Board, the activities of which are described below.

Nomination Committee

The members of the Nomination Committee comprises:-

- (a) Gan Leng Swee Chairman, Senior Independent Non-Executive Director
- (b) Hj. Ahmad Bin Darus Member, Independent Non-Executive Director
- (c) Hj. Ahmad Bin Khalid Member, Non-Independent Non-Executive Director

The Nomination Committee's responsibilities include assessing the effectiveness/performance of the Board and Board Committees and the contribution/performance of each individual Director, the size and composition of the Board and reviewing the mix of skills and experience and other qualities required for the Directors. The Committee assesses and recommends new nominees for appointment to the Board taking into consideration the criteria as set out in the Directors' Fit and Proper Policy and review the nomination of Senior Management when the need arises.

The Company's Constitution provides that at every annual general meeting, at least one-third (1/3) of the directors are subject to retirement by rotation at least once in every three (3) years, and shall be eligible for re-election. Any directors appointed during the year shall hold office until the next following annual general meeting and shall be eligible for re-election. The Committee will assess and recommend to the Board the re-election of Directors retiring in accordance with the Company's Constitution, taking into consideration the criteria as set out in the Directors' Fit and Proper Policy.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Nomination Committee (cont'd)

The Nomination Committee met once during the financial year with full attendance by its members. During the financial year ended 31 December 2022, the Nomination Committee carried out the following activities in discharging its duties and responsibilities as set out in its terms of reference, a copy of which is available at www.watta.com.my:-

- Reviewed and assessed the existing Board structure, size and composition and diversity;
- Reviewed and assessed the effectiveness and performance of the Board and Board Committees and the term of office of the Audit Committee;
- Reviewed and assessed the Board's and individual Director's required mix of skills, experience and other qualities;
- Determined and reviewed the Directors standing for re-election at the AGM of the Company and recommended them to the Board for consideration;
- Conducted annual assessment on the independence of the Independent Directors in accordance with the MCCG based on established criteria and recommended to the shareholders for approval the retention of the Independent Directors who have served for more than nine (9) years at the Company's AGM;
- Reviewed and noted the training programme(s) attended by the Directors;
- Reviewed and recommended to the Board for approval the amendments to the terms of reference of Nomination Committee; and
- Reviewed and recommended to the Board for approval the Directors' Fit and Proper Policy.

The evaluation involves individual Directors and Committee members completing separate performance evaluation sheet regarding the process of the Board and its Committees, their effectiveness and contribution of each individual Director. These assessments and comments by Directors were tabled and discussed at the Nomination Committee meeting which was then reported to the Board at the Board meeting held thereafter.

The Nomination Committee was satisfied with the experience, contributions and skill mix of the Directors to enable the Board and the Board Committees to discharge their respective duties and responsibilities effectively.

The Nomination Committee may use independent sources in identifying suitable candidates, as and when the need arises.

The Board also acknowledges the importance of boardroom diversity in terms of gender, age, nationality as well as ethnicity and recognises the benefits of this diversity. The Board is of the view that while promoting boardroom diversity is essential, the normal selection criteria based on effective blend of competencies, skills, extensive experience, integrity and knowledge to strengthen the Board should remain a priority.

Directors' Remuneration

The objective of the Group is to ensure that the Group attracts and retains Directors of the calibre needed to run the Group successfully. The Executive Directors are to be appropriately rewarded giving due regard to the corporate and individual performance. In the case of Non-Executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken by the Non-Executive Directors concerned.

The remuneration of the Executive Directors is performance related which are if not higher are compatible to the market rate in order to attract, motivate and retain them to run the Company. The Company also reimburses reasonable expenses incurred by Directors where required, in the course of carrying out their duties as Directors. The determination of remuneration packages of Non-Executive Directors should be a matter of the Board as a whole.

Remuneration Committee

The Remuneration Committee comprises three (3) members namely:-

- | | | |
|-----|---------------------|---|
| (a) | Hj. Ahmad Bin Darus | Chairman, Independent Non-Executive Director |
| (b) | Gan Leng Swee | Member, Senior Independent Non-Executive Director |
| (c) | Lee Tak Wing | Member, Independent Non-Executive Director |

The Remuneration Committee is authorised by the Board to establish a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors, as well as Senior Management where necessary. The Chairman of the Committee may request for a meeting as and when deemed necessary. The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendations of the Remuneration Committee.

The terms of reference of the Remuneration Committee and Remuneration Policy are available at the Company's website at www.watta.com.my.

The Remuneration Committee's responsibility include review and recommend to the Board the framework of executive remuneration and its cost and the remuneration package for each Executive Director, taking into account the performance of the individual, the inflation price index and information from independent sources on the rates of salary for similar jobs in a selected group of comparable companies and benefits-in-kind for the Executive Directors, review and recommend the bonus scheme for the Executive Directors depending on various performance measurements of the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

A. BOARD LEADERSHIP AND EFFECTIVENESS (CONT'D)

Remuneration Committee (cont'd)

The Remuneration Committee met once during the financial year ended 31 December 2022 to inter-alia review and consider the remuneration packages of the Executive Directors and proposed Directors' fees and benefits. The Remuneration Committee also reviewed and recommended to the Board for approval the proposed amendments to the terms of reference of Remuneration Committee.

Directors will abstain from discussion and voting on decisions in respect of their own remuneration. The Directors' fees and benefits are to be approved by shareholders at the AGM based on recommendations of the Board.

Details of Directors' remuneration for the financial year ended 31 December 2022 are as set out below:-

Company

Name	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments
Executive Directors						
1 Dato' Lee Foo San	18,000	-	-	-	-	-
2 Datin Teoh Lian Tin	18,000	-	-	-	-	-
3 Hj. Ariffin Bin Abdul Aziz	18,000	-	-	-	-	-
4 Loo Sooi Guan	18,000	-	-	-	-	-
Non-Executive Directors						
5 Hj. Ahmad Bin Darus	18,000	20,000	-	-	-	-
6 Gan Leng Swee	18,000	2,000	-	-	-	-
7 Lee Tak Wing	18,000	2,000	-	-	-	-
8 Hj. Ahmad Bin Khalid	18,000	-	-	-	-	-
9 Datuk Hong Choon Hau	18,000	-	-	-	-	-

Group

Name	Fee	Allowance	Salary	Bonus	Benefits-in-kind	Other emoluments
Executive Directors						
1 Dato' Lee Foo San	42,000	-	252,000	-	33,235	30,240
2 Datin Teoh Lian Tin	42,000	-	189,000	-	-	22,752
3 Hj. Ariffin Bin Abdul Aziz	42,000	-	226,800	-	5,300	9,072
4 Loo Sooi Guan	42,000	-	276,000	-	5,300	33,120
Non-Executive Directors						
5 Hj. Ahmad Bin Darus	18,000	20,000	-	-	-	-
6 Gan Leng Swee	18,000	2,000	-	-	-	-
7 Lee Tak Wing	18,000	2,000	-	-	-	-
8 Hj. Ahmad Bin Khalid	18,000	-	-	-	-	-
9 Datuk Hong Choon Hau	18,000	-	-	-	-	-

Details of the remuneration of the Senior Management (including salary, allowance, bonus, benefits in-kind and other emoluments) in each successive band of RM50,000 during the financial year ended 31 December 2022, are as follows:-

Name	Salary	Allowance	Bonus	Benefits-in-kind	Other emoluments
1 Loo Kwong Yong	150,001 - 200,000	0 - 50,000	-	-	0 - 50,000
2 Chan Soh Hwa	150,001 - 200,000	0 - 50,000	-	-	0 - 50,000

CORPORATE GOVERNANCE OVERVIEW STATEMENT (CONT'D)

B. EFFECTIVE AUDIT AND RISK MANAGEMENT

Financial reporting

The Directors are responsible to present a true and fair assessment of the Group's position and prospects in the annual financial statements and quarterly reports. The quarterly financial results were reviewed by the Audit Committee and approved by the Board prior to the submission to Bursa Securities.

In addition, the Board is responsible to ensure that the financial statements are properly drawn up in accordance with the provisions of the Companies Act 2016 and approved accounting standards in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of the financial year ended 31 December 2022 and of their financial performance and cash flows for the financial year then ended.

Risk Management and Internal Control

The Board affirms its overall responsibility for maintaining the Company's system of internal controls and risk management and for reviewing the adequacy and integrity of the Group's internal control systems. The Board has established a framework to formulate and review risk management policies and risk strategies.

The Group's Risk Management and Internal Control Statement is set out in the Statement on Risk Management and Internal Control of this Annual Report.

Relationship with Auditors

The Board has established a formal and transparent arrangement for maintaining appropriate relationships with the auditors, both external and internal in seeking professional advice and ensuring compliance with appropriate accounting standards, where applicable. The Audit Committee met with the internal and external auditors to discuss and review the audit plan, audit findings and other relevant reports.

The Audit Committee reviews and monitors the suitability, objectivity and independence of the external auditors on an annual basis. In addition, the Audit Committee has received confirmation from the external auditors that they are and have been independent throughout the conduct of the audit engagement.

C. INTEGRITY IN CORPORATE REPORTING AND MEANINGFUL RELATIONSHIP WITH STAKEHOLDERS

Engagement between Company and Stakeholders

In recognising the importance of timely dissemination of information to shareholders and other stakeholders, the Board is committed to ensuring that the shareholders and other stakeholders are well informed of major developments of the Company and the information is communicated to them through the following channels:-

- (a) the Annual Report;
- (b) the various disclosures and announcements made to Bursa Securities including the quarterly results and annual results.

Information relating to the Group can be viewed at the Company's website at www.watta.com.my.

The AGM is the principal platform for engagement with shareholders and stakeholders. The Chairman, Group Executive Deputy Chairman, Board Committees' Chairman and other Board members as well as the external auditors of the Company are present to respond to all questions raised at the meeting. The outcome of all resolutions proposed at general meetings will be announced to Bursa Securities at the end of the meeting day.

Apart from general meetings, currently there is no other formal programme or schedule of meetings with investors, shareholders, stakeholders and the public generally. However, the management has the option of calling for meetings with investors/analysts if it deems necessary. Thus far, the management is of the opinion that the existing arrangement has been satisfactory.

The Board had identified the Senior Independent Non-Executive Director to whom concerns may be conveyed by shareholders and the general public.

In line with the requirements of the MMLR of Bursa Securities, the Company shall be conducting poll voting for all resolutions set out in the notice of general meetings. In addition, the Company will appoint an independent scrutineer to validate the votes at the general meetings.

ADDITIONAL COMPLIANCE INFORMATION

1. UTILISATION OF PROCEEDS

There were no proceeds raised from any corporate proposals during the financial year ended 31 December 2022.

2. MATERIAL CONTRACTS

There were no material contracts subsisting at the end of the financial year or entered into since the end of the previous financial year by the Company or its subsidiaries, which involved the interest of the Directors, and major shareholders other than contracts entered into in the normal course of business.

3. AUDIT AND NON-AUDIT FEES

During the financial year ended 31 December 2022, the amount of audit fees and non-audit fees incurred by the Company and on a Group basis for services rendered by the External Auditors, Messrs UHY or a firm or corporation affiliated to Messrs UHY are as follows:-

	Company (RM)	Group (RM)
Audit services	28,000	85,500
Non-audit services	5,000	5,000

4. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT")

The breakdown of the aggregate value of the RRPT conducted pursuant to the shareholders' mandate obtained at the Twenty Seventh Annual General Meeting held on 24 June 2022 is as follows:-

Nature of Transaction	Companies in the Watta Group involved in the RRPT	Related Parties	Relationship of the Related Parties with Watta Group	Actual value transacted from 24 June 2022 up to 31 March 2023 (RM)
Purchases of airline tickets, tour arrangements and accommodation bookings	<ul style="list-style-type: none"> • Watta Battery Industries Sdn Bhd ("Watta Battery") • Watta Energy (M) Sdn Bhd ("Watta Energy") • Syarikat Perniagaan Leko Sdn Bhd ("Leko") 	Z'tronic Holidays Sdn Bhd ("Z'tronic")	<ul style="list-style-type: none"> • Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is a Director and substantial shareholder of Z'tronic. • Datin Teoh Lian Tin, the Executive Director of Watta, is the spouse of Dato' Lee Foo San. • Lee Fook Sin, the brother of Dato' Lee Foo San, is a shareholder of Watta and a Non-Executive Director of both Leko and Watta Battery. • Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director of Leko, Watta Battery, Watta Energy and is a Director and shareholder of Z'tronic. • Hj. Ahmad Bin Khalid, a Director of Watta, is the Director of Zitron and Watta Energy and also a Director and substantial shareholder of Z'tronic. • Lee Li Yen is an Alternate Director to Dato' Lee Foo San in Z'tronic. She is the sister of Dato' Lee Foo San. 	NIL

ADDITIONAL COMPLIANCE INFORMATION (CONT'D)

4. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") (CONT'D)

Nature of Transaction	Companies in the Watta Group involved in the RRPT	Related Parties	Relationship of the Related Parties with Watta Group	Actual value transacted from 24 June 2022 up to 31 March 2023 (RM)
Lease of office premises	Watta Holding Berhad ("Watta")	Zitron Enterprise (M) Sdn Bhd ("Zitron")	<ul style="list-style-type: none"> Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is a Director and substantial shareholder of Zitron. Datin Teoh Lian Tin, the Executive Director of Watta, is a Director and substantial shareholder of Zitron. She is the spouse of Dato' Lee Foo San. Lee Fook Sin, the brother of Dato' Lee Foo San, is a shareholder of Watta and a Non-Executive Director of both Leko and Watta Battery. Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director of Leko, Watta Battery and Watta Energy. Hj. Ahmad Bin Khalid, a Director of Watta, is a Director of Zitron and Watta Energy. 	352,819
Service maintenance fee and repair of phone	Mobile Technic Sdn Bhd ("Mobile Technic")	Zitron	<ul style="list-style-type: none"> Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is a Director and substantial shareholder of Zitron. Datin Teoh Lian Tin, the Executive Director of Watta, is a Director and substantial shareholder of Zitron. She is the spouse of Dato' Lee Foo San. Lee Fook Sin, the brother of Dato' Lee Foo San, is a shareholder of Watta and a Non-Executive Director of both Leko and Watta Battery. Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director of Leko, Watta Battery and Watta Energy. Hj. Ahmad Bin Khalid, a Director of Watta, is a Director of Zitron and Watta Energy. 	NIL
Purchase of phone parts	Mobile Technic	Hello Service Centre (M) Sdn Bhd ("Hello Service Centre")	<ul style="list-style-type: none"> Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is a substantial shareholder of Hello Service Centre. Datin Teoh Lian Tin, the Executive Director of Watta, is a Director and substantial shareholder of Hello Service Centre. She is the spouse of Dato' Lee Foo San. Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director of Hello Service Centre. 	NIL

ADDITIONAL COMPLIANCE INFORMATION (CONT'D)

4. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") (CONT'D)

Nature of Transaction	Companies in the Watta Group involved in the RRPT	Related Parties	Relationship of the Related Parties with Watta Group	Actual value transacted from 24 June 2022 up to 31 March 2023 (RM)
Service maintenance fee and repair of phone	SEMS Services Sdn Bhd ("SEMS")	Midland Network Sdn Bhd ("Midland Network")	<ul style="list-style-type: none"> Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is a Director and substantial shareholder of Midland Network. Datin Teoh Lian Tin, the Executive Director of Watta, is the spouse of Dato' Lee Foo San. She is also a Director and substantial shareholder of Midland Network. Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director and shareholder of Midland Network. Hj. Ahmad Bin Khalid, a Director of Watta, is a Director and shareholder of Midland Network. 	NIL
Sale and purchase of cellular telephones and related cellular telephone accessories	Watta Energy	Zitron	<ul style="list-style-type: none"> Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is a Director and substantial shareholder of Zitron. Datin Teoh Lian Tin, the Executive Director of Watta, is a Director and substantial shareholder of Zitron. She is the spouse of Dato' Lee Foo San. Lee Fook Sin, the brother of Dato' Lee Foo San, is a shareholder of Watta and a Non-Executive Director of both Leko and Watta Battery. Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director of Leko, Watta Battery and Watta Energy. Hj. Ahmad Bin Khalid, a Director of Watta, is a Director of Zitron and Watta Energy. 	NIL
Sale and purchase of cellular telephones and related cellular telephone accessories	Watta Energy	The Hello Station (M) Sdn Bhd ("Hello Station")	<ul style="list-style-type: none"> Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is deemed a substantial shareholder of Hello Station by virtue of his substantial interest in Zitron. Datin Teoh Lian Tin, the Executive Director of Watta, is a Director of Hello Station and is deemed a substantial shareholder of Hello Station by virtue of her substantial interest in Zitron. She is also the spouse of Dato' Lee Foo San. Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director of Hello Station. 	NIL

ADDITIONAL COMPLIANCE INFORMATION (CONT'D)

4. RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") (CONT'D)

Nature of Transaction	Companies in the Watta Group involved in the RRPT	Related Parties	Relationship of the Related Parties with Watta Group	Actual value transacted from 24 June 2022 up to 31 March 2023 (RM)
Sale and purchase of cellular telephones, telecommunication and audio visual equipment and all kind of gadgets and internet of things ("IOT") peripherals	SEMS	Midland Network	<ul style="list-style-type: none"> • Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is a Director and substantial shareholder of Midland Network. • Datin Teoh Lian Tin, the Executive Director of Watta, is the spouse of Dato' Lee Foo San. She is also a Director and substantial shareholder of Midland Network. • Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director and shareholder of Midland Network. • Hj. Ahmad Bin Khalid, a Director of Watta, is a Director and shareholder of Midland Network. 	NIL
Sale and purchase of cellular telephones, telecommunication and audio visual equipment and all kind of gadgets and IOT peripherals	SEMS	Zitron	<ul style="list-style-type: none"> • Dato' Lee Foo San, the Group Executive Deputy Chairman and a Major Shareholder of Watta, is a Director and substantial shareholder of Zitron. • Datin Teoh Lian Tin, the Executive Director of Watta, is a Director and substantial shareholder of Zitron. She is the spouse of Dato' Lee Foo San. • Lee Fook Sin, the brother of Dato' Lee Foo San, is a shareholder of Watta and a Non-Executive Director of both Leko and Watta Battery. • Lee Foo Hock, the brother of Dato' Lee Foo San, is a Director of Leko, Watta Battery and Watta Energy. • Hj. Ahmad Bin Khalid, a Director of Watta, is a Director of Zitron and Watta Energy. 	NIL

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

Pursuant to Paragraph 15.26 (b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Board of Directors of Watta Holding Berhad (“Board”) is pleased to present the Statement on Risk Management and Internal Control of the Group for the financial year ended 31 December 2022 which has been prepared in accordance with the “*Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers*”.

RESPONSIBILITY FOR RISK AND INTERNAL CONTROL

The Board recognises the importance of a sound internal control system and effective risk management practices to safeguard shareholders’ investments and the Group’s assets. The Board also affirms its overall responsibility for the Group’s system of internal control and risk management, and for reviewing the adequacy and integrity of the Group’s internal control system.

In view of the limitations inherent in any internal control system, it is recognised that such system is designed to manage rather than eliminate risk. Evaluation and implementation of the system can only provide reasonable assurance of the Group achieving its objectives. The system will not provide absolute assurance against any material misstatement or loss.

The Board has received assurance from the Chief Executive Officer and Group Executive Director that the Group’s risk management and internal control system is operating adequately and effectively, in all material aspects, based on the existing risk management and internal control system of the Group.

RISK MANAGEMENT FRAMEWORK

The Board regards risk management as an integral part of business operations and in fulfilling its oversight responsibilities for the Group’s system of internal control and risk management, the Board has established a framework to formulate and review risk management policies and procedures and corresponding controls to mitigate the risks.

In ensuring the on-going review process for identifying, evaluating and managing significant risks affecting the Group, internal control procedures with clear lines of accountability and delegated authority have been established through a series of standard operating practice manuals for the business units within the Group covering the Handphone Servicing Segment.

The Audit Committee and the Board had strengthened their efforts to improve and monitor the effectiveness and adequacy of internal control and risk management implementation with regular review and updates through the Risk Assessment/ Management Committee (“RAMC”).

The RAMC currently consists of three (3) members, namely:-

- | | |
|-------------------------|---|
| (a) Gan Leng Swee | Chairman, Senior Independent Non-Executive Director |
| (b) Hj. Ahmad Bin Darus | Member, Independent Non-Executive Director |
| (c) Dato’ Lee Foo San | Member, Group Executive Deputy Chairman and Chief Executive Officer |

The primary responsibilities and purpose of the RAMC is to assist the Board in fulfilling its responsibilities with respect to review and monitor the Group’s risk management framework and activities.

The functions of RAMC shall also include the following:-

- (i) Ensuring the process of identifying and documenting principal risks is in place and on an ongoing basis.
- (ii) Ascertaining internal competency levels to manage the identified risks.
- (iii) Ensuring the implementation of appropriate systems and procedures to manage risks and assigning of accountability.
- (iv) Reviewing the adequacy and the integrity of the Group’s internal control systems.
- (v) Taking actions to rectify control failures or weaknesses and determine disciplinary actions for non-compliance, where appropriate.

The Chairman of the RAMC may request for a meeting as and when deemed necessary to review the risk exposures and control actions and to deal with any other matters within the authority of the committee. The Chairman of the RAMC will report to the Audit Committee and Board every quarter its review of the identified key risks and/or new risks for each business units and relevant mitigating plans.

The RAMC has during the financial year reviewed the Group’s quarterly risk management reports with recommendations to improve current risk control system to further strengthen the integrity and effectiveness of the internal control mechanism within the Group.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

OTHER KEY ELEMENTS OF INTERNAL CONTROL

Apart from risk management and internal audit, the other key elements of the Group's internal control systems are described below:-

- (i) The handphone servicing segment has set up internal control and operation procedures with clear lines of accountability through a series of standard operating practice manuals.
- (ii) The Group maintains a formal organisation structure with clearly defined delegation of responsibilities to the management executive and business segments, including limits of authority, authorisation level for all aspects of the business.
- (iii) An annual budget is submitted for Board's review and approval. The actual performance of the business segments is monitored against budget on a quarterly basis to identify and to address significant variances.
- (iv) Management accounts and reports are prepared monthly and quarterly, covering financial performance as well as key business indicators such as customers' satisfaction level, sales analysis and operating cost analysis. These performance reports are benchmarked against the pre-determined objectives.
- (v) Regular visits to business operation units by members of the Board and the Management team.
- (vi) Quarterly review of the Group's related party transactions by the Audit Committee and the Board.

INTERNAL AUDIT FUNCTION

The Group's internal audit function is outsourced to an independent professional consultancy firm, RSM Corporate Consulting (Malaysia) Sdn Bhd who provides the Audit Committee and the Board with the assurance on the adequacy and integrity of the internal control system of the Group.

The Internal Auditors, performed reviews on key processes within the Group and assessed the effectiveness and adequacy of the internal control system. The Audit Committee is kept informed of the audit process, from the approved annual audit plan to the audit findings and reporting at the scheduled meetings, and would thereafter report and make recommendations to the Board. Senior Management is responsible for ensuring that approved corrective actions are taken within the stipulated time frame.

The internal audit review carried out by the Internal Auditors during the financial year ended 31 December 2022 in accordance with the internal audit plan is outlined in the Audit Committee Report of this Annual Report.

The Company has incurred approximately RM18,850.00 for maintaining the outsourced internal audit function for the financial year ended 31 December 2022.

WEAKNESSES IN INTERNAL CONTROLS THAT RESULT IN MATERIAL LOSSES

During the financial year under review, nothing has come to the attention of the Board which would result in any material losses, contingencies or uncertainties arising from weakness in its internal control system that would require separate disclosure in this Annual Report. Nevertheless, the Board and Management will continue to take proactive measures to strengthen the internal control environment within the Group.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The External Auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in this Annual Report and their review was performed in accordance with Recommended Practice Guide 5 (RPG5) (Revised), *Guidance for Auditors on Engagements to Report on the Statement on Risk Management and Internal Control included in the Annual Report* issued by the Malaysian Institute of Accountants.

Based on their review, the External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that the statement is inconsistent with their understanding of the process adopted by the Board in reviewing and assessing the adequacy and integrity of the system of internal controls of the Group.

AUDIT COMMITTEE REPORT

The Audit Committee of Watta Holding Berhad is pleased to present the Audit Committee Report for the financial year ended 31 December 2022.

MEMBERS

- | | |
|------------------------|---|
| 1. Lee Tak Wing | Chairman, Independent Non-Executive Director |
| 2. Hj. Ahmad Bin Darus | Member, Independent Non-Executive Director |
| 3. Gan Leng Swee | Member, Senior Independent Non-Executive Director |

SUMMARY OF WORK DURING THE FINANCIAL YEAR

A total of five (5) Audit Committee meetings were held during the financial year ended 31 December 2022. Details of attendance are as follows:-

Name	Attendance
Lee Tak Wing	5/5
Hj. Ahmad Bin Darus	5/5
Gan Leng Swee	5/5

During the financial year ended 31 December 2022, the Audit Committee in discharge of its duties and functions carried out the following activities:-

1. Reviewed the unaudited quarterly financial results of the Group and made recommendation to the Board of Directors ("Board") for approval prior to submission to Bursa Malaysia Securities Berhad ("Bursa Securities"). The review is to ensure that the quarterly results present a true and fair view of the Group's financial positions and were prepared in accordance with the requirements of the Malaysian Financial Reporting Standard 134 – Interim Financial Reporting and Paragraph 9.22 as well as Appendix 9B of the Main Market Listing Requirements ("MMLR") of Bursa Securities.
2. Reviewed and made recommendations to the Board in respect of the annual audited financial statements of the Group and the Company with the External Auditors for approval prior to submission to Bursa Securities. The review is to ensure that the financial statements were prepared in compliance with the regulatory requirements.
3. Reviewed and discussed with the External Auditors amongst others, their audit approach, the areas of audit emphasis, reporting and deliverables, as well as new developments on accounting standards and regulatory requirements.
4. Reviewed the External Auditors' audit findings, results and reports. Private discussions with the External Auditors without the presence of Executive Directors and Management to discuss any problems/issues arising from the audit and assistance provided by Management to them during the course of audit.
5. Reviewed and assessed the suitability, objectivity and independence of the External Auditors in relation to the re-appointment of the External Auditors, taking into consideration amongst others, the adequacy of experience and resources of the firm and the professional staff assigned to the audit and the relevant criteria prescribed under the MMLR of Bursa Securities before recommending to the Board.
6. Reviewed and discussed the proposed audit and non-audit fees of the External Auditors.
7. Reviewed the recurrent related party transactions to ensure the transactions are conducted on arm's length basis and are not detrimental to the interest of minority shareholders.
8. Reviewed the internal audit plan to ensure the adequacy of the scope, competency and resources of the internal audit function.
9. Reviewed the report from the Internal Auditors, the recommendations made and management responses to those recommendations.
10. Reviewed the renewal of engagement of outsourced internal audit services and recommended to the Board for approval.
11. Reviewed the Audit Committee Report and Statement on Risk Management and Internal Control for inclusion in the Annual Report.
12. Reviewed and discussed the Risk Assessment & Management Report from the Risk Assessment/Management Committee.
13. Reviewed and recommended to the Board for approval the recurrent related party transactions guidelines and review procedures.
14. Reviewed and recommended to the Board for approval the proposed amendments to the terms of reference of Audit Committee.

AUDIT COMMITTEE REPORT (CONT'D)

INTERNAL AUDIT FUNCTION

The internal audit function of the Group has been outsourced to an independent professional consultancy firm, RSM Corporate Consulting (Malaysia) Sdn Bhd which was appointed during the financial year with the aim of providing independent and systematic reviews on the systems of internal control. The Internal Audit function provides an independent and objective feedback to the Audit Committee and the Board on the adequacy, effectiveness and efficiency of the internal control system within the Group. The audit assignment was carried out in accordance with the internal audit plan.

The Internal Auditors adopts a risk-based approach and have carried out their work in accordance with The International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors.

None of the Internal Auditors has family relationship with any Director and/or major shareholder of the Company. The Internal Auditors are independent of the activities they audit and perform their audit with impartiality and due professional care.

The Internal Auditors have adequate resources and appropriate standing to undertake their activities independently and objectively to provide reasonable assurance to the Audit Committee regarding the adequacy and effectiveness of the Group's internal control systems. The outsourced internal audit function is headed by Mr. Joe Lee Yaw Joo, Managing Director of RSM Corporate Consulting (Malaysia) Sdn Bhd. Mr. Joe Lee Yaw Joo is a member of the American Institute of Internal Audit, Malaysian Institute of Accountants, Malaysian Institute of Certified Public Accountants and American Institute of Supply Management.

The Internal Auditors report to the Audit Committee on their audit findings, their recommendations of the corrective actions to be taken by the Management together with the management's responses and action plans in relation thereto were deliberated.

During the financial year under review, there was no material internal control failure reported that would result in any significant loss to the Group.

In accordance with the internal audit plan, the Internal Auditors had carried out internal audit reviews and reported to the Audit Committee on the following areas of the subsidiary companies during the financial year under review:-

Name of Subsidiary Companies	Areas
SEMS Services Sdn Bhd & Mobile Technic Sdn Bhd	(i) Human Resource Management. (ii) Compliance to Principals/Manufacturers Policies and KPIs.

The Internal Auditors will conduct follow up reviews upon request on status of agreed action plans by Management on previous processes of subsidiary companies.

STATEMENT ON DIRECTORS' RESPONSIBILITY IN PREPARING THE FINANCIAL STATEMENTS

The Directors are required by the Companies Act 2016 ("the Act") to prepare financial statements for each financial year which give a true and fair view of the financial position of the Group and of the Company at the end of the financial year under review and their financial performance and cash flows for the financial year then ended. As required by the Act and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the financial statements have been prepared in accordance with the applicable approved accounting standards in Malaysia.

Therefore, in preparing the financial statements of the Group and the Company for the financial year ended 31 December 2022, the Directors have:-

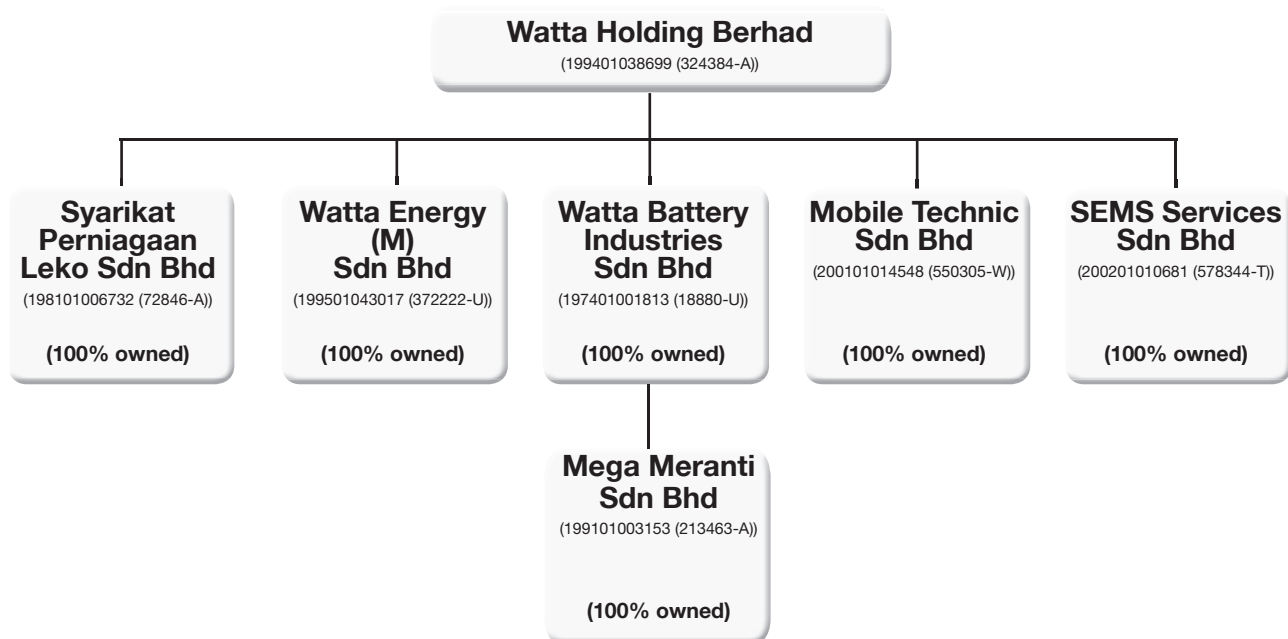
- adopted suitable accounting policies and applied them consistently;
- made judgements and estimates that are prudent and reasonable;
- ensured applicable approved accounting standards have been complied with, subject to any material departures being disclosed and explained in the financial statements; and
- prepared the financial statements on a going concern basis.

The Directors are responsible for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and of the Company and which enable them to ensure that the financial statements comply with the Act. The Directors are responsible for taking such reasonable steps to safeguard the assets of the Group and of the Company and to prevent and detect fraud and other such irregularities.

The above Statement was reviewed and approved by the Board of Directors on 10 April 2023.



GROUP STRUCTURE



CORPORATE OFFICE

Watta Holding Berhad (199401038699 (324384-A))

12th Floor, Menara Cosway,

Plaza Berjaya, Jalan Imbi,

55100 Kuala Lumpur.

Tel: 03-2144 2929 Fax: 03-2144 9929

Website: <http://www.watta.com.my>

E-mail: marketing@watta.com.my

Service of Mobile Phones Division:

Suite W-10-21, 10th Floor,

Melawangi Business Suites,

Ancorp Trade Centre,

No. 18 Jalan Persiaran Barat,

46050 Petaling Jaya,

Selangor Darul Ehsan.

Tel: 03-7957 2211 Fax: 03-7958 6878



WATTA HOLDING BERHAD
(199401038699 (324384-A))

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**REPORTS AND
FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR
ENDED 31 DECEMBER 2022**

DIRECTORS' REPORT

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

Principal Activities

The principal activities of the Company consist of investment holding and the provision of management services.

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

Financial Results

	Group RM	Company RM
Loss for the financial year attributable to the owners of the parent	861,882	1,001,133

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

Dividends

No dividend has been paid or declared by the Company since the end of the previous financial year. The Directors do not recommend any dividend in respect of the current financial year.

Reserves and Provisions

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

Issue of Shares and Debentures

There were no issuance of shares or debentures during the financial year.

Options Granted Over Unissued Shares

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

Directors

The Directors of the Company in office during the financial year up to the date of this report are:

Haji Ahmad Bin Darus
 Dato' Lee Foo San *
 Haji Ariffin Bin Abdul Aziz*
 Datin Teoh Lian Tin *
 Gan Leng Swee
 Lee Tak Wing
 Haji Ahmad Bin Khalid *
 Loo Sooi Guan *
 Datuk Hong Choon Hau

* *Director of the Company and its subsidiary companies*

The Directors who held office in the subsidiary companies (excluding Directors who are also the Directors of the Company) during the financial year and up to the date of this report are:

Lee Foo Hock
 Lee Fook Sin
 Loo Kwong Yong
 Chan Soh Hwa

The information required to be disclosed pursuant to Section 253 of the Companies Act 2016 in Malaysia is deemed incorporated herein by such reference to the financial statements of the respective subsidiary companies and made a part hereof.

DIRECTORS' REPORT (CONT'D)

Directors' Interests

The interests in shares of the Company and of its related corporations (other than wholly-owned subsidiary companies) of those who were Directors of the Company at the end of the financial year according to the Register of Directors' Shareholdings kept by the Company pursuant to Section 59 of the Companies Act 2016 are as follows:

	Number of ordinary shares			At 31.12.2022
	At 1.1.2022	Bought	Sold	
Interests in the Company				
Direct interests				
Dato' Lee Foo San	39,549,762	85,000	-	39,634,762
Loo Sooi Guan	1,025,800	-	-	1,025,800
Indirect interests				
Loo Sooi Guan ¹	100	-	-	100
Datuk Hong Choon Hau ²	19,344,022	-	-	19,344,022

Notes:

¹ Shares held directly by spouse. In accordance with Section 59(11)(c) of the Companies Act 2016 in Malaysia, the interests of the spouse/children in the shares of the Company shall be treated as the interest of the Directors.

² Deemed interest pursuant to Section 8(4)(c) of the Companies Act 2016 in Malaysia, by virtue of his interests in Cambridge Asset Holding Limited, the holding company of Surin Bay Resort Sdn. Bhd.

By virtue of his interests in the shares of the Company, Dato' Lee Foo San is also deemed interested in the shares of all its subsidiary companies during the financial year to the extent that the Company has an interest pursuant to Section 8 of the Companies Act 2016 in Malaysia.

By virtue of his indirect interests in the shares of the Company, Datuk Hong Choon Hau is also deemed interested in the shares of all its subsidiary companies during the financial year to the extent that the Company has an interest pursuant to Section 8 of the Companies Act 2016 in Malaysia.

None of the other Directors in office at the end of the financial year held shares or had beneficial interest in the shares of the Company or its related corporations during the financial year.

Directors' Benefits

Since the end of the previous financial year, none of the Directors of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of remuneration received or due and receivable by Directors as disclosed in the "Directors' Remuneration" of this report) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the Director is a member, or with a Company in which he has a substantial financial interest.

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

DIRECTORS' REPORT (CONT'D)**Directors' Remuneration**

The detail of the Directors' remuneration for the financial year ended 31 December 2022 are set out below:

	Group RM	Company RM
<u>Executive Directors</u>		
Fees	168,000	72,000
Salaries and other emoluments	1,308,600	-
Defined contribution plans	117,072	-
Social security contributions	4,014	-
Benefits in kind	43,835	-
	<u>1,641,521</u>	<u>72,000</u>
<u>Non-Executive Directors</u>		
Fees	138,000	90,000
Other emoluments	24,000	24,000
	<u>162,000</u>	<u>114,000</u>
Total Director's Remuneration	<u>1,803,521</u>	<u>186,000</u>

Indemnity and Insurance Costs

During the financial year, the total amount of indemnity coverage and insurance premium paid for the Directors and certain officers of the Company were RM5 million and RM9,921 respectively. No indemnity was given to or insurance effected for auditors of the Company.

Other Statutory Information

Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:

- (a) to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that adequate allowance had been made for doubtful debts and there were no bad debts to be written off; and
- (b) to ensure that any current assets which were unlikely to be realised in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company have been written down to an amount which the current assets might be expected so to realise.

DIRECTORS' REPORT (CONT'D)**Other Statutory Information (Cont'd)**

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

- (a) which would render it necessary to write off any bad debts or the amount of the allowance 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 the current assets in the financial statements of the Group and of the Company misleading; or
- (c) not otherwise dealt with in this report or the financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading; or
- (d) 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.

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 liabilities of any other person; or
- (b) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

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

In the opinion of the Directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of operations of the Group and of the Company in the financial year in which this report is made.

Subsidiary Companies

The details of the subsidiary companies are disclosed in Note 7 to the financial statements.

Auditors

The auditors, UHY have indicated their willingness to continue in office.

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

	Group RM	Company RM
Statutory audit	85,500	28,000
Non-audit services	5,000	5,000
	<u>90,500</u>	<u>33,000</u>

Signed on behalf of the Board, as approved by the Board in accordance with a resolution of the Directors,

DATO' LEE FOO SAN

HAJI ARIFFIN BIN ABDUL AZIZ

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

The Directors of Watta Holding Berhad state that, in their opinion, the accompanying financial statements are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the provisions of the Companies Act, 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2022 and of the financial performance and the cash flows of the Group and of the Company for the year ended on that date.

Signed in accordance with a resolution of the Directors,

DATO' LEE FOO SAN

HAJI ARIFFIN BIN ABDUL AZIZ

KUALA LUMPUR
10 April 2023

**DECLARATION BY THE DIRECTOR PRIMARILY RESPONSIBLE FOR THE FINANCIAL
MANAGEMENT OF THE COMPANY** PURSUANT TO SECTION 251(1)(B) OF THE COMPANIES ACT 2016

I, Haji Ariffin Bin Abdul Aziz, the Director primarily responsible for the financial management of Watta Holding Berhad, do solemnly and sincerely declare that the accompanying financial statements are, in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

HAJI ARIFFIN BIN ABDUL AZIZ

Subscribed and solemnly declared by the abovenamed Haji Ariffin Bin Abdul Aziz at Kuala Lumpur in Federal Territory, this 10 April 2023.

Before me,

COMMISSIONER FOR OATHS

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WATTA HOLDING BERHAD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Watta Holding Berhad, which comprise the statements of financial position as at 31 December 2022 of the Group and of the Company, and the statements of profit and 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 60 to 101.

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

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

Key Audit Matters	How we addressed the key audit matters
<p>Valuation of investment properties</p> <p>Investment properties are measured initially at cost and subsequently at fair value with any changes therein recognised in profit or loss for the period in which they arise.</p> <p>The fair value of investment properties was determined by a firm of independent external valuers using the Comparison Method of Valuation. The valuation is dependent on certain key inputs and the most significant input used in this approach is the comparison of selling price per square feet of properties which were recently transacted within the same vicinity of the investment properties adjusting for differences such as tenure, size, current cost of construction and other relevant factors, where necessary.</p>	<p>We reviewed and discussed with management on the carrying amount of investment properties in accordance with MFRS 140 <i>Investment Properties</i>.</p> <p>We evaluated the independent valuer's competence, capabilities, independence and objectivity.</p> <p>We assessed the methodologies used and the appropriateness of the key assumptions of the valuation report based on our knowledge.</p> <p>We assessed the adequacy and appropriateness of the disclosures relating to the valuation methodology and estimation made in the financial statements.</p>

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 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 TO THE MEMBERS OF WATTA HOLDING BERHAD (CONT'D)

Responsibilities of Directors for the Financial Statements

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

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

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

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WATTA HOLDING BERHAD (CONT'D)**Other Matters**

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

UHY

Firm Number: AF 1411

Chartered Accountants

HO SIEW CHAN

Approved Number: 03485/02/2024 J

Chartered Accountant

KUALA LUMPUR

10 April 2023

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
Non-Current Assets					
Property, plant and equipment	4	32,879	37,841	-	-
Right-of-use assets	5	1,801,793	1,691,399	350,921	70,184
Investment properties	6	46,845,000	46,115,000	-	-
Investment in subsidiary companies	7	-	-	22,793,850	23,053,668
Goodwill on consolidation	8	-	-	-	-
		<u>48,679,672</u>	<u>47,844,240</u>	<u>23,144,771</u>	<u>23,123,852</u>
Current Assets					
Inventories	9	873,113	570,011	-	-
Trade receivables	10	246,107	791,835	-	-
Other receivables	11	299,886	508,247	56,125	56,125
Amount due from subsidiary companies	12	-	-	-	-
Tax recoverable		273,649	233,769	112,161	80,660
Fixed deposits with licensed banks	13	12,743,169	13,775,076	6,365,482	7,533,086
Cash and bank balances		3,531,431	2,976,063	1,105,303	722,875
		<u>17,967,355</u>	<u>18,855,001</u>	<u>7,639,071</u>	<u>8,392,746</u>
Total Assets		<u>66,647,027</u>	<u>66,699,241</u>	<u>30,783,842</u>	<u>31,516,598</u>
Equity					
Share capital	14	42,240,000	42,240,000	42,240,000	42,240,000
Retained earnings/(Accumulated losses)		12,149,572	13,011,454	(11,953,351)	(10,952,218)
Total Equity		<u>54,389,572</u>	<u>55,251,454</u>	<u>30,286,649</u>	<u>31,287,782</u>
Non-Current Liabilities					
Lease liabilities	15	166,453	178,584	71,705	-
Deferred tax liabilities	16	9,776,851	9,542,722	-	-
		<u>9,943,304</u>	<u>9,721,306</u>	<u>71,705</u>	<u>-</u>
Current Liabilities					
Trade payables	17	937,834	537,732	-	-
Other payables	18	948,873	896,924	143,039	157,111
Lease liabilities	15	408,186	258,783	282,449	71,705
Tax payable		19,258	33,042	-	-
		<u>2,314,151</u>	<u>1,726,481</u>	<u>425,488</u>	<u>228,816</u>
Total Liabilities		<u>12,257,455</u>	<u>11,447,787</u>	<u>497,193</u>	<u>228,816</u>
Total Equity and Liabilities		<u>66,647,027</u>	<u>66,699,241</u>	<u>30,783,842</u>	<u>31,516,598</u>

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 2022

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
Revenue	19	11,162,204	11,980,163	72,000	72,000
Cost of sales		(6,117,464)	(7,438,830)	-	-
Gross profit		5,044,740	4,541,333	72,000	72,000
Other income		1,159,348	1,060,234	156,711	156,530
Administration expenses		(6,580,907)	(6,362,432)	(1,222,869)	(1,009,453)
Finance costs	20	(20,515)	(20,837)	(8,975)	(5,551)
Loss before tax	21	(397,334)	(781,702)	(1,001,133)	(786,474)
Taxation	22	(464,548)	(381,137)	-	-
Loss for the financial year attributable to the owners of the parent		(861,882)	(1,162,839)	(1,001,133)	(786,474)
Loss per share					
Basic/Diluted (sen)	23	(1.02)	(1.38)		

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

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

	<u>Attributable to Owners of the Parent</u>		
	Share Capital RM	<u>Distributable</u>	
		Retained Earnings RM	Total Equity RM
Group			
At 1 January 2021	42,240,000	14,174,293	56,414,293
Net loss for the financial year, representing total comprehensive loss for the financial year	-	(1,162,839)	(1,162,839)
At 31 December 2021	<u>42,240,000</u>	<u>13,011,454</u>	<u>55,251,454</u>
At 1 January 2022	42,240,000	13,011,454	55,251,454
Net loss for the financial year, representing total comprehensive loss for the financial year	-	(861,882)	(861,882)
At 31 December 2022	<u>42,240,000</u>	<u>12,149,572</u>	<u>54,389,572</u>
	Share Capital RM	Accumulated Losses RM	Total Equity RM
Company			
At 1 January 2021	42,240,000	(10,165,744)	32,074,256
Net loss for the financial year, representing total comprehensive loss for the financial year	-	(786,474)	(786,474)
At 31 December 2021	<u>42,240,000</u>	<u>(10,952,218)</u>	<u>31,287,782</u>
At 1 January 2022	42,240,000	(10,952,218)	31,287,782
Net loss for the financial year, representing total comprehensive loss for the financial year	-	(1,001,133)	(1,001,133)
At 31 December 2022	<u>42,240,000</u>	<u>(11,953,351)</u>	<u>30,286,649</u>

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

STATEMENTS OF CASH FLOWS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Cash flows from operating activities				
Loss before tax	(397,334)	(781,702)	(1,001,133)	(786,474)
Adjustments for:				
Amortisation of right-of-use assets	486,430	538,619	280,737	280,737
Depreciation of property, plant and equipment	14,340	21,550	-	-
Fair value gain on investment properties	(730,000)	(470,000)	-	-
Finance costs	20,515	20,837	8,975	5,551
Finance income	(294,873)	(293,568)	(158,711)	(156,530)
Gain on disposal of property, plant and equipment	(4,171)	-	-	-
Gain on termination of lease contract	(3,511)	-	-	-
Discount received on lease liabilities	(1,300)	-	-	-
Impairment losses on:				
- investment in subsidiary companies	-	-	259,818	254,495
- amount due from subsidiary companies	-	-	200,000	-
Unrealised loss on foreign exchange	983	1,656	-	-
Operating loss before working capital changes	(908,921)	(962,608)	(410,314)	(402,221)
Changes in working capital:				
Inventories	(303,102)	(60,018)	-	-
Trade receivables	544,745	(226,123)	-	-
Other receivables	208,361	(35,476)	-	(2,125)
Trade payables	400,102	(158,631)	-	-
Other payables	51,949	(36,216)	(14,072)	(3,942)
	902,055	(516,464)	(14,072)	(6,067)
Cash used in operations	(6,866)	(1,479,072)	(424,386)	(408,288)
Interest received	294,873	293,568	158,711	156,530
Interest paid	(20,515)	(20,837)	(8,975)	(5,551)
Tax refund	-	51,817	-	51,294
Tax paid	(284,083)	(265,190)	(31,501)	(40,697)
	(9,725)	59,358	118,235	161,576
Net cash used in operating activities	(16,591)	(1,419,714)	(306,151)	(246,712)
Cash Flows From Investing Activities				
Proceeds from disposal of property, plant and equipment	5,000	-	-	-
Acquisition of property, plant and equipment	(10,207)	(8,852)	-	-
Advances to subsidiary companies	-	-	(200,000)	-
Net cash (used in)/generated from investing activities	(5,207)	(8,852)	(200,000)	-

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

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Cash Flows From Financing Activities				
Payment of lease liabilities	(454,741)	(503,019)	(279,025)	(282,449)
Increase in fixed deposits pledged with licensed banks	(843)	(636)	-	-
Withdraw of deposits not for short-term funding requirement	(184,627)	(165,865)	(110,323)	(99,333)
Net cash used in financing activities	(640,211)	(669,520)	(389,348)	(381,782)
Net decrease in cash and cash equivalents	(662,009)	(2,098,086)	(895,499)	(628,494)
Cash and cash equivalents at the beginning of the financial year	8,510,784	10,608,870	3,335,728	3,964,222
Cash and cash equivalents at the end of the financial year	7,848,775	8,510,784	2,440,229	3,335,728
Cash and cash equivalents at the end of the financial year comprises:				
Cash and bank balances	3,531,431	2,976,063	1,105,303	722,875
Fixed deposits with licensed banks	13 12,743,169	13,775,076	6,365,482	7,533,086
	16,274,600	16,751,139	7,470,785	8,255,961
Less: Fixed deposits pledged with licensed banks	13 (21,979)	(21,136)	-	-
Less: Deposits not for short-term funding requirement	13 (8,403,846)	(8,219,219)	(5,030,556)	(4,920,233)
	7,848,775	8,510,784	2,440,229	3,335,728

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

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

1. Corporate Information

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

The principal place of business of the Company was located at 12th Floor, Menara Cosway, Plaza Berjaya, Jalan Imbi, 55100 Kuala Lumpur, Wilayah Persekutuan.

The registered office Company was located at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur, Wilayah Persekutuan. With effect from 30 September 2022, the Company's registered office has been relocated to Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur, Wilayah Persekutuan.

The principal activities of the Company consist of investment holding and the provision of management services. The principal activities of its subsidiary companies are disclosed in Note 7 to the financial statements. There have been no significant changes in the nature of these activities of the Company and its subsidiary companies during the financial year.

2. Basis of Preparation

(a) Statement of compliance

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

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

Adoption of new and amended standards

During the financial year, the Group and the Company have adopted the following amendments and annual improvements to MFRSs issued by the Malaysian Accounting Standards Board ("MASB") that are mandatory for current financial year:

Amendments to MFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to MFRS 3	Reference to the Conceptual Framework
Amendments to MFRS 116	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to MFRS 137	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to MFRS 1, MFRS 9, MFRS 16, MFRS 141 Annual Improvement to MFRS Standards 2018-2020	

The adoption of the amendments and annual improvements to MFRSs did not have any significant impact on the financial statements of the Group and of the Company.

Standards issued but not yet effective

The Group and the Company have not applied the following new MFRSs and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group and the Company:

		Effective dates for financial periods beginning on or after
MFRS 17	Insurance Contracts	1 January 2023
Amendments to MFRS 17	Insurance Contracts	1 January 2023
Amendments to MFRS 17	Initial application of MFRS 17 and MFRS 9 – Comparative Information	1 January 2023
Amendments to MFRS 101	Disclosure of Accounting Policies	1 January 2023
Amendments to MFRS 108	Definition of Accounting Estimates	1 January 2023
Amendments to MFRS 112	Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	1 January 2023

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

2. Basis of Preparation (Cont'd)

(a) Statement of compliance (Cont'd)

Standards issued but not yet effective (Cont'd)

The Group and the Company have not applied the following new MFRSs, new interpretations and amendments to MFRSs that have been issued by the MASB but are not yet effective for the Group and the Company: (Cont'd)

		Effective dates for financial periods beginning on or after
Amendments to MFRS 101	Classification of Liabilities as Current or Non-current	1 January 2024
Amendments to MFRS 16	Lease Liability in a Sale and Leaseback	1 January 2024
Amendments to MFRS 101	Non-current Liabilities with Covenants	1 January 2024
Amendments to MFRS 10 and MFRS 128	Sale of Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice

The Group and the Company intend to adopt the above new MFRSs and amendments to MFRSs when they become effective.

These new standards, amendments to published standards and interpretation will be adopted on the respective effective dates. The Group and the Company has started a preliminary assessment on the effects of the above new standard, amendments to published standards and interpretation and the impact is still being assessed.

(b) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency. All financial information is presented in RM and has been rounded to the nearest RM except when otherwise stated.

(c) Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

Judgements

The following are the judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements:

Classification between investment properties and right-of-use assets

The Group has developed certain criteria based on MFRS 140 *Investment Property* in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes.

If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are significant that a property does not qualify as investment property.

Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

2. Basis of Preparation (Cont'd)

- (c) Significant accounting judgements, estimates and assumptions (Cont'd)

Judgements (Cont'd)

Determining the lease term of contracts with renewal and termination options – Group as lessee (Cont'd)

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

The Group includes the renewal period as part of the lease term for leases of land and building with non-cancellable period included as part of the lease term as these are reasonably certain to be exercised because there will be a significant negative effect on operation if a replacement asset is not readily available.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period are set out below:

Useful lives of property, plant and equipment and right-of-use (“ROU”) assets

The Group regularly reviews the estimated useful lives of property, plant and equipment and ROU assets based on factors such as business plan and strategies, expected level of usage and future technological developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of property, plant and equipment and ROU assets would increase the recorded depreciation and decrease the value of property, plant and equipment and ROU assets.

The carrying amount at the reporting date for property, plant and equipment and ROU assets are disclosed on Notes 4 and 5 to the financial statements respectively.

Revaluation of investment properties

The Group carries its investment properties at fair value, with changes in fair value being recognised in profit or loss. The Group engaged an independent valuation specialist to assess fair value as at 31 December 2022 for investment properties. For investment properties, a valuation methodology based on sales comparison approach was used. Land was valued by reference to market-based evidence, using comparable prices adjusted for specific market factors such as nature, location and condition of the property. The fair value of buildings was determined using the cost approach that reflects the cost to a market participant to construct assets of comparable utility and age, adjusted for obsolescence.

The key assumptions used to determine the fair value of the properties are provided in Note 6 to the financial statements.

Impairment of investment in subsidiary companies

The Company reviews its investment in subsidiary companies when there are indicators of impairment. Impairment is measured by comparing the carrying amount of an investment with its recoverable amount. Significant judgement is required in determining the recoverable amount. Estimating the recoverable amount requires the Company to make an estimate of the expected future cash flows from the cash-generating units and also to determine a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount at the reporting date for investment in subsidiary companies is disclosed in Note 7 to the financial statements.

Inventories valuation

Inventories are measured at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected sales prices. Demand levels and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's products, the Group might be required to reduce the value of its inventories. Details of inventories are disclosed in Note 9 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

2. Basis of Preparation (Cont'd)

- (c) Significant accounting judgements, estimates and assumptions (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Provision for expected credit loss of financial assets at amortised cost

The Group review the recoverability of its receivables, include trade and other receivables, amounts due from subsidiary companies at each reporting date to assess whether an impairment loss should be recognised. The impairment provisions for receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions at the end of each reporting period.

The carrying amounts at the reporting date for receivables are disclosed in Notes 10, 11 and 12 to the financial statements respectively.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the unused tax losses, unabsorbed capital allowances and other deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

The carrying value of recognised and unrecognised deferred tax assets are disclosed in Note 16 to the financial statements.

Income taxes

Judgement is involved in determining the 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 liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. As at 31 December 2022, the Group and the Company has tax recoverable of RM273,649 (2021: RM233,769) and RM112,161 (2021: RM80,660) and tax payable of RM19,258 (2021: RM33,042) and RM Nil (2021: RM Nil) respectively.

Discount rate used in leases

Where the interest rate implicit in the lease cannot be readily determined, the Group uses the incremental borrowing rate to measure the lease liabilities. The incremental borrowing rate is the interest rate that the Group would have to pay to borrow over a similar term, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. Therefore, the incremental borrowing rate requires estimation, particularly when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

Determination of transaction prices

The Group is required to determine the transaction price in respect of each of its contracts with customers. In making such judgement the Group assesses the impact of any variable consideration in the contract, due to discounts or penalties, the existence of any significant financing component and any non-cash consideration in the contract.

There is no estimation required in determining the transaction price, as revenue from sale of goods or services are based on invoiced values. Discounts are not considered as they are not only given in rare circumstances.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

3. Significant Accounting Policies

The Group and the Company apply the significant accounting policies set out below, consistently throughout all periods presented in the financial statements unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiary companies

Subsidiary companies are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiary companies are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary company is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed in profit or loss as incurred.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured at its acquisition-date fair value and the resulting gain or loss is recognised in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (which cannot exceed one year from the acquisition date), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date, if known, would have affected the amounts recognised at that date.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of MFRS 9 Financial Instruments is measured at fair value with the changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated. Unrealised losses are eliminated only if there is no indication of impairment. Where necessary, accounting policies of subsidiary companies have been changed to ensure consistency with the policies adopted by the Group.

In the Company's separate financial statements, investment in subsidiary companies are stated at cost less accumulated impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts are recognised in profit or loss. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. See accounting policy Note 3(l)(i) to the financial statements on impairment of non-financial assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)**3. Significant Accounting Policies (Cont'd)**

(a) Basis of consolidation (Cont'd)

(ii) Changes in ownership interests in subsidiary companies without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary company is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(iii) Disposal of subsidiary companies

If the Group loses control of a subsidiary company, the assets and liabilities of the subsidiary company, including any goodwill, and non-controlling interests are derecognised at their carrying value on the date that control is lost. Any remaining investment in the entity is recognised at fair value. The difference between the fair value of consideration received and the amounts derecognised and the remaining fair value of the investment is recognised as a gain or loss on disposal in profit or loss. Any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

(iv) Goodwill on consolidation

The excess of the aggregate of the consideration transferred the amount of any non-controlling interest in the acquiree and the acquisition date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total consideration transferred, non-controlling interest recognised and previously held interest measured at fair value is less than the fair value of the net assets of the subsidiary company acquired (i.e. a bargain purchase), the gain is recognised in profit or loss.

Following the initial recognition, goodwill is measured at cost less accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment annually or more frequent when there is objective evidence that the carrying value may be impaired. See accounting policy Note 3(l)(i) to the financial statements on impairment of non-financial assets.

(b) Foreign currency transactions and balances

Transactions in foreign currency are recorded in the functional currency of the respective Group entities using the exchange rates prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are included in profit or loss.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the reporting period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. Exchange differences arising from such non-monetary items are also recognised in other comprehensive income.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The policy of recognition and measurement of impairment losses is in accordance with Note 3(l)(i) to the financial statements on impairment of non-financial assets.

(i) Recognition and measurement

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the assets to working condition for its intended use, cost of replacing components parts of the assets, and the present value of the expected cost for the decommissioning of the assets after their use. The cost of self-constructed assets also includes the cost of materials and direct labour. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs. All other repair and maintenance costs are recognised in profit or loss as incurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

3. Significant Accounting Policies (Cont'd)

(c) Property, plant and equipment (Cont'd)

(i) Recognition and measurement (Cont'd)

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

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

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses 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.

(ii) Subsequent costs

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

(iii) Depreciation

Depreciation is recognised in the profit or loss on a straight-line basis to write off the cost of each asset to its residual value over its estimated useful life.

Property, plant and equipment are depreciated based on the estimated useful lives of the assets as follows:

Plant and machinery	5 years
Office equipment, tools and equipment	5 years
Furniture, fittings and renovation	5 - 10 years
Motor vehicles	5 years

The residual values, useful lives and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates the expected pattern of consumption of future economic benefits embodied in the property, plant and equipment.

(d) Leases

As lessee

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

The ROU asset is subsequently measured at cost less any accumulated depreciation, accumulated impairment loss and, if applicable, adjusted for any remeasurement of lease liabilities. The policy of recognition and measurement of impairment losses is in accordance with Note 3(l)(i) to the financial statements on impairment of non-financial statements.

The ROU asset under cost model is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. The estimated useful lives of the ROU assets are determined on the same basis as those of property, plant and equipment as follows:

Leasehold land and buildings	Over the remaining lease period
Office spaces	Over the remaining lease period
Motor vehicles	5 years

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)**3. Significant Accounting Policies (Cont'd)**

(d) Leases (Cont'd)

As lessee (Cont'd)

The ROU assets are subject to impairment.

The lease liability is initially measured at the present value of future lease payments at the commencement date, discounted using the respective Group entities' incremental borrowing rates. Lease payments included in the measurement of the lease liability include fixed payments, any variable lease payments, amount expected to be payable under a residual value guarantee, and exercise price under an extension option that the Group and the Company are reasonably certain to exercise.

Variable lease payments that do not depend on an index or a rate and are dependent on a future activity are recognised as expenses in profit or loss in the period in which the event or condition that triggers the payment occurs.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in rate, or if the Group or the Company changes its assessment of whether it will exercise an extension or termination option.

Lease payments associated with short term leases and leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of 12 months or less and do not contain a purchase option. Low value assets are those assets valued at less than RM20,000 each when purchased new.

As lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. Leases in which the Group or the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases.

If the lease arrangement contains lease and non-lease components, the Group and the Company apply MFRS 15 *Revenue from Contracts with Customers* to allocate the consideration in the contract based on the stand-alone selling price.

The Group and the Company recognise assets held under a finance lease in its statement of financial position and presents them as a receivable at an amount equal to the net investment in the lease. The Group and the Company use the interest rate implicit in the lease to measure the net investment in the lease.

The Group recognises lease payments under operating leases as income on a straight-line basis over the lease term unless another systematic basis is more representative of the pattern in which benefit from the use of the underlying asset is diminished. The lease payment recognised is included as part of "Revenue". 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.

(e) Investment properties

Investment properties are properties which are owned or held under a leasehold interest 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 are measured initially at cost, including transaction costs. Subsequently, investment properties are measured at fair value which reflects market conditions at the reporting date. Gains and losses arising from changes in the fair values of investment properties are recognised in profit or loss for the period in which they arise. Where the fair value of the investment property under construction is not reliably determinable, the investment property under construction is measured at cost until either its fair value becomes reliably determinable or construction is complete, whichever is earlier.

Cost includes expenditure that is 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.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

3. Significant Accounting Policies (Cont'd)

(e) Investment properties (Cont'd)

Investment properties are valued by independent professionally qualified valuers, having appropriate recognised professional qualifications and recent experience in the locations and segments of the investment properties valued. The management team reviewed and discussed the valuations, including valuation processes, performed by the independent valuers for financial reporting purposes.

Investment properties are derecognised when either they are disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from the disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in the profit or loss in the reporting period of retirement or disposal.

Transfers are made to (or from) investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

(f) Financial assets

Financial asset categories and subsequent measurement

The Group and the Company determine the classification of financial assets at initial recognition and are not reclassified subsequent to their initial recognition unless the Group and the Company change its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in 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.

The Group and the Company classify their financial assets as follows:

(i) Financial assets at amortised cost

The Group and the Company measure financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. The Group's and the Company's financial assets at amortised cost include trade and other receivables, amount due from subsidiaries and deposits, bank and cash balances.

(ii) Financial assets at fair value through other comprehensive income ("FVTOCI")

The Group and the Company have not designated any financial assets at FVTOCI.

(iii) Financial assets at fair value through profit or loss

The Group and the Company have not designated any financial assets at FVTPL.

All financial assets, except for those measured at FVTPL and equity investments measured at FVTOCI, are subject to impairment assessment in accordance with Note 3(l)(ii) on impairment of financial assets.

Regular way purchase or sale of financial assets

Regular way purchase or sale are purchase or sale of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchase or sale of financial assets are recognised or derecognised on the trade date i.e., the date that the Group and the Company commit to purchase or sell the asset.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

3. Significant Accounting Policies (Cont'd)

(f) Financial assets (Cont'd)

Derecognition

A financial asset or part of it is derecognised when, and only when the contractual rights to receive cash flows from the financial asset expire or transferred, or control of the financial asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition of a financial asset, the difference between the carrying amount of the financial assets and the sum of consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

(g) Financial liabilities

Financial liabilities are recognised when, and only when, the Group and the Company become a party to the contractual provisions of the financial instruments. All financial liabilities are recognised initially at fair value plus, in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

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 a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(h) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs when the guaranteed debtor fails to make payment when due.

Financial guarantee contracts are recognised initially as financial liabilities at fair value, net of transaction costs. Subsequent, the liability is measured at the higher of:

- The amount of the loss allowance, and
- The amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of MFRS 15 *Revenue from Contracts with Customers*.

(i) Offsetting of financial instruments

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

(j) Inventories

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

Costs of inventories comprise cost of purchase and other costs incurred in bringing it to their present location and conditions are determined on a weighted average basis .

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

(k) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances, demand deposits, bank overdrafts and highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. For the purpose of statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)**3. Significant Accounting Policies (Cont'd)**

(l) Impairment of assets

(i) Non-financial assets

The carrying amounts of non-financial assets (except for inventories, deferred tax assets and investment property measured at fair value) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. For goodwill that have indefinite useful lives, or that are not yet available for use, the recoverable amount is estimated each period at the same time.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units. Subject to operating segment ceiling test, for the purpose of goodwill impairment testing, cash-generating units to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to a cash-generating unit or a group of cash-generating units that are expected to benefit from the synergies of the combination.

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

An impairment loss is recognised if the carrying amount of an asset or cash-generating unit exceeds its estimated recoverable amount. Impairment loss is recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (group of cash-generating units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only if there has been a change in the estimates used to determine the 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 or amortisation, had no impairment loss been recognised for asset in prior years. Such reversal is recognised in the profit or loss.

(ii) Financial assets

The Group and the Company recognise an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group and the Company expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months ("a 12-month ECL"). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default ("a lifetime ECL").

For trade receivables, other receivables, and inter-company balances, the Group and the Company apply a simplified approach in calculating ECLs. Therefore, the Group and the Company do not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group and the Company have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

(m) Share capital

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments. Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity.

Dividend distribution to the Company's shareholders is recognised as a liability in the period they are approved by the Board of Directors except for the final dividend which is subject to approval by the Company's shareholders.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)**3. Significant Accounting Policies (Cont'd)**

(n) Provisions

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value 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.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. The expense relating to any provision is presented in the statements of profit or loss and other comprehensive income net of any reimbursement.

(o) Employee benefits

(i) Short-term employee benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the reporting period 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 compensation absences. Short-term non-accumulating compensated absences such as sick and medical leave are recognised when the absences occur.

The expected cost of accumulating compensated absences is measured as additional amount expected to be paid as a result of the unused entitlement that has accumulated at the end of the reporting period.

(ii) Defined contribution plans

As required by law, Companies in Malaysia contribute to the state pension scheme, the Employee Provident Fund ("EPF"). Such contributions are recognised as an expense in the profit or loss as incurred. Once the contributions have been paid, the Group has no further payment obligations.

(p) Revenue recognition

(i) Revenue from contracts with customers

Revenue is recognised when the Group satisfied a performance obligation ("PO") by transferring a promised good or services to the customer, which is when the customer obtains control of the good or service. A PO may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied PO.

Rendering of services

Revenue from services and management fees are recognised in the reporting period in which the services are rendered, which simultaneously received and consumes the benefits provided by the Group, and the Group has a present right to payment for the services.

(ii) Management fee

Management fee is recognised on an accrual basis when the services are rendered.

(iii) Rental income

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

(iv) Interest income

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

3. Significant Accounting Policies (Cont'd)

(q) Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

When the grant relates to an expense item, it is recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Where the grant relates to an asset, it is recognised as deferred income and transferred to profit or loss on a systematic basis over the useful lives of the related asset.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Where the Group receives non-monetary government grants, the asset and the grant are recorded at nominal amount and transferred to profit or loss on a systematic basis over the life of the depreciable asset by way of a reduced depreciation charge.

(r) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Group and the Company incurred in connection with the borrowing of funds.

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(s) Income taxes

Tax expense in profit or loss comprises current and deferred tax. Current tax and deferred tax is 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.

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

Deferred tax is recognised on the liability method for all temporary differences between the carrying amount of assets or liabilities in the statements of financial position and their tax base. Deferred tax is not recognised for the temporary difference arising from the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction which is not a business combination and that affects neither accounting profit 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.

The measurement of deferred tax is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, at the end of the reporting period, except for investment properties carried at fair value model. Where investment properties measured using fair value model, the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying amounts at the reporting date unless the property is depreciable and is held with the objective to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. Deferred tax assets and liabilities are not discounted.

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.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

3. Significant Accounting Policies (Cont'd)

(t) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of the operating segment and make overall strategic decisions. The Group's operating segments are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

(u) Contingencies

Where it is not probable that an inflow or an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the asset or the obligation is disclosed as a contingent asset or contingent liability, unless the probability of inflow or 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 assets or contingent liabilities unless the probability of inflow or outflow of economic benefits is remote.

4. Property, Plant and Equipment

	Plant and machinery RM	Office equipment, tools and equipment RM	Furniture, fittings and renovation RM	Motor vehicles RM	Total RM
Group					
2022					
Cost					
At 1 January 2022	384,111	1,404,055	2,350,222	1,721,272	5,859,660
Additions	-	7,961	2,246	-	10,207
Disposal	-	(4,095)	(45,957)	-	(50,052)
At 31 December 2022	384,111	1,407,921	2,306,511	1,721,272	5,819,815
Accumulated depreciation					
At 1 January 2022	383,349	1,382,860	2,334,340	1,721,270	5,821,819
Charge for the financial year	41	8,907	5,392	-	14,340
Disposal	-	(3,747)	(45,476)	-	(49,223)
At 31 December 2022	383,390	1,388,020	2,294,256	1,721,270	5,786,936
Carrying amount					
At 31 December 2022	721	19,901	12,255	2	32,879
2021					
Cost					
At 1 January 2021	384,111	1,398,011	2,347,414	1,721,272	5,850,808
Additions	-	6,044	2,808	-	8,852
At 31 December 2021	384,111	1,404,055	2,350,222	1,721,272	5,859,660
Accumulated depreciation					
At 1 January 2021	383,085	1,373,744	2,322,170	1,721,270	5,800,269
Charge for the financial year	264	9,116	12,170	-	21,550
At 31 December 2021	383,349	1,382,860	2,334,340	1,721,270	5,821,819
Carrying amount					
At 31 December 2021	762	21,195	15,882	2	37,841

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

5. Right-of-use Assets

	Leasehold land and buildings RM	Office spaces RM	Motor vehicles RM	Total RM
Group				
2022				
Cost				
At 1 January 2022	1,504,040	977,491	458,903	2,940,434
Additions	-	613,590	-	613,590
Termination of lease contract	-	(20,119)	-	(20,119)
Expiration of lease contract	-	(977,491)	-	(977,491)
At 31 December 2022	<u>1,504,040</u>	<u>593,471</u>	<u>458,903</u>	<u>2,556,414</u>
Accumulated amortisation				
At 1 January 2022	259,783	805,691	183,561	1,249,035
Charge for the financial year	18,568	376,082	91,780	486,430
Termination of lease contract	-	(3,353)	-	(3,353)
Expiration of lease contract	-	(977,491)	-	(977,491)
At 31 December 2022	<u>278,351</u>	<u>200,929</u>	<u>275,341</u>	<u>754,621</u>
Carrying amount				
At 31 December 2022	<u>1,225,689</u>	<u>392,542</u>	<u>183,562</u>	<u>1,801,793</u>
2021				
Cost				
At 1 January 2021	1,504,040	812,322	458,903	2,775,265
Additions	-	165,169	-	165,169
At 31 December 2021	<u>1,504,040</u>	<u>977,491</u>	<u>458,903</u>	<u>2,940,434</u>
Accumulated amortisation				
At 1 January 2021	241,211	377,424	91,781	710,416
Charge for the financial year	18,572	428,267	91,780	538,619
At 31 December 2021	<u>259,783</u>	<u>805,691</u>	<u>183,561</u>	<u>1,249,035</u>
Carrying amount				
At 31 December 2021	<u>1,244,257</u>	<u>171,800</u>	<u>275,342</u>	<u>1,691,399</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

5. Right-of-use Assets (Cont'd)

	2022 RM	2021 RM
Office spaces		
Company		
Cost		
At 1 January	561,474	561,474
Addition	561,474	-
Expiration of lease contract	(561,474)	-
At 31 December	<u>561,474</u>	<u>561,474</u>
Accumulated amortisation		
At 1 January	491,290	210,553
Charge for the financial year	280,737	280,737
Expiration of lease contract	(561,474)	-
At 31 December	<u>210,553</u>	<u>491,290</u>
Carrying amount		
At 31 December	<u>350,921</u>	<u>70,184</u>

Included in the above, motor vehicles with a carrying amount of RM183,562 (2021: RM275,342) of the Group are pledged as securities for the related lease liabilities.

The remaining period of the lease term of leasehold land and buildings is 66 years (2021: 67 years).

6. Investment Properties

	Leasehold land RM	Buildings RM	Total RM
Group			
At fair value			
2022			
At 1 January 2022	43,670,000	2,445,000	46,115,000
Changes in fair value recognised in profit or loss	845,000	(115,000)	730,000
At 31 December 2022	<u>44,515,000</u>	<u>2,330,000</u>	<u>46,845,000</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

6. Investment Properties (Cont'd)

	Leasehold land RM	Buildings RM	Total RM
Group (Cont'd)			
At fair value			
2021			
At 1 January 2021	43,065,000	2,580,000	45,645,000
Changes in fair value recognised in profit or loss	605,000	(135,000)	470,000
At 31 December 2021	<u>43,670,000</u>	<u>2,445,000</u>	<u>46,115,000</u>

- (a) The rental income earned by the Group from its investment properties amounted to RM1,211,000 (2021: RM1,186,000). Direct operating expenses arising from investment properties that generated rental income during the financial year amounted to RM46,616 (2021: RM10,144).
- (b) The remaining period of the lease term range from 32 to 66 years (2021: 33 to 67 years).
- (c) The investment properties are valued annually at fair value based on market values determined by independent qualified valuers. The independent professionally qualified valuers hold recognised relevant professional qualifications and have recent experience in the locations and segments of the investment properties valued. The fair value measurements of the investment properties are based on the highest and best use, which does not differ from their actual use. The fair values are within level 2 of the fair value hierarchy. The fair values have been derived using the sales comparison approach. Sales prices of comparable land and buildings in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

There were no transfers between levels during current and previous financial year.

The net increase in the fair values of RM730,000 (2021: RM470,000) has been recognised in the profit or loss during the financial year.

7. Investment in Subsidiary Companies

	Company	
	2022 RM	2021 RM
In Malaysia		
Unquoted shares, at cost	32,980,682	32,980,682
Less: Accumulated impairment losses		
At the beginning of the financial year	(9,927,014)	(9,672,519)
Impairment losses recognised in profit or loss	(259,818)	(254,495)
At the end of the financial year	<u>(10,186,832)</u>	<u>(9,927,014)</u>
	<u>22,793,850</u>	<u>23,053,668</u>

The estimated recoverable amount of the Company's investment in SEMS Services Sdn. Bhd. and Mobile Technic Sdn. Bhd. was RM546,356 and RM3,294,318 respectively. An impairment loss amounting to RM259,818 (2021: RM254,495) was recognised during the financial year.

The impairment losses was recognised in administration expenses in the statements of profit or loss and other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

7. Investment in Subsidiary Companies (Cont'd)

Details of the subsidiary companies are as follows:

Name of company	Place of business/ Country of incorporation	Effective interests		Principal activities
		2022 %	2021 %	
Watta Battery Industries Sdn. Bhd.	Malaysia	100	100	Property investment
Syarikat Perniagaan Leko Sdn. Bhd.	Malaysia	100	100	Ceased operations
Watta Energy (M) Sdn. Bhd.	Malaysia	100	100	Marketing and distribution of telecommunication equipment and related products
Mobile Technic Sdn. Bhd.	Malaysia	100	100	Servicing and repair of mobile telecommunication equipment products and other electronic equipment
SEMS Services Sdn. Bhd.	Malaysia	100	100	Servicing and repair of mobile telecommunication equipment products and other electronic equipment
Indirect holding				
<i>Held through Watta Battery Industries Sdn Bhd.</i>				
Mega Meranti Sdn. Bhd.	Malaysia	100	100	Property investment

8. Goodwill on Consolidation

	Group	
	2022 RM	2021 RM
At Cost	4,803,417	4,803,417
Less: Accumulated impairment losses	(4,803,417)	(4,803,417)
At the end of the financial year	-	-

Impairment testing for cash-generating units ("CGU") containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest CGU level within the Group at which the goodwill is monitored for internal management purpose.

The aggregate carrying amount of goodwill has been allocated to the Group's "CGU" in services segment.

In the financial year of 2018, as a result of ceased operation in Watta Battery Industries Sdn. Bhd. and Syarikat Perniagaan Leko Sdn. Bhd. in trading segment, the Group carried out a review of the recoverable amount of the unit.

The recoverable amount of the services segment unit was determined based on its value-in-use, determined by discounting the future cash flows expected to be generated by the unit. The carrying amount of the unit was determined to be higher than its deficit of recoverable amount of RM Nil and an impairment loss of RM4,803,417 was recognised in the financial year of 2018. The impairment losses is recorded within administrative expenses in the statements of profit or loss and other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

9. Inventories

	Group	
	2022	2021
	RM	RM
At net realisable value		
Handphone spare parts	873,113	570,011
	<u>873,113</u>	<u>570,011</u>
Recognised in profit or loss		
Recognised as cost of sales	6,117,464	7,438,830
	<u>6,117,464</u>	<u>7,438,830</u>

10. Trade Receivables

	Group	
	2022	2021
	RM	RM
Trade receivables	246,107	791,835
	<u>246,107</u>	<u>791,835</u>

Trade receivables are non-interest bearing and are generally on 30 to 90 days (2021: 30 to 90 days) term. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

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

	Group	
	2022	2021
	RM	RM
Not past due	222,463	525,543
Past due:		
Less than 30 days	13,593	265,421
31 to 60 days	10,051	451
61 to 90 days	-	420
	<u>23,644</u>	<u>266,292</u>
	<u>246,107</u>	<u>791,835</u>

Trade receivables that are not past due are creditworthy receivables with good payment records and mostly are regular customers that have been transacting with the Group.

As at 31 December 2022, trade receivables of RM23,644 (2021: RM266,292) were past due. These relate to a number of independent customers for whom there is no recent history of default.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

11. Other Receivables

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Other receivables	69,051	137,585	-	-
Deposits	176,155	315,884	56,125	56,125
Prepayments	54,680	54,778	-	-
	<u>299,886</u>	<u>508,247</u>	<u>56,125</u>	<u>56,125</u>

12. Amount due from Subsidiary Companies

	Company	
	2022 RM	2021 RM
Amount due from subsidiary companies	1,697,000	1,497,000
Less: Accumulated impairment losses	<u>(1,697,000)</u>	<u>(1,497,000)</u>
	<u>-</u>	<u>-</u>

The amount due from subsidiary companies arose mainly from advances and expenses paid on behalf, which are unsecured, interest free and repayable on demand.

Movements in the allowance for impairment losses during the financial year are as follows:

	Company	
	2022 RM	2021 RM
At 1 January	1,497,000	1,497,000
Impairment losses recognised	200,000	-
At 31 December	<u>1,697,000</u>	<u>1,497,000</u>

13. Fixed Deposits with Licensed Banks

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Deposits with licensed banks with maturity period:				
- less than 3 months	4,317,344	5,534,721	1,334,926	2,612,853
- more than 3 months	8,425,825	8,240,355	5,030,556	4,920,233
	<u>12,743,169</u>	<u>13,775,076</u>	<u>6,365,482</u>	<u>7,533,086</u>

Included in the deposits with licensed banks with maturity period more than 3 months of the Group is an amount of RM21,979 (2021: RM21,136) pledged to a licensed bank as securities for banking facilities granted to a subsidiary company.

The effective interest rates of fixed deposits of the Group and of the Company as at the end of the reporting period range from 1.88% to 3.20% (2021: 1.65% to 2.05%) and 1.88% to 3.20% (2021: 1.65% to 2.05%) per annum and the maturities of fixed deposits are 30 to 365 days (2021: 30 to 365 days) and 30 to 180 days (2021: 30 to 180 days) respectively.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

14. Share Capital

	Group/Company			
	Number of ordinary shares		Amount	
	2022 Units	2021 Units	2022 RM	2021 RM
Ordinary shares with no par value:				
Issued and fully paid				
At 1 January/At 31 December	84,480,000	84,480,000	42,240,000	42,240,000

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

15. Lease Liabilities

	Group	
	2022 RM	2021 RM
At 1 January	437,367	775,217
Additions	613,590	165,169
Accretion of interest (Note 20)	20,515	20,837
Repayments	(475,256)	(523,856)
Discount received	(1,300)	-
Termination of lease contract	(20,277)	-
At 31 December	574,639	437,367
Presented by:		
Non-current liabilities	166,453	178,584
Current liabilities	408,186	258,783
	574,639	437,367
	Company	
	2022 RM	2021 RM
At 1 January	71,705	354,154
Additions	561,474	-
Accretion of interest (Note 20)	8,975	5,551
Repayments	(288,000)	(288,000)
At 31 December	354,154	71,705
Presented by:		
Non-current liabilities	71,705	-
Current liabilities	282,449	71,705
	354,154	71,705

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)**15. Lease Liabilities (Cont'd)**

The maturity analysis of lease liabilities of the Group and of the Company at the end of the reporting period:

	Group	
	2022	2021
	RM	RM
Within one year	420,656	270,743
Later than one year and not later than two years	161,556	89,556
Later than two years and not later than five years	7,416	96,972
	<u>589,628</u>	<u>457,271</u>
Less; Future finance charges	(14,989)	(19,904)
Present value of lease liabilities	<u>574,639</u>	<u>437,367</u>
	Company	
	2022	2021
	RM	RM
Within one year	288,000	72,000
Later than one year and not later than two years	72,000	-
	<u>360,000</u>	<u>72,000</u>
Less: Future finance charges	(5,846)	(295)
Present value of lease liabilities	<u>354,154</u>	<u>71,705</u>

The Group leases various motor vehicles, office and service center buildings. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

The average effective interest rates per annum at the end of the reporting period for lease liabilities is 2.85% to 4.22% (2021: 2.95% to 4.22%).

16. Deferred Taxation

	Group	
	2022	2021
	RM	RM
At 1 January	9,542,722	9,382,993
Recognised in profit or loss	234,129	159,729
At 31 December	<u>9,776,851</u>	<u>9,542,722</u>

The net deferred tax assets and liabilities shown on the statements of financial position after appropriate offsetting are as follows:

	Group	
	2022	2021
	RM	RM
Deferred tax liabilities	10,153,643	9,919,792
Deferred tax assets	(376,792)	(377,070)
	<u>9,776,851</u>	<u>9,542,722</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

16. Deferred Taxation (Cont'd)

The components and movements of deferred tax liabilities and assets are as follows:

	Accelerated capital allowances RM	Fair value of investment properties RM	Total RM
Group			
Deferred tax liabilities			
At 1 January 2022	1,315,238	8,604,554	9,919,792
Recognised in profit or loss	58,784	175,200	233,984
Over provision in prior years	(133)	-	(133)
At 31 December 2022	<u>1,373,889</u>	<u>8,779,754</u>	<u>10,153,643</u>
At 1 January 2021	1,268,169	8,491,754	9,759,923
Recognised in profit or loss	47,069	112,800	159,869
At 31 December 2021	<u>1,315,238</u>	<u>8,604,554</u>	<u>9,919,792</u>
	Unused tax losses RM	Unutilised capital allowances RM	Total RM
Group			
Deferred tax assets			
At 1 January 2022	(374,014)	(3,056)	(377,070)
Recognised in profit or loss	(309)	454	145
Over provision in prior years	-	133	133
At 31 December 2022	<u>(374,323)</u>	<u>(2,469)</u>	<u>(376,792)</u>
At 1 January 2021	(373,819)	(3,111)	(376,930)
Recognised in profit or loss	(195)	55	(140)
At 31 December 2021	<u>(374,014)</u>	<u>(3,056)</u>	<u>(377,070)</u>

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

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Unutilised capital allowances	37,433	35,497	1,850	1,850
Unused tax losses	13,073,773	13,082,152	1,133,852	1,022,756
	<u>13,111,206</u>	<u>13,117,649</u>	<u>1,135,702</u>	<u>1,024,606</u>

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or they have arisen in subsidiary companies that have a recent history of losses.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

17. Trade Payables

The normal trade credit terms granted to the Group range from 30 to 90 days (2021: 30 to 90 days) depending on the terms of the contracts.

18. Other Payables

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Other payables	25,654	25,754	-	-
Accruals	585,219	545,170	143,039	157,111
Deposits	338,000	326,000	-	-
	<u>948,873</u>	<u>896,924</u>	<u>143,039</u>	<u>157,111</u>

19. Revenue

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Revenue from contracts with customers:				
- Services rendered	9,951,204	10,794,163	-	-
- Management fee from subsidiary companies	-	-	72,000	72,000
	<u>9,951,204</u>	<u>10,794,163</u>	<u>72,000</u>	<u>72,000</u>
Revenue from other sources:				
- Rental income	1,211,000	1,186,000	-	-
	<u>11,162,204</u>	<u>11,980,163</u>	<u>72,000</u>	<u>72,000</u>
Timing of revenue recognition				
At a point in time	9,951,204	10,794,163	-	-
Over time	-	-	72,000	72,000
Total revenue from contracts with customers	<u>9,951,204</u>	<u>10,794,163</u>	<u>72,000</u>	<u>72,000</u>

Breakdown of the Group's revenue from contracts with customers:

	Group	
	2022 RM	2021 RM
Major goods and services		
Services rendered	9,951,204	10,794,163
Total revenue from contracts with customers	<u>9,951,204</u>	<u>10,794,163</u>
Geographical market		
Malaysia	9,951,204	10,794,163
Total revenue from contracts with customers	<u>9,951,204</u>	<u>10,794,163</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

20. Finance costs

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Interest expense on:				
- Lease liabilities	20,515	20,837	8,975	5,551

21. Loss before Tax

Loss before tax is derived after charging/(crediting) amongst other, the following items:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Auditors' remuneration				
- Statutory audits	85,500	85,500	28,000	28,000
- Non-audit services	5,000	5,000	5,000	5,000
Amortisation of right-of-use assets	486,430	538,619	280,737	280,737
Depreciation of property, plant and equipment	14,340	21,550	-	-
Non-Executive Directors' remuneration				
- Fees	138,000	138,000	90,000	90,000
- Allowances	24,000	24,000	24,000	24,000
(Gain)/Loss on foreign exchange				
- Realised	(101,709)	(36,904)	-	-
- Unrealised	983	1,656	-	-
Impairment losses on investment in subsidiary companies	-	-	259,818	254,495
Impairment losses on amount due from subsidiary companies	-	-	200,000	-
Gain on termination of lease contract	(3,511)	-	-	-
Lease expenses relating to short-term leases	52,437	26,866	-	-
Gain on disposal of property, plant and equipment	(4,171)	(79,000)	-	-
Fair value gain on investment properties	(730,000)	(470,000)	-	-
Interest income				
- Fixed deposits	(294,407)	(293,103)	(158,711)	(156,530)
- Others	(466)	(465)	-	-
Government incentives	-	(159,600)	-	-
Discount received from lease liabilities	(1,300)	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)**21. Loss before Tax (Cont'd)**

During the financial year, government grants of RM Nil (2021: RM159,600) to the Group were received as part of a Government initiative to provide immediate financial support as a result of Wage Subsidy Program. There are no future related costs in respect of these grants which were received solely as compensation for costs incurred in the year.

22. Taxation

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Current income tax				
Current year provision	227,000	220,000	-	-
Under provision in prior year	3,419	1,408	-	-
	<u>230,419</u>	<u>221,408</u>	<u>-</u>	<u>-</u>
Deferred tax				
Relating to origination and reversal of temporary differences	234,129	159,729	-	-
Tax expense for the financial year	<u>464,548</u>	<u>381,137</u>	<u>-</u>	<u>-</u>

Malaysia income tax is calculated at the statutory tax rate of 24% (2021: 24%) of the estimated assessable profits for the financial year.

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

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Loss before tax	<u>(397,334)</u>	<u>(781,702)</u>	<u>(1,001,133)</u>	<u>(786,474)</u>
Taxation at statutory tax rate of 24% (2021: 24%)	(95,360)	(187,608)	(240,272)	(188,754)
Income not subject to tax	(4,850)	(37,840)	-	-
Expenses not deductible for tax purposes	562,885	546,665	213,609	170,632
Deferred tax assets not recognised	91,366	41,087	26,663	18,122
Utilisation of previously unabsorbed capital allowances	(92,912)	17,425	-	-
Under provision of current taxation in prior year	3,419	1,408	-	-
Tax expense for the financial year	<u>464,548</u>	<u>381,137</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

22. Taxation (Cont'd)

The Group and the Company has estimated unused tax losses and unutilised capital allowances available for offset against future taxable profits as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Unused tax losses	14,633,482	14,640,574	1,133,852	1,022,756
Unutilised capital allowances	47,726	47,681	1,850	1,850
	<u>14,681,208</u>	<u>14,688,255</u>	<u>1,135,702</u>	<u>1,024,606</u>

Deferred tax assets have not been recognised in respect of these items as they may not have sufficient taxable profits to be used to offset or they have arisen in subsidiary companies that have a recent history of losses.

With effects from year assessment 2019, unutilised tax losses are allowed to be carried forward up to a maximum of ten (10) years of assessment under the current tax legislation in Malaysia. The other temporary difference does not expire under tax legislation.

Pursuant to Section 44(5F) of the Income Tax Act 1967 in Malaysia, the unutilised tax losses can only be carried forward until the following years of assessment.

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
YA2028	12,759,673	12,963,789	175,969	175,969
YA2029	297,875	430,304	46,479	46,479
YA2030	486,161	535,463	360,778	360,778
YA2031	711,018	711,018	439,530	439,530
YA2032	378,755	-	111,096	-
	<u>14,633,482</u>	<u>14,640,574</u>	<u>1,133,852</u>	<u>1,022,756</u>

23. Loss Per Share

The basic earnings per share are calculated based on the consolidated loss for the financial year attributable to owners of the parent and the weighted average number of ordinary shares in issue during the financial year as follows:

	Group	
	2022 RM	2021 RM
Net loss for the financial year attributable to the owners of the parent	<u>(861,882)</u>	<u>(1,162,839)</u>
Weighted average number of ordinary shares in issue	<u>84,480,000</u>	<u>84,480,000</u>
Basic loss per share (in sen)	<u>(1.02)</u>	<u>(1.38)</u>

The Group have no dilution in their earnings per ordinary share as there are no dilutive potential ordinary shares. There have been no other transactions involving ordinary shares or potential ordinary shares since the end of the financial year and before the authorisation of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

24. Staff Costs

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Salaries, wages and other emoluments	3,773,016	3,679,217	-	-
Fee	216,000	216,000	72,000	72,000
Defined contribution plans	414,321	417,554	-	-
Social security contributions	46,135	45,295	-	-
Other benefits	86,992	74,036	-	-
Benefits-in-kind	43,835	43,548	-	-
	<u>4,580,299</u>	<u>4,475,650</u>	<u>72,000</u>	<u>72,000</u>

Included in staff costs is aggregate amount of remuneration received and receivable by the Executive Directors of the Company and of the subsidiary companies during the financial year as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Executive Directors of the Company				
Salaries, wages and other emoluments	943,800	943,800	-	-
Fee	168,000	168,000	72,000	72,000
Defined contribution plans	95,184	95,184	-	-
Social security contributions	2,592	2,487	-	-
Benefits-in-kind	43,835	43,548	-	-
	<u>1,253,411</u>	<u>1,253,019</u>	<u>72,000</u>	<u>72,000</u>
Executive Directors of the Subsidiary Company				
Salaries, wages and other emoluments	364,000	364,800	-	-
Defined contribution plans	21,888	29,184	-	-
Social security contributions	1,422	1,422	-	-
	<u>388,110</u>	<u>395,406</u>	<u>-</u>	<u>-</u>
Total Directors' Remuneration	<u>1,641,521</u>	<u>1,648,425</u>	<u>72,000</u>	<u>72,000</u>

25. Reconciliation of Liabilities arising from Financing Activities

The table below show the details changes in the liabilities of the Group and of the Company arising from financing activities:

	At 1 January RM	Financing cash flows (i) RM	Non cash flow changes		At 31 December RM
			New lease (Note 15) RM	Other changes (ii) RM	
2022 Group					
Lease liabilities	437,367	(454,741)	613,590	(21,577)	574,639
Company					
Lease liabilities	71,705	(279,025)	561,474	-	354,154
2021 Group					
Lease liabilities	775,217	(503,019)	165,169	-	437,367
Company					
Lease liabilities	354,154	(282,449)	-	-	71,705

- (i) The cash flows from lease liabilities make up the repayments of lease liabilities in the statements of cash flows.
(ii) Other changes include the reversal of lease liabilities in prior year and discount received during the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

26. Related Party Disclosures

(a) Identifying related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decision, or vice versa, or where the Group or the Company and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel comprise the Directors and management personnel of the Group, having authority and responsibility for planning, directing and controlling the activities of the Group entities directly or indirectly.

(b) Significant related party transaction

Related party transactions have been entered into in the normal course of business under negotiated terms. In addition to the related party balances disclosed elsewhere in the financial statements, the significant related party transactions of the Group and of the Company are as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Transaction with subsidiary company				
- Management fee	-	-	72,000	72,000
A Company in which a Director has financial interest				
- Office maintenance fees	135,383	135,383	135,383	135,383
- Lease payment	288,000	288,000	288,000	288,000
	<u>423,383</u>	<u>423,383</u>	<u>423,383</u>	<u>423,383</u>

(c) Compensation of key management personnel

Remuneration of Directors and other members of key management personnel are as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Salaries and other emoluments	1,332,600	1,332,600	24,000	24,000
Fees	306,000	306,000	162,000	162,000
Defined contribution plans	117,072	124,368	-	-
Social security contributions	4,014	3,908	-	-
Benefits-in-kind	43,835	43,548	-	-
	<u>1,803,521</u>	<u>1,810,424</u>	<u>186,000</u>	<u>186,000</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

27. Segmental Information

For management purposes, the Group is organised into business segments based on their products and services, and has two reportable operating segments as follows:

Services	Servicing of telecommunication equipment and related products
Investment holding and others	Investment holding

Management 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 consolidated financial statements.

Transactions between segments are carried out on agreed terms between both parties. The effects of such inter-segment transactions are eliminated on consolidation. The measurement basis and classification are consistent with those adopted in the previous financial year.

	Services RM	Investment holding and others RM	Eliminations RM	Total RM
2022				
Revenue				
Total external revenue	9,951,204	1,211,000	-	11,162,204
Inter-segment revenue	-	72,000	(72,000)	-
Total segment revenue	<u>9,951,204</u>	<u>1,283,000</u>	<u>(72,000)</u>	<u>11,162,204</u>
Results				
Operating result	162,191	(1,071,112)	-	(908,921)
Interest income	13,404	281,469	-	294,873
Finance costs	(2,300)	(18,215)	-	(20,515)
Amortisation and depreciation	(126,008)	(374,762)	-	(500,770)
Other non-cash items	7,999	170,182	559,818	737,999
Segment result	<u>55,286</u>	<u>(1,012,438)</u>	<u>559,818</u>	<u>(397,334)</u>
Taxation	-	(464,548)	-	(464,548)
Loss for the financial year	<u>55,286</u>	<u>(1,476,986)</u>	<u>559,818</u>	<u>(861,882)</u>
2022				
Other non-cash items				
Impairment losses on investment in related companies	-	(300,000)	300,000	-
Impairment losses on investment in subsidiary companies	-	(259,818)	259,818	-
Fair value gain on investment properties	-	730,000	-	730,000
Gain on disposal of property, plant and equipment	4,171	-	-	4,171
Unrealised loss on foreign exchange	(983)	-	-	(983)
Gain on termination of lease contract	3,511	-	-	3,511
Discount received from lease liabilities	1,300	-	-	1,300
	<u>7,999</u>	<u>170,182</u>	<u>559,818</u>	<u>737,999</u>
2022				
Segment assets	<u>6,336,172</u>	<u>86,572,788</u>	<u>(26,261,933)</u>	<u>66,647,027</u>
Included in the movement of segment assets are :				
Additions to property, plant and equipment	10,207	-	-	10,207
Additions to right-of-use assets	52,116	561,474	-	613,590
Segment liabilities	<u>15,564,586</u>	<u>2,495,499</u>	<u>(5,802,630)</u>	<u>12,257,455</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

27. Segmental Information (Cont'd)

	Services RM	Investment holding and others RM	Eliminations RM	Total RM
2021				
Revenue				
Total external revenue	10,794,163	1,186,000	-	11,980,163
Inter-segment revenue	-	72,000	(72,000)	-
Total segment revenue	<u>10,794,163</u>	<u>1,258,000</u>	<u>(72,000)</u>	<u>11,980,163</u>
Results				
Operating result	(64,749)	(976,859)	-	(1,041,608)
Interest income	15,093	278,475	-	293,568
Finance costs	(2,526)	(18,311)	-	(20,837)
Amortisation and depreciation	(185,278)	(385,891)	11,000	(560,169)
Other non-cash items	(1,656)	257,505	291,495	547,344
Segment result	<u>(239,116)</u>	<u>(845,081)</u>	<u>302,495</u>	<u>(781,702)</u>
Taxation	-	(381,137)	-	(381,137)
Loss for the financial year	<u>(239,116)</u>	<u>(1,226,218)</u>	<u>302,495</u>	<u>(1,162,839)</u>
2021				
Other non-cash items				
Impairment losses on investment in subsidiary companies	-	(254,495)	254,495	-
Fair value gain on investment properties	-	470,000	-	470,000
Gain on disposal of property, plant and equipment	-	42,000	37,000	79,000
Unrealised loss on foreign exchange	(1,656)	-	-	(1,656)
	<u>(1,656)</u>	<u>257,505</u>	<u>291,495</u>	<u>547,344</u>
2021				
Segment assets	<u>6,738,071</u>	<u>87,303,419</u>	<u>(27,342,249)</u>	<u>66,699,241</u>
Included in the movement of segment assets are :				
Additions to property, plant and equipment	8,852	-	-	8,852
Additions to right-of-use assets	165,169	-	-	165,169
Segment liabilities	<u>2,952,683</u>	<u>14,818,231</u>	<u>(6,323,127)</u>	<u>11,447,787</u>

Geographical segments

No disclosure on geographical segments information as the Group operates predominantly in Malaysia.

Major customers

Revenue from 3 (2021: 5) major customers amount to RM288,421 (2021: RM706,514), arising from sales in the services segment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

28. Financial Guarantee

	Company	
	2022 RM	2021 RM
Financial guarantees given to a licensed bank for credit facilities granted to a subsidiary company		
- Limit of guarantees	351,260	541,450

29. Financial Instruments

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 3 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and losses, are recognised.

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

	Financial assets at amortised cost RM	Financial liabilities at amortised cost RM	Total RM
Group			
2022			
Financial Assets			
Trade receivables	246,107	-	246,107
Other receivables	245,206	-	245,206
Fixed deposits with licensed banks	12,743,169	-	12,743,169
Cash and bank balances	3,531,431	-	3,531,431
	16,765,913	-	16,765,913
Financial Liabilities			
Lease liabilities	-	574,639	574,639
Trade payables	-	937,834	937,834
Other payables	-	948,873	948,873
	-	2,461,346	2,461,346
2021			
Financial Assets			
Trade receivables	791,835	-	791,835
Other receivables	453,469	-	453,469
Fixed deposits with licensed banks	13,775,076	-	13,775,076
Cash and bank balances	2,976,063	-	2,976,063
	17,996,443	-	17,996,443
Financial Liabilities			
Lease liabilities	-	437,367	437,367
Trade payables	-	537,732	537,732
Other payables	-	896,924	896,924
	-	1,872,023	1,872,023

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

29. Financial Instruments (Cont'd)

(a) Classification of financial instruments (Cont'd)

The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis: (Cont'd)

	Financial assets at amortised cost RM	Financial liabilities at amortised cost RM	Total RM
Company			
2022			
Financial Assets			
Other receivables	56,125	-	56,125
Fixed deposits with licensed banks	6,365,482	-	6,365,482
Cash and bank balances	1,105,303	-	1,105,303
	<u>7,526,910</u>	<u>-</u>	<u>7,526,910</u>
Financial Liabilities			
Lease liabilities	-	354,154	354,154
Other payables	-	143,039	143,039
	<u>-</u>	<u>497,193</u>	<u>497,193</u>
2021			
Financial Assets			
Other receivables	56,125	-	56,125
Fixed deposits with licensed banks	7,533,086	-	7,533,086
Cash and bank balances	722,875	-	722,875
	<u>8,312,086</u>	<u>-</u>	<u>8,312,086</u>
Financial Liabilities			
Lease liabilities	-	71,705	71,705
Other payables	-	157,111	157,111
	<u>-</u>	<u>228,816</u>	<u>228,816</u>

(b) Financial risk management objectives and policies

The Group's financial risk management policy is to ensure that adequate financial resources are available for the development of the Group's operations whilst managing its credit, liquidity, foreign currency and interest rate risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(i) Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its customers and deposits with licensed banks. The Company's exposure to credit risk arises principally from loans and advances to subsidiary companies, fixed deposits with licensed banks and financial guarantees given to banks for credit facilities granted to subsidiary companies. There are no significant changes as compared to previous financial year.

The Group has adopted a policy of only dealing with creditworthy counterparties. Management has a credit policy in place to control credit risk dealing with creditworthy counterparties and deposit with banks with good credit rating. The exposure to credit risk is monitored on an ongoing basis and action will be taken for long outstanding debts.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

29. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(i) Credit risk (Cont'd)

The Company provides unsecured loans and advances to subsidiary companies. It also provides unsecured financial guarantees to bank for banking facilities granted to a subsidiary company. The Company monitors on an ongoing basis the results of the subsidiary companies and repayments made by the subsidiary companies.

At each reporting date, the Group and the Company assess whether any of the receivables and contract assets are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partial or full) when there is no realistic prospect of recovery. This is generally the case when the Group or 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. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

The carrying amounts of the financial assets recorded on the statements of financial position at the end of the financial year represent the Group's and the Company's maximum exposure to credit risk except for financial guarantees provided to bank for banking facilities granted to a subsidiary company.

The Group's maximum exposure in this respect is RM351,260 (2021: RM541,450) representing the outstanding banking facilities of the subsidiary company as at the end of the reporting period. There was no indication that any subsidiary company would default on repayment as at the end of the reporting period.

There are no significant changes as compared to previous financial year.

As at the end of financial year, the Group had 3 customers (2021: 5 customers) that owed the Group accounted for approximately RM288,421 (2021: RM706,514) of all the receivables outstanding.

The Company has no significant concentration of credit risks except for loans and advance to its subsidiary companies where risks of default have been assessed to be low.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Group or the Company will encounter difficulty in meeting its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group's and the Company's funding requirements and liquidity risk are managed with the objective of meeting business obligations on a timely basis. The Group finances its liquidity through internally generated cash flows and minimises liquidity risk by keeping committed credit lines available.

The following table analyses the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay.

	On demand or within 1 year RM	1 to 2 years RM	2 to 5 years RM	Total Contractual Cash Flows RM	Total Carrying amount RM
Group 2022					
Non-derivative financial liabilities					
Lease liabilities	420,656	161,556	7,416	589,628	574,639
Trade payables	937,834	-	-	937,834	937,834
Other payables	948,873	-	-	948,873	948,873
	2,307,363	161,556	7,416	2,476,335	2,461,346
2021					
Non-derivative financial liabilities					
Lease liabilities	270,743	89,556	96,972	457,271	437,367
Trade payables	537,732	-	-	537,732	537,732
Other payables	896,924	-	-	896,924	896,924
	1,705,399	89,556	96,972	1,891,927	1,872,023

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

29. Financial Instruments (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

(ii) Liquidity risk (Cont'd)

	On demand or within 1 year RM	1 to 2 years RM	Total Contractual Cash Flows RM	Total Carrying amount RM
Company				
2022				
Non-derivative financial liabilities				
Lease liabilities	288,000	72,000	360,000	354,154
Other payables	143,039	-	143,039	143,039
	431,039	72,000	503,039	497,193
2021				
Non-derivative financial liabilities				
Lease liabilities	72,000	-	72,000	71,705
Other payables	157,111	-	157,111	157,111
	229,111	-	229,111	228,816

The Group and the Company provides unsecured financial guarantee to bank in respect of credit facilities granted to a subsidiary company and monitors on an ongoing basis the performance of the subsidiary company. At end of the financial year, there was no indication that the subsidiary company would default on repayment.

Financial guarantee have not been recognised since the fair value on initial recognition was deemed not material and the probability of the subsidiary company defaulting on their credit facilities is remote.

(iii) Market risks

(i) Foreign currency exchange risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the respective functional currencies of the Group entities. The currencies giving rise to this risk is primarily United States Dollar (USD).

The Group has not entered into any derivative instruments for hedging or trading purposes. Where possible, the Group will apply natural hedging by selling and purchasing in the same currency. However, the exposure to foreign currency risk is monitored from time to time by management.

The carrying amounts of the Group's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

	Denominated in USD	
	2022	2021
	RM	RM
Group		
Trade receivables	42,469	433,701
Trade payables	(14,125)	(82,601)
	28,344	351,100

Foreign currency sensitivity analysis

Foreign currency risk arises from Group entities which have a RM functional currency. The Group's exposure to sensitivity of currency risk is insignificant as the transactional currencies are mostly in the functional currencies of the respective operating entities.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)**29. Financial Instruments (Cont'd)**

(b) Financial risk management objectives and policies (Cont'd)

(iii) Market risks (Cont'd)

(ii) Interest rate risk

The Group's and the Company's fixed deposits placed with licensed banks and borrowings are exposed to a risk of change in their fair value due to changes in interest rates.

The Group manages the interest rate risk of its deposits with licensed banks by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank and maintaining a prudent mix of short and long-term deposits.

The Group and the Company manage their interest rate risk exposure from interest bearing borrowings by obtaining financing with the most favourable interest rates in the market. The Group and the Company constantly monitors its interest rate risk by reviewing its debts portfolio to ensure favourable rates are obtained. The Group and the Company do not utilise interest swap contracts or other derivative instruments for trading or speculative purposes.

The carrying amounts of the Group and of the Company financial instruments that are exposed to interest rate risk are as follows:

	2022	2021
	RM	RM
Group		
<u>Fixed rate instruments</u>		
Financial assets	12,743,169	13,775,076
Financial liabilities	(574,639)	(437,367)
	<u>12,168,530</u>	<u>13,337,709</u>
Company		
<u>Fixed rate instruments</u>		
Financial assets	6,365,482	7,533,086
Financial liabilities	(354,154)	(71,705)
	<u>6,011,328</u>	<u>7,461,381</u>

Interest rate risk sensitivity analysisFair value sensitivity analysis for fixed rate instruments

The Group and the Company do not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

(c) Fair value of financial instruments

The carrying amounts of 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/or insignificant impact of discounting.

The carrying amounts of long-term floating rate loans approximate their fair value as the loans will be re-priced to market interest rate on or near reporting date.

Transfer between levels of fair value hierarchy

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)**30. Capital Management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital using a gearing ratio. The Group's policy is to maintain a prudent level of gearing ratio that complies with debt covenants and regulatory requirements. The gearing ratios at end of the reporting year are as follows:

	2022	2021
	RM	RM
Total lease liabilities	574,639	437,367
Less: Fixed deposits with licensed banks, cash and bank balances	<u>16,274,600</u>	<u>16,751,139</u>
Net cash	<u>(15,699,961)</u>	<u>(16,313,772)</u>
Total equity	<u>54,389,572</u>	<u>55,251,454</u>
Debt to equity ratio	<u>N/A</u>	<u>N/A</u>

N/A - Not applicable

The gearing ratio is not applicable as the Group is in a net cash position.

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

31. Date of Authorisation for Issue

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 10 April 2023.

LIST OF PROPERTIES 31 DECEMBER 2022

Location & Details	Description	Tenure (Age of Property)	Existing Use	Land Area	Date of Acquisition or Last Revaluation	Net Book Value RM
WATTA BATTERY INDUSTRIES SDN.BHD.						
P.T. No. 7620 Mukim of Cheras District of Hulu Langat No. 6 Jalan 1, Kaw. Per. Balakong, Cheras Jaya, 43200 Selangor D.E.	Corner detached factory with double storey office	99 years leasehold expiring on 14 May 2088 (33 years)	Rented	4,571 sq. metres	• 30/12/2022	9,830,000
P.T. No. 7619 Mukim of Cheras District of Hulu Langat No. 16 Lorong 2A, Kaw. Per. Balakong, Cheras Jaya, 43200 Selangor D.E.	Corner semi- detached factory with double storey office	99 years leasehold expiring on 14 May 2088 (33 years)	Rented	2,019 sq. metres	• 30/12/2022	5,160,000
P.T. No. 7608 Mukim of Cheras District of Hulu Langat No. 7 Lorong 2A, Kaw. Per. Balakong, Cheras Jaya, 43200 Selangor D.E.	Corner semi- detached factory with double storey office	99 years leasehold expiring on 14 May 2088 (33 years)	Rented	1,600 sq. metres	• 30/12/2022	4,080,000
P.T. No. 7626 Mukim of Cheras District of Hulu Langat No. 8 Jalan 1, Kaw. Per. Balakong, Cheras Jaya, 43200 Selangor D.E.	Corner detached factory with double storey office	99 years leasehold expiring on 14 May 2088 (33 years)	Rented	4,347 sq. metres	• 30/12/2022	9,790,000
P.T. No. 10159 Mukim of Sungai Trap District of Kinta 6 1/2 miles Lahat Pusing Main Road Ipoh, Perak	Vacant land	60 years leasehold expiring on 5 May 2062 (43 years)	Vacant	6,845 sq. metres	• 30/12/2022	860,000
MEGA MERANTI SDN. BHD.						
H.S. (M) 1011 P.T. 22538 Mukim Cheras District of Hulu Langat Balakong, Selangor D.E.	Vacant land	60 years leasehold expiring on 29 August 2054 (28 years)	Vacant	25,660 sq. metres	• 30/12/2022	17,125,000
MOBILE TECHNIC SDN. BHD.						
Suite W-10-21 to W-10-26 10th Floor, Melawangi Business Suites, Amcorp Trade Centre, No. 18 Jalan Persiaran Barat, 46050 Petaling Jaya Selangor D.E.	Business building	99 years leasehold expiring on 11 September 2088 (33 years)	Office and Store	372 sq. metres	• 5/12/2017	1,225,689

• indicates date of last revaluation

ANALYSIS OF SHAREHOLDINGS AS AT 31 MARCH 2023**SHARE CAPITAL**

Total number of issued shares	:	84,480,000
Issued and paid-up share capital	:	RM42,240,000/-
Class of shares	:	Ordinary shares
Voting rights	:	One (1) vote for each share held

ANALYSIS BY SIZE OF SHAREHOLDINGS AS AT 31 MARCH 2023

(as per the Record of Depositors)

Size of Shareholdings	Number of		% of	
	Shareholders	Shareholders	Shares Held	Shares Held
Less than 100	132	15.37	2,981	0.00
100 - 1,000	154	17.93	40,321	0.05
1,001 - 10,000	397	46.21	1,979,742	2.34
10,001 - 100,000	133	15.48	4,079,678	4.83
100,001 to less than 5% of issued shares	40	4.66	22,049,226	26.10
5% and above of issued shares	3	0.35	56,328,052	66.68
Total	859	100.00	84,480,000	100.00

SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS AS AT 31 MARCH 2023

(as per the Register of Substantial Shareholders)

Name	No. of ordinary shares			
	Direct	%	Indirect	%
Dato' Lee Foo San	39,634,762	46.92	-	-
Surin Bay Resort Sdn Bhd	19,344,022	22.90	-	-
Cambridge Asset Holding Limited	-	-	19,344,022*	22.90
Chum Mun Cuan	-	-	19,344,022*	22.90
Datuk Hong Choon Hau	-	-	19,344,022**	22.90

* Deemed interest by virtue of Section 8(4)(c) of the Companies Act 2016.

** Deemed interest by virtue of Section 8(4)(c) of the Companies Act 2016 through Cambridge Asset Holding Limited.

DIRECTORS' SHAREHOLDINGS AS AT 31 MARCH 2023

(as per the Register of Directors' Shareholdings)

Name	No. of ordinary shares			
	Direct	%	Indirect	%
Hj Ahmad Bin Darus	-	-	-	-
Dato' Lee Foo San	39,634,762	46.92	-	-
Gan Leng Swee	-	-	-	-
Hj Ariffin Bin Abdul Aziz	-	-	-	-
Datin Teoh Lian Tin	-	-	-	-
Hj Ahmad Bin Khalid	-	-	-	-
Lee Tak Wing	-	-	-	-
Loo Sooi Guan	1,025,800	1.21	100*	0.00
Datuk Hong Choon Hau	-	-	19,344,022**	22.90

* Shares held directly by spouse, which shall be treated as the interest of the Director pursuant to Section 59(11)(c) of the Companies Act 2016.

** Deemed interest by virtue of Section 8(4)(c) of the Companies Act 2016 through Cambridge Asset Holding Limited.

ANALYSIS OF SHAREHOLDINGS AS AT 31 MARCH 2023 (CONT'D)**30 LARGEST SHAREHOLDERS**

(as per the Record of Depositors)

No.	Name of Shareholders	No. of Shares	
		Held	%
1.	Dato' Lee Foo San	26,687,998	31.59
2.	Surin Bay Resort Sdn Bhd	18,498,022	21.90
3.	AMSEC Nominees (Tempatan) Sdn Bhd - Pledged Securities Account – AmBank (M) Berhad for Dato' Lee Foo San	11,142,032	13.19
4.	Maybank Securities Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Tan Ching Ching	4,082,900	4.83
5.	Citigroup Nominees (Asing) Sdn Bhd - CBHK PBGSG for Bharat Gurmukhdas Budhrani	1,605,400	1.90
6.	Tan Han Chuan	1,330,600	1.58
7.	Lai Thiam Poh	1,190,900	1.41
8.	Lim Wei Ling	1,073,158	1.27
9.	Loo Sooi Guan	1,025,800	1.21
10.	Dato' Lee Foo San	1,019,732	1.21
11.	Tay Jun Han	873,100	1.03
12.	Surin Bay Resort Sdn Bhd	846,000	1.00
13.	Public Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Yeo Guik Hiang (JBU/UOB)	842,000	1.00
14.	Maybank Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Dato' Lee Foo San	700,000	0.83
15.	Lai Thiam Mei	680,800	0.81
16.	Roland Capital Partners Sdn Bhd	571,400	0.68
17.	Alliancegroup Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Ker Min Choo (8109400)	509,700	0.60
18.	CGS-CIMB Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Ng Geok Wah (B BRKLANG-CL)	400,000	0.47
19.	Goh Ling Yau	393,000	0.47
20.	Public Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Surinder Singh A/L Wassan Singh (E-IMO)	388,000	0.46
21.	Celina Lee Ching Ling	387,400	0.46
22.	Low Chun Wai	380,000	0.45
23.	Kok Chee Ming	313,500	0.37
24.	Chin Chin Seong	300,000	0.36
25.	Ng Bi Yong	283,000	0.33
26.	Chiang Siew Eng @ Le Yu Ak Ee	249,600	0.30
27.	Lim Wai Tat	240,800	0.29
28.	RHB Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Ker Yun	200,000	0.24
29.	Yap Sze Pin	200,000	0.24
30.	Liew Chiew Hau	194,400	0.23
	Total	76,609,242	90.71

WATTA HOLDING BERHAD
(Registration No. 199401038699 (324384-A))
(Incorporated in Malaysia)

Number of shares held	
CDS Account No.	
Contact No.	

FORM OF PROXY

I/We _____ NRIC/Company No. _____
[Full name in block letters]

of _____
[Full address]

being a member of **Watta Holding Berhad**, hereby appoint _____
[Full name in block letters and NRIC No.]

of _____
[Full address]

*and/or failing him/her _____
[Full name in block letters and NRIC No.]

of _____
[Full address]

or failing him/her, *the Chairman of the meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Twenty Eighth Annual General Meeting of the Company to be held at Alhambra Ballroom, Level M1, Hotel Melia Kuala Lumpur, 16, Jalan Imbi, 55100 Kuala Lumpur on Tuesday, 30 May 2023 at 9.00 a.m. or at any adjournment thereof.

*My/our proxy(ies) *is/are to vote as indicated below:-

No.	Resolutions	For	Against
Ordinary Business			
1.	To re-elect the Director, Hj. Ariffin Bin Abdul Aziz		
2.	To re-elect the Director, Hj. Ahmad Bin Khalid		
3.	To re-elect the Director, Loo Sooi Guan		
4.	To approve the payment of Directors' fees and benefits in respect of the period from 31 May 2023 until the conclusion of the next annual general meeting		
5.	To re-appoint Messrs. UHY as the Company's Auditors		
Special Business			
6.	To approve the retention of Lee Tak Wing as Independent Director		
7.	Authority for Directors to issue shares		
8.	Proposed Shareholders' Mandate		

(Please indicate with an "X" or "√" in the space provided above on how you wish your votes to be cast. If no specific instruction is given on voting, the proxy will vote or abstain from voting at his/her discretion.)

*Delete if not applicable.

#Delete the words "Chairman of the meeting" if you wish to only appoint other person(s) to be your proxy(ies).

The proportion of *my/our shareholdings to be represented by *my/our proxies are as follows (to be completed ONLY when two proxies are appointed):-

Proxy 1	_____ %	Proxy 2	_____ %
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Dated this _____ day of _____

Signature/Common Seal of Member

Notes:

- (1) Only a depositor whose name appears in the Company's Record of Depositors as at 23 May 2023 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote in his stead.
- (2) A member may appoint proxies to attend and vote instead of him at the meeting. If the member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- (3) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (5) The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting.
- (6) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of this meeting will be put to vote by poll.
- (7) The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.

A rectangular box with a thin black border, containing the word "STAMP" in a simple, sans-serif font. The box is positioned on the right side of the page, below a horizontal line.

STAMP

The Company Secretary
WATTA HOLDING BERHAD
(Registration No. 199401038699 (324384-A))
Lot 5, Level 10,
Menara Great Eastern 2
No. 50, Jalan Ampang
50450 Kuala Lumpur
Malaysia



WATTA HOLDING BERHAD
(199401038699 (324384-A))



12th Floor, Menara Cosway, Plaza Berjaya,
Jalan Imbi, 55100 Kuala Lumpur.



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