K-One®
innovate

2022
ANNUAL REPORT

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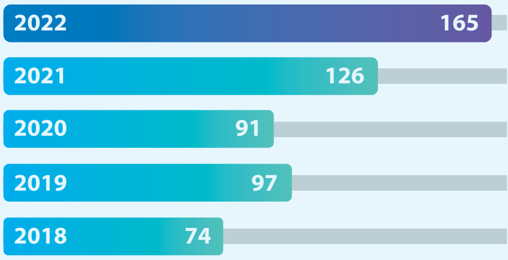
PAST FINANCIAL INFORMATION SUMMARY

SALES
(RM MILLION)



PROFIT
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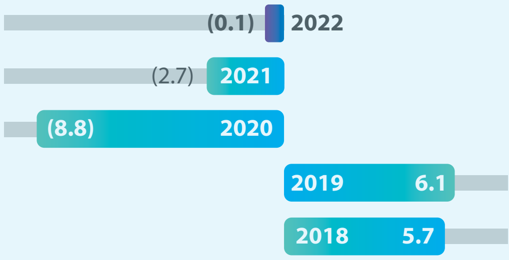
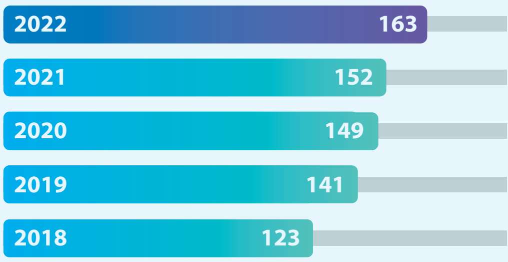
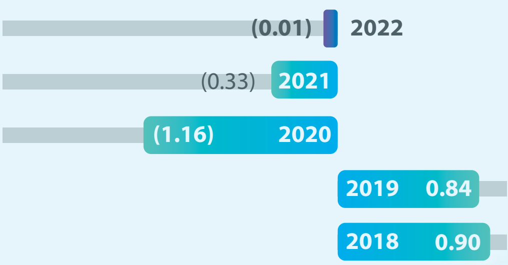


TOTAL ASSETS
(RM MILLION)

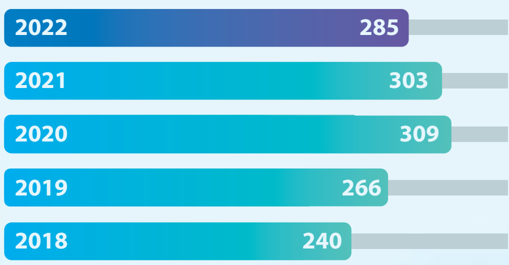


SHAREHOLDER EQUITY
(RM MILLION)

EARNINGS PER SHARE
(SEN)



HUMAN RESOURCES
(NO. OF EMPLOYEES)



CORPORATE INFORMATION

BOARD OF DIRECTORS

Ir. Edwin Lim Beng Fook
(Executive Chairman)

Dato' Martin Lim Soon Seng
(Chief Executive Officer)

Bjørn Bråten
(Non-Independent Non-Executive Director)

Goh Chong Chuang
(Independent Non-Executive Director)

Loi Kim Fah
(Independent Non-Executive Director)

Anita Chew Cheng Im
(Independent Non-Executive Director)

Dato' Azlam Shah bin Alias
(Independent Non-Executive Director)

Edward Ka Yen Chee
(Independent Non-Executive Director)

COMPANY SECRETARY

Wong Youn Kim (MAICSA 7018778)

AUDITORS

Messrs Baker Tilly Monteiro Heng PLT
Chartered Accountants

SHARE REGISTRAR

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No.5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor
Tel : +603 7890 4700
Fax : +603 7890 4670

STOCK EXCHANGE LISTING

ACE Market of Bursa Malaysia Securities Berhad
(Listed since 5 January 2006)

STOCK SHORT NAME & CODE

K1 (0111)

REGISTERED OFFICE

Acclime Corporate Services Sdn Bhd
Level 5, Tower 8, Avenue 5, Horizon 2
Bangsar South City
59200 Kuala Lumpur
Tel : +603 2280 6388
Fax : +603 2280 6399

HEAD OFFICE

66 & 68, Jalan SS 22/21
Damansara Jaya
47400 Petaling Jaya
Selangor
Tel : +603 7728 1111
Email : investor@k-one.com

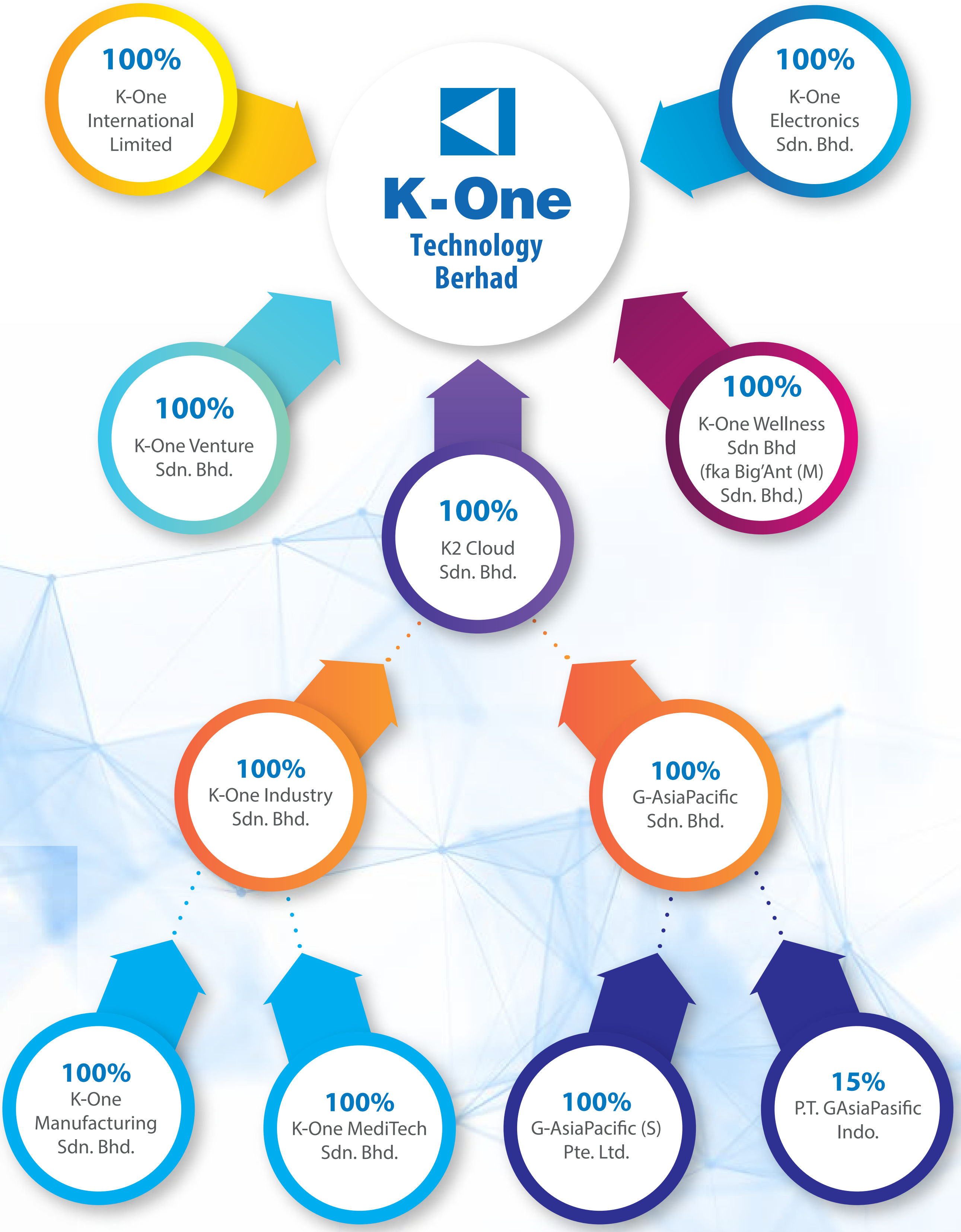
GROUP PRINCIPAL BANKERS

United Overseas Bank (Malaysia) Berhad
CIMB Bank Berhad

WEBSITE

www.k-one.com

CORPORATE STRUCTURE



DIRECTORS' PROFILE

IR. EDWIN LIM BENG FOOK
Executive Chairman

Malaysian
Age 65

Ir. Edwin Lim Beng Fook co-founded K-One Technology Berhad in 2001. He was appointed as an Executive Director on 20 February 2001 and has been the Executive Chairman since its inception in 2001.

He holds a Bachelor of Science (Hons) in Engineering with Business Studies from Sheffield Hallam University, United Kingdom and a Master of Science in Mechanical Engineering from the University of Alberta, Canada. He is a professional engineer registered with the Board of Engineers, Malaysia and a corporate member of the Institution of Engineers, Malaysia. He is also a Chartered Engineer registered with the Institution of Engineering & Technology, United Kingdom.

Ir. Edwin Lim Beng Fook was awarded the Entrepreneur of the Year Award by the Malaysia-Canada Business Council in 2004 and the Alumni Award of Excellence by the University of Alberta in 2005. He was also the winner of the EY Entrepreneur of the Year Malaysia 2016 (Technology Category) organised by Ernst & Young.

His career spanned almost 20 years with three multinationals, namely; Mobil Oil (Malaysia) Sdn Bhd, Renold (Malaysia) Sdn Bhd and AMP Products (Malaysia) Sdn Bhd (now known as TE Connectivity).

His global experience in the electronics industry stems from him leading AMP as its Country General Manager in 1992, building up the Malaysian operation from a sales outfit to establishing from greenfield AMP's manufacturing facility and Research & Development Centre. In addition to his Country General Manager's role, he also held the dual role of being the Director, Automotive Industry responsible for the ASEAN region for a period of time.

His directorships in other companies in the K-One Group are K2 Cloud Sdn Bhd, K-One Industry Sdn Bhd, K-One Wellness Sdn Bhd (fka Big'Ant (M) Sdn Bhd), K-One MediTech Sdn Bhd, K-One Manufacturing Sdn Bhd, K-One Electronics Sdn Bhd, K-One Venture Sdn Bhd and G-AsiaPacific Sdn Bhd.

DATO' MARTIN LIM SOON SENG
Chief Executive Officer

Malaysian
Age 60

Dato' Martin Lim Soon Seng, a co-founder was appointed as the Chief Executive Officer in 2001 and Executive Director of K-One Technology Berhad on 29 July 2002.

He holds both the Bachelor of Engineering (Hons) in Electronics Engineering and Master of Engineering in Electronics Engineering from the University of Hull, United Kingdom. He also holds a Master of Business Administration from the University of Coventry, United Kingdom. He is a registered Chartered Engineer of the Institution of Engineering & Technology, United Kingdom.

He is a member of the Remuneration Committee.

He worked in the UK as an engineer in a precision plastic moulding company after graduation, followed by career progression as an engineer, manager and finally Chief Executive Officer of TFP Precision Industries Sdn Bhd (a local/European joint venture) spanning a period of about 14 years.

His directorships in other companies in the K-One Group are K2 Cloud Sdn Bhd, K-One Industry Sdn Bhd, K-One Wellness Sdn Bhd (fka Big'Ant (M) Sdn Bhd), K-One MediTech Sdn Bhd, K-One Manufacturing Sdn Bhd, K-One Venture Sdn Bhd, K-One Electronics Sdn Bhd, K-One International Ltd and G-AsiaPacific Sdn Bhd.

BJØRN BRÅTEN
Non-Independent Non-Executive Director

Norwegian
Age 65

Bjørn Bråten co-founded K-One Technology Berhad in 2001 and was appointed as an Executive Director on 20 February 2001. He became a Non-Independent Non-Executive Director on 19 December 2008.

He has a Diploma in Engineering from the Telecom College, Norway and Bachelor of Economics and Master in Management from the Norwegian School of Management, Norway.

He is a member of the Audit & Risk Management Committee and Nomination Committee.

He has been involved in the global communications business for more than 20 years and has served in a variety of leadership roles including Director of Marketing, Vice President and President/CEO for various international companies. He has worked closely with senior executives on projects worldwide including establishing greenfield and joint venture operations globally.

DIRECTORS' PROFILE
Cont'd

GOH CHONG CHUANG
Independent Non-Executive Director

Malaysian
Age 70

Goh Chong Chuang was appointed as an Independent Non-Executive Director of K-One Technology Berhad on 3 February 2005. He holds a Certificate in Electrical Engineering from City & Guild of London, United Kingdom, Certificate in Mechanical Engineering from Collier MacMillan School, Australia and Certificate Advance Manufacturing Coordinator from Sanno Institute of Business Administration, Japan.

He is the Chairman of the Nomination Committee and Remuneration Committee and a member of the Audit & Risk Management Committee.

He started his career with Naito Electronics (M) Sdn Bhd, a Japanese semiconductor assembly plant in 1974. He had proven himself to be assigned to key positions as the Manufacturing Superintendent, Production Manager and finally Engineering Manager over a 14 year tenure until 1988. He then joined Alps Electric (Malaysia) Sdn Bhd, a Japanese multinational where he assumed the positions of Product Manager, Plant Manager, Deputy General Manager, Executive Director and finally Advisor over a period of 12 years until 2000, thereafter venturing out as an entrepreneur. He was the Chairman of the Federation of Malaysian Manufacturers (FMM) Negeri Sembilan branch, a position he held from 1998 to 2006.

LOI KIM FAH
Independent Non-Executive Director

Malaysian
Age 56

Loi Kim Fah was appointed as an Independent Non-Executive Director of K-One Technology Berhad on 3 February 2005.

He holds a Bachelor of Accounting from the University of Malaya. He is a member of the Malaysian Institute of Certified Public Accountants, Malaysian Institute of Accountants and the Malaysian Institute of Taxation respectively. He is currently the principal of Loi & Co, an audit firm.

He is the Chairman of the Audit & Risk Management Committee and a member of the Remuneration Committee and Nomination Committee.

He has been in public practice since 1991 with initial engagements with international accounting firms prior to starting his own practice in 1996. Over the years, he has been involved in the audit of companies in various industries which include securities, banking, finance, construction, aquaculture and manufacturing. He has also been engaged in business advisory assignments in the like of merger and acquisition, internal control review, accounting system consultation, feasibility study, listing exercise and business planning.

ANITA CHEW CHENG IM
Independent Non-Executive Director

Malaysian
Age 56

Anita Chew Cheng Im was appointed as an Independent Non-Executive Director of K-One Technology Berhad on 11 April 2016.

She holds a Bachelor of Economics, majoring in Accounting from Monash University, Australia.

She is a member of the Audit & Risk Management Committee.

She started her career as an audit assistant at KPMG, Melbourne in 1990. While in KPMG, she was engaged in the audit of the media, retail and mining industries.

In 1992, she joined the Corporate Finance Department of Bumiputra Merchant Bankers Berhad (now known as Alliance Investment Bank Berhad after merging with Amanah Bank Berhad) and was with the investment bank for approximately 5 years. Subsequently, she held the position of Director, Corporate Finance at Alliance Investment Bank Berhad from 1997 to 2003. From 2003 to 2007, she worked at HwangDBS Investment Bank Berhad as the Senior Vice President, Equity Capital Market.

She was mainly involved in corporate finance and related matters during her 15 year tenure in the various investment banks, having advised clients on numerous IPOs, fund raising and corporate and debt restructuring exercises.

She is currently an Independent Non-Executive Director of SKP Resources Berhad, Kimlun Corporation Berhad, Plytec Holding Berhad and an Independent Director of Fortress Minerals Limited, a company listed on the Catalist Board of the Singapore Exchange Trading Limited (SGX Ltd).

DATO' AZLAM SHAH BIN ALIAS
Independent Non-Executive Director

Malaysian
Age 62

Dato' Azlam Shah bin Alias was appointed as an Independent Non-Executive Director of K-One Technology Berhad on 2 February 2017.

He holds a Bachelor of Business Administration, majoring in Finance from the Eastern Michigan University, United States of America.

He is a member of the Audit & Risk Management Committee.

He first joined Mobil Oil Malaysia Sdn. Bhd. as a Retail Development Officer in 1987 and moved on to assume the position of Real Estate Outsourcing Manager for ExxonMobil Asia Pacific PLC based in Singapore.

In 2001, he joined Tesco Malaysia as its Regional Property Director and was concurrently an Alternate Director of Tesco Malaysia's Board and a key member of the Senior Leadership Board. He is presently the Senior Advisor reporting to the President of Lotus Stores Malaysia.

He is currently the Chairman of MR DIY Berhad.

Besides work matters, he is serving as a committee member of PPUMCare Fund of University Malaya Medical Center and advisor for UMCares, a Community and Sustainability Center of University Malaya.

He was previously actively involved in industry advocacy work representing the Malaysian International Chambers of Commerce and Industry (MICCI), British-Malaysia Chambers of Commerce and Malaysian Retailers Association (MRA) in various dialogues with the authorities. He was on the Boards of the European Union-Malaysia Chambers of Commerce and Industry (EU-MCCI) and MRA.

EDWARD KA YEN CHEE
Independent Non-Executive Director

Malaysian
Age 35

Edward Ka Yen Chee was appointed as an Independent Non-Executive Director of K-One Technology Berhad on 1 August 2022.

He holds a Bachelor of Commerce (Hons), majoring in Accounting from University Tunku Abdul Rahman. He is a member of the Malaysian Institute of Accountants and Association of Chartered Certified Accountants. He is also registered with the Malaysian Financial Planning Council as a Financial Planner.

He is a member of the Audit & Risk Management Committee.

He is a partner and co-founder of Messrs Chia, Ka & Partners PLT and co-founder of Numetric Cloud Sdn. Bhd.. Prior to co-founding the preceding companies, he was the Senior Managing Partner of ACMF Corporate Services Sdn. Bhd. (2019 to 2021) and the Chief Executive Officer of Projalma Sdn. Bhd. (2016 to 2018). In his earlier career, he was an Accountant and in related functions in various companies, including SG Global Support Services Sdn. Bhd., Amcorp Properties Bhd. and IOI Corporation Bhd..

In his current practice, he plays a key role in pioneering and developing the cloud accounting and business process outsourcing service in Malaysia. Additionally, he specializes in indirect tax advisory, business process outsourcing and corporate finance wherein he manages a portfolio of corporate clients in a board range of industries which encompass manufacturing, electrical and electronics, healthcare, construction and property development, plantations, amongst others.

None of the Directors, except Ir. Edwin Lim Beng Fook and Dato' Martin Lim Soon Seng who are brothers, has any family relationship with any Director and/or major shareholder of the Company and has no conflict of interest with the Company. None of the Directors had any convictions for offences within the past 10 years, except for traffic offences.

EXECUTIVE CHAIRMAN'S STATEMENT

On behalf of the Board of Directors, I am pleased to present the Annual Report and Audited Financial Statements of K-One Technology Berhad for the financial year ended 31 December 2022.

BUSINESS PERFORMANCE FOR 2022

The Group's sales revenue increased to RM164.8 million in 2022 from RM125.5 million in 2021, representing a jump of 31%.

EMS Business

The EMS business registered sales of RM97.1 million in 2022 vs RM74.3 million in 2021. The 31% sales rise was attributed to the strong demand of industrial equipment, floorcare products, IoT gadgets and the launch of new models of electronic headlamps spurred by the progressive opening of the global economies in 2022. With the Group having the financial capacity, it was able to buffer stock electronic chips which were in short supply to facilitate uninterrupted production. Medical supplies viz-a-viz the COVID-19 Antigen self-test kits which were sold in the local market made notable sales contribution in 2022 to complement EMS sales.

Cloud Business

The Cloud business generated sales of RM67.7 million in 2022 vs RM51.2 million in 2021, marking a growth rate of 32%. The Cloud business remained robust despite the progressive reopening of the local and ASEAN economies. Cloud's resilience was no surprise as businesses and consumers have attuned to work from home (WFH), online buying, online learning and virtual meeting practised during the pandemic years. People have gotten used to and have adopted these new behavioral habits of WFH, online buying, online learning and virtual meeting respectively as the New Normal, which augurs well for Cloud usage.

The Group recorded loss attributable to equity holders of the parent company of RM0.1 million in 2022 as compared to loss of RM2.7 million in 2021. The loss reduction was mainly attributed to sales increase and gross margin improvement. Turnaround was hampered by the adverse impact resulting from the unforeseen implementation of minimum wage of RM1,500 per month on 1 May 2022, spike in logistic costs and specific materials (electronic chips) price hike caused by supply chain disruptions arising from the EMS business. The Cloud business held steadfast to its profitable position.

EMS Earnings

The EMS business registered a loss of RM 3.1 million in 2022 against loss of RM4.0 million in 2021, denoting an improvement of 23%. The loss reduction was made possible by increased sales and better gross margin.

Cloud Earnings

The Cloud business made a profit of RM3.0 million in 2022 as compared to RM2.1 million in 2021, representing an increase of 43% due mainly to higher sales and gross margin improvement.

PROSPECTIVE BUSINESS OUTLOOK

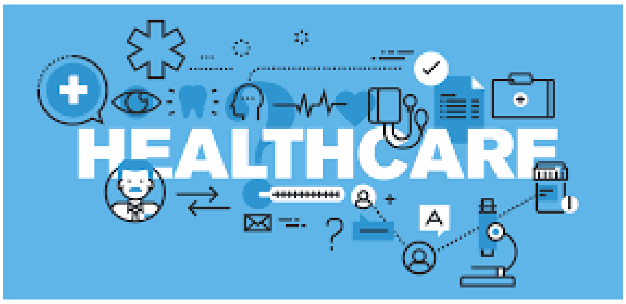
Indeed 2022 was the turning point of the COVID-19 pandemic. Towards the end of 2022, the pandemic was considered endemic, with many major economies in the world having reopened. The last frontier, which is China also lifted its zero-COVID policy in December 2022. The K-One Group sees the world returning to normalcy in 2023 albeit in a New Normal as the pandemic has changed how we interact and conduct ourselves in the post-pandemic world.

EXECUTIVE CHAIRMAN'S STATEMENT
Cont'd

For the EMS business, the Group will continue to uphold its 2-prong strategy, which is:- i) grow its medical/healthcare business, be it ODM/OEM manufacturing or distribution of medical supplies as AR (authorized distributor) or own brand (OBM) and ii) nurture and grow the existing consumer electronics, IoT and industrial segments.

The easing of electronic chips and production labour shortages will facilitate manufacturing ramp up which is expected from some of the Group's customers whom are able to find pockets of opportunities amidst a projected lack-lustre global economy.

With the US-China conflict not seeing light in the tunnel, on the contrary worsening, the Group will step up efforts to reach out to potential US customers to divert their manufacturing from China to Malaysia with K-One as their choice of business relocation.



The Group is intensifying its focus in the medical supplies front following its success in distributing COVID-19 Antigen self-test kits. It has managed to secure MDA approvals for wound-care products, acne patches and being appointed by Diversey as the exclusive distributor of healthcare products such as wipes, sanitizers, detergents, etc in Malaysia. This business segment is expected to gain further traction in 2023.

On the Cloud business, it is expected to follow through with positive contributions in both the top and bottom lines in 2023. Cloud is the fuel for digital transformation and ASEAN is still at its infancy on this journey. The Group will take advantage of its growing presence in ASEAN to ride on the accelerated Cloud adoption. Furthermore, the post-pandemic New Normal has embraced the habits of work-from-home (WFH), online buying, online learning and virtual meeting perpetuated during the pandemic which is expected to prop up Cloud usage. The coming widespread launch of 5G in many countries, increasing adoption of IoT (Internet of Things) and AI (Artificial Intelligence) which enable more data and new types of data to be streamed from the Cloud will boost Cloud usage to the benefit of the Group. Therefore, the Cloud business has tremendous growth potential in Malaysia and ASEAN. The Group's footprints in Indonesia and Singapore, its Premier ranking partnership with Google and specific Public Partner badge with Amazon (AWS) puts it in good position to take advantage of the fast expanding ASEAN market in 2023 and beyond.

The Group will not pay any dividend for 2022 as it prefers to conserve its cash to grow its business which is expected to turnaround this year although it anticipates a rough year ahead, even though the global economy has largely reopened. Further, the surplus cash would come in handy for merger and acquisition activities and/or adding on another revenue stream as the Group is constantly on the lookout for, to complement its existing businesses.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to express my deepest appreciation to all our customers, business associates, financiers and shareholders for their continued support, understanding and confidence in the Group. I also wish to express my sincere appreciation to the Management and staff for their tolerance, dedication and contribution in 2022 in helping the Group weather the unprecedented prolonged storm.

Ir. Edwin Lim Beng Fook
Executive Chairman

CEO'S OPERATIONS REVIEW

I would like to take this opportunity to report key aspects and performance of our operations for the financial year ended 31 December 2022.

SALES AND FINANCIALS

The Group registered sales revenue of RM164.8 million in 2022 as compared to RM125.5 million in 2021, representing a hike of 31% against the backdrop of a prolonged COVID-19 pandemic in its third year running.

EMS Business

EMS's sales scaled to RM97.1 million in 2022 from RM74.3 million a year ago, representing an increase of 31% fueled by the strong demand of industrial equipment, floorcare products, IoT gadgets and launch of new models of electronic headlamps. The sturdy sales of COVID-19 Antigen self-test kits moved the overall EMS sales needle higher.

Cloud Business

Cloud clocked in sales revenue of RM67.7 million in 2022 as compared to RM51.2 million in 2021, recording a notable increase of 32%. This reaffirmed that Cloud is a beneficiary of the COVID-19 pandemic as with the medical supplies segment of the EMS business.

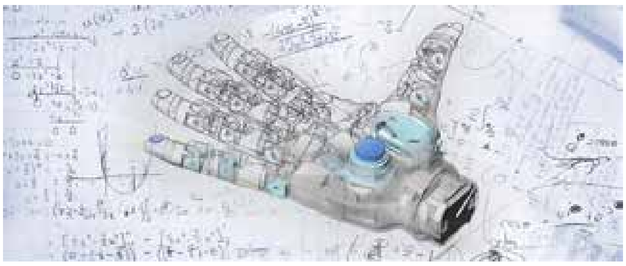
The Group recorded loss attributable to equity holders of the parent company of RM0.1 million in 2022 vs RM2.7 million loss in 2021. The improvement was due mainly to higher sales and gross margin gain.

EMS Earnings

The EMS business registered a loss of RM3.1 million in 2022 against RM4.0 million loss in 2021 with the loss reduction contributed mainly by sales rise and gross margin improvement but weighted down by the negative impact of minimum wage increase to RM1,500 per month effective 1 May 2022, jump in logistic costs and inflated electronic chip prices due to shortages.

Cloud Earnings

The Cloud business chalked up a profit of RM3.0 million in 2021 vs RM2.1 million in 2021. The increase in profit of 43% was mainly due to higher sales and gross margin improvement.



CEO'S OPERATIONS REVIEW
Cont'd

DESIGN AND DEVELOPMENT

The Group's R&D engineers has made further headway in enhancing the development and industrialization of the NASA-JPL designed ventilator licensed to the Group for manufacturing. Its collaboration with university hospitals/laboratories on clinical testing to produce the required clinical test reports for submission to the Medical Device Authority (MDA), Ministry of Health, Malaysia for their evaluation and approval are getting there. Being categorized as a Class C medical device (with high moderate risks), considered as semi-invasive in use, it is required to undergo stringent clinical tests before it can be approved by the health authorities. In Malaysia, the approving authority is MDA. Safety is of utmost importance in the application of medical devices and the Group will not compromise in this respect. As such, it has taken longer than expected in the approval process for launching the said NASA-JPL licensed ventilator branded as Medkaire in the local market. Furthermore, the Group is taking the Medkaire ventilator through the full approval process which is more stringent and comprehensive and not under the emergency use authorization (EUA) route that is simpler.

Concurrently, the Group's R&D team has been developing and industrializing pill planners, medical pole clamps and electronic headlamps for certain of its key customers.

MANUFACTURING

Unlike 2021, there was no labour capacity constraint in running production in 2022. The prevalence of material (electronic chips) shortages, supply chain disruptions and logistic issues in 2021 had also eased in 2022. However, the Group encountered labour shortages as neighbouring industries started pinching its production employees which are all locals. It is the Group's practice to hire locals and provide employment to the local community. This situation happened as there was a shortage of foreign workers when the economy began to reopen as it was difficult to bring in foreign labour. As such, production yields were compromised whenever there was a labour shortage.

Much progress was made in promoting and advancing Industry 4.0 on the shopfloors. The implementation of automation and Industry 4.0 is taking traction and it is gaining increasing importance as a measure to counter the issues of labour shortages and increased production wages. Specific customers are also pushing for the acceleration of automation and robotics implementation.

HUMAN RESOURCE

With the COVID-19 pandemic on its third year running, the Group took it in its own stride and went the extra mile to braze through it unscathed. It managed to grow its top line again in 2022 as in 2021 with both the EMS and Cloud businesses achieving sturdy sales growth. In fact, it increased its headcount in the Cloud business to cope with the marked sales increase and support of its regional expansion in ASEAN. However, it is to be noted that let alone hiring, even maintaining the relevant talents is a major challenge in the Cloud space as there is a glaring shortage of qualified Cloud related specialists. In the EMS front, it maintained about the same headcount to support higher sales as it was similarly facing challenges in maintaining, in particular, production employees as there was a shortage in the market. The Group is proud that its entire workforce consists of locals, be it production or office staff. Hence, it does not have to face the labour issues sometimes associated with foreign production employees.

CEO'S OPERATIONS REVIEW
Cont'd

However, it had to live with a tight production labour market exacerbated by the reopening of the economy in 2022. In this regard, the Group resorted to recruiting production operators further away from its plant locations and at the same time stepping up its automation plans to reduce manual labour.

On 1 May 2022, the government revised the minimum wage to RM1,500 per month which mainly affected the Group's production employees. The Group complied without hesitation as it values all its employees, including its production staff.

The COVID-19 pandemic or endemic still persists although less threatening. In this regard, the Group's employees were and are regularly COVID-19 tested using its own MDA approved COVID-19 Antigen self-test kits as a precautionary measure to curb the spread of infections.

CORPORATE DEVELOPMENT

The K-One Group's wholly-owned subsidiary, G-AsiaPacific Sdn. Bhd. (GAP) had on 15 September 2022 entered into a Term Sheet with P.T. Gapura Manajemen Servis (GMS) to increase GAP's stake from 15% to 51% by acquiring 36% equity from GMS in P.T. Gasia Pasific Indo (GAP Indo) at an indicative price of RM4.5 million, thus making GAP Indo a subsidiary. The financial and legal due diligence had been conducted while the Definitive Agreements ie Share Sale Agreement and Shareholders Agreement signed on 7 April 2023 pending the transaction to be completed on or before the end of 2Q'23.

On 20 October 2022, the K-One Group's wholly-owned subsidiary, G-AsiaPacific Sdn. Bhd. (GAP) entered into a Term Sheet with Vietnet Distribution Joint Stock Company (Vietnet) to form a joint venture (JV) in Vietnam to conduct cloud computing business. The proposed JV with the proposed name of G-AsiaPacific (Vietnam) Limited Liability Company will be 51% owned by GAP with the balance of 49% owned by Vietnet. The initial share capital of the JV shall be USD300,000. The Defintive Agreements ie JV Agreement and Charter will be signed in April 2023 paving the way for the establishment of the JV.

ACKNOWLEDGEMENT

On behalf of the Board of Directors, I would like to express our appreciation to the Management, staff, valued customers, vendors, business partners and shareholders for their trust, support and working together to brave through 2022 which was another year sieged by the Covid-19 pandemic or endemic, albeit less threatening.

Dato' Martin Lim Soon Seng
CEO

MANAGEMENT DISCUSSION AND ANALYSIS OF BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE

1. OVERVIEW

The Group had its best year since 2016 as sales surged to RM164.8 million from RM125.5 million a year ago, recording an upturn of 31% as EMS delivered sales of 7-year high, while Cloud racked up record sales.

The EMS business registered sales of RM97.1 million in 2022 as compared to RM74.3 million in the preceding year, representing a leap of 31%. The sales surge was attributed to stronger demand for industrial equipment, floorcare products, IoT gadgets and new models of electronic headlamps as the global economy under siege by the COVID-19 pandemic reopened progressively in 2022. Incidentally, the sales rise was facilitated by the build-up of buffer stock of critical components such as electronic chips to mitigate the adverse impact of global supply chain disruption. The notable performance of medical supplies driven by strong demand of the COVID-19 Antigen saliva self-test kits in the local market with heightened awareness on the need to perform at-home COVID-19 test to curb the spike of the Omicron variants in early 2022 enhanced the growth of the EMS sales.

The Cloud business generated sales revenue of RM67.7 million in 2022 as compared with RM51.2 million a year earlier, representing a sharp increase of 32% on sturdy performance in recurring sales revenue from existing customers in key markets, onboarding of new customers and the addition of Cloud complementary product sales. The Cloud business maintained its year-over-year sturdy growth momentum, to a good extent spurred by the consequential effects of the COVID-19 pandemic which drove work-from-home (WFH), online buying, online learning and virtual meeting to new heights. Nonetheless, despite economies in most parts of the world, which includes Malaysia and the ASEAN markets having reopened towards the end of 2022, the Cloud business remained upbeat, supported by the continued practice of WFH, online buying, online learning and virtual meeting which have somehow become entrenched as the New Normal.

The Group's loss in 2022 was reduced to RM0.1 million from a loss of RM2.7 million in 2021, attributed to increased sales and improved margins in both the EMS and Cloud businesses. The Cloud business made a profit of RM3.0 million in 2022 but the Group's overall turnaround was dampened by higher wages following the implementation of the revised minimum wage to RM1,500 per month ie 25% increase effective 1 May 2022, in addition to the tooling and machinery write-off and significant jump in logistic costs arising from the EMS business.

The Group continued to be debt free and had cash surplus of RM42.5 million as at end 2022.

2. BUSINESS OBJECTIVES AND STRATEGIES

Since inception in 2001, the K-One Group has traditionally focused on being an OEM/ODM to multinationals and technology conglomerates worldwide. It specializes in providing both design/development and electronic manufacturing services (EMS) to the medical/healthcare, IoT, industrial and consumer electronic industries. Although its forte lies in design/development, its sales revenue is largely generated from its EMS activities.

The onslaught of the COVID-19 pandemic in early 2020 accelerated the Group's diversification into the medical/healthcare industry which it had been pursuing since 2016 to fill the void created following its exit from the mobile phone accessories's market in its EMS business. Spurred by the COVID-19 pandemic, it took the opportunity to invest into developing and manufacturing its own brand medical devices and/or act as authorized representatives, which encompassed ventilators, healthcare and hygiene-care products, wound-care products, acne patches and COVID-19 Antigen saliva self-test kits to fulfil the hyper-demand created by the pandemic, including satisfying the insatiable needs of an aging population. At this point in time, the OEM/ODM sales derived from both the medical/healthcare devices and non-medical/healthcare products (consumer electronics/IoT/industrial) remains the bedrock of the EMS business while its own brand and authorized representative for medical supplies take traction and in the long term are expected to counterbalance the EMS business, which shall be medical/healthcare bias over time.

MANAGEMENT DISCUSSION AND ANALYSIS OF BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE
Cont'd

Since March 2019, the K-One Group had diversified into cloud computing (Cloud) via the acquisition of G-AsiaPacific Sdn Bhd (GAP) which presently is a wholly-owned subsidiary. The Cloud business is principally involved in the specialities of advanced Cloud technology which encompasses infrastructure as a service (IAAS), platform as a service (PAAS), software development, IT consultancy and other professional services such as cybersecurity in relation to Cloud solutions.

It is envisaged that the Cloud business will be a strong counterbalance to the EMS business moving forward as the Group extends its coverage to all facets of business in Malaysia, be it private or public, large or small and concurrently reaches out to ASEAN countries, which include Indonesia and Vietnam where growth opportunities are equally aplenty.

3. BUSINESS AND FINANCIAL REVIEW

Business Performance

Group Business

The Group had its best year since 2016 as sales surged to RM164.8 million from RM125.5 million in 2021, recording a strong double digit growth of 31% as EMS delivered sales of 7-year high, while Cloud racked up record sales.

EMS Business

EMS sales clocked-in at RM97.1 million in 2022 as compared with RM74.3 million in the preceding year, representing a marked increase of 31%, driven by sturdy demand of industrial equipment, floorcare products and the launch of new models of electronic headlamps. It was a notable achievement considering that it had a bumpy start in the first half of the year when sales retracted (1H'22: RM38.4 million; 1H'21: RM40.7 million) due mainly to production labour shortages and supply chain disruptions, before rebounding strongly in 2H'22, aided by the build-up of buffer inventory relating to short-supply components and tireless manpower planning to overcome production labour shortages.

While EMS remained the core, green shoots have emerged in the medical supplies viz-a-viz the COVID-19 Antigen saliva self-test kits in the local market in 2022, with heightened awareness on the need to perform at-home COVID-19 test to curb the spike of the Omicron variant. Other medical supplies and consumables either as Own Brand Manufacturing (OBM) or authorized representative (AR) products, in the likes of healthcare and hygiene-care products, wound-care products and acne patches have since been launched towards the end of 2022 to counter balance the expected slowdown in the sales of COVID-19 Antigen saliva self-test kits.

With global economic reopenings and easing of travel curbs, the Group's sales team had a busy schedule to visit customers and also to participate in exhibitions to reach out to target customers, especially those located in the US as it intends to divert US manufacturing from China to Malaysia on the backdrop of heightening US-China stand-off. These physical customer visits and exhibitions are crucial in a market which is becoming increasingly competitive in the New Normal.

Cloud Business

The Cloud business generated sales revenue of RM67.7 million in 2022 as compared with RM51.2 million in the previous year, marking a growth rate of 32%, driven by the stronger performance in recurring sales from existing customers, onboarding of new customers, and the addition of Cloud complementary product sales. The public sectors and private enterprises continued transition into the Cloud and doubled down adoption of the technology leading to sustained high traffic in electronic public service delivery, online shopping (E-commerce) and work-from-home (WFH) culture in the New Normal spurring videoconference use, catalysed Cloud usage, thus leading to its continued sales uptick. The Cloud business's customer base continued its expansion mode and remained on an upward trend in 2022.

To capitalize on the shift to Cloud, the Group is targeting and seeking new high-growth Cloud opportunities which encompass cybersecurity, software development, artificial intelligence, machine learning and data analytics. Meanwhile, the Group is increasing its staff strength to tap into the aforesaid specialized services and new geographical markets.

MANAGEMENT DISCUSSION AND ANALYSIS OF BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE

Cont'd

Nevertheless, the Cloud market is getting crowded with increasing competition. The Group has since adopted the strategy to strongly defend its market share as one of the leading Cloud service providers in Malaysia by stepping up its service level and giving competition, especially new companies entering the Cloud market a run for the money.

In line with the Group's ongoing Cloud business expansion in ASEAN and Oceania, the Group entered into two separate Term Sheets with P.T. Gapura Manajemen Servis ("GMS") and Vietnet Distribution JSC ("Vietnet") on 15 September 2022 and 20 October 2022 respectively to:- a) raise its stake in P.T. Gasia Pasific Indo ("GAP Indo") from 15% to 51% by acquiring 36% equity from GMS and b) form a joint venture in Vietnam, which will be 51% owned by the Group while the balance of 49% will be owned by Vietnet. The Indonesia corporate activity is scheduled to be completed in 2Q'23 following the recent signing of Definitive Agreements, while the proposed Vietnam JV is expected to be formed in 2Q'23. The Cloud markets in Indonesia and Vietnam are enormous and fast growing, driven by their accelerating digital transformation. In addition, the multinational Cloud partners of the Group; namely AWS, Google and Microsoft have big footprints in the said countries for good reasons. In this regard, the K-One Group should and would ride with these Cloud giants to take its share of the fast rising Indonesian and Vietnamese Cloud markets.

Financial Performance

Group Earnings

The Group recorded loss attributable to equity holders of RM0.1 million for 2022 as compared to a loss of RM2.7 million in 2021. The indicated loss was entirely attributed to the EMS business.

EMS Earnings

The EMS business's loss narrowed to RM3.1 million as compared with RM4.0 million a year earlier on higher sales and gross profit margin improvement from 12% in 2021 to 15% in 2022 attributed to:- a) product mix changes favouring the higher margin floorcare products, industrial equipment and electronic headlamps with the latter launching new headlamp models during the reporting year; b) favourable production overhead variances from improved utilisation rates of the facilities; c) materials cost down and d) stronger USD. However, the turnaround was dampened by higher wages following the implementation of the revised minimum wage to RM1,500 per month ie 25% increase effective 1 May 2022, significant jump in logistic costs and the write-off on tooling and machinery totalling RM1.6 million on early obsolescence of assets following the impending launch of replacement models by customers to keep pace with technological advances.

Cloud Earnings

On the Cloud business, profit increased from RM2.1 million in 2021 to RM3.0 million in the reporting year on stronger sales and improved overall gross profit margin on geographic sales mix changes favouring the higher margin business portfolios. Nevertheless, foreign exchange loss owing to the strengthening of USD and jump in operating expenses due to increasing headcount to drive the next stage of business expansion curtailed the profit growth.

Capital Resources and Liquidity

Despite the challenging economic environment, the Group remained on a firm financial footing as total assets increased to RM162.7 million as at end 2022 from RM152.3 million in the preceding year and it continued to be debt free in 2022.

Inventory rose 21% to RM33.5 million from RM27.7 million year-over-year (YoY) in view of increased sales and buffer stock to mitigate material shortages, particularly electronic chips which were unavoidable throughout 2022.

Cash and cash equivalents in the form of time deposits and short-term cash funds of the Group which stood at RM42.5 million as at end 2022 registered a decrease of 8% from RM46.4 million as of the preceding year end. The decrease was due mainly to the use of internal funds to finance the additional inventory to buffer the prevailing material shortages in the market. The Group's healthy cash position will allow it to support organic growth besides undertaking further potential merger and acquisition(s) (M&A).

Gearing

The Group does not have any borrowings as at end 2022.

Dividend

No dividend would be paid or declared for the year (2022) as the Group needed to preserve cash to fuel expected impending organic growth, taking on strategic M&A opportunities and diversification into synergistic business.

4. MAJOR RISKS

Economic and Market Environment

The global business environment these days is rapidly changing, unpredictable and volatile. Geopolitical tensions such as the Sino-American trade war is still simmering, looming threats between China and Taiwan, Russia-Ukraine war and the long-term effects of the COVID-19 pandemic will have a consequential impact on the Group's business depending on the outcome of geopolitical negotiations and the sustainability of post-COVID recovery as the world reopens to endemicity. Direct and full mitigation of such macro risks is near impossible and beyond the Group's control.

MANAGEMENT DISCUSSION AND ANALYSIS OF BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE
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Against such a challenging economic backdrop, the Group's EMS business made the right timely decision to have successfully embarked on product diversification into "sunrise" markets in the likes of medical/healthcare devices, IoT gadgets and industrial products. However, specific medical/healthcare products may slow down as demand is expected to subside amid the world moving to endemicity. Overall, the Group is expected to make sales gains. Notwithstanding the aforesaid potential slowdown in the medical/healthcare OEM/ODM segment, the Group's ongoing expansion into the development, manufacturing and distribution of medical devices/consumables under its own brand name or as authorized representative is taking traction following its successful launch of COVID-19 Antigen saliva self-test kits in the domestic market.

US and Chinese policymakers seem determined to reduce the two countries' economic interdependence, with tensions heightening. Therefore, US businesses will continue diverting manufacturing out of China. This presents ample opportunities to the K-One Group, which has been relentlessly tapping on such potentials by continuously marketing its capabilities and competencies directly in the US markets through organized online exhibitions and targeted marketing blitz to identified companies based in US. The business leads secured are encouraging and are expected to be crystallized into sales in the medium term.

Besides, the Group's diversification into the Cloud business through the acquisition of GAP, which is complementary to its existing principal activities is providing another stream of income. The recent step taken to increase its stake in P.T. Gasia Pasific Indo ("GAP Indo") from 15% to 51% and the plan to form a joint venture in Vietnam, which will be 51% owned by the Group are strategic moves to enhance the Cloud business. Cloud is still in an early stage of growth in the developing world and the shift to Cloud has only been accelerated since the outbreak of the COVID-19 pandemic in early 2020 as organizations responded to a new business and social dynamics. Cloud is undoubtedly a key driver in digital transformation which businesses could hardly ignore for long term sustainability.

Technology Disruptions

The Group operates in a space which is subject to rapid technological changes. It acknowledges the significant impact of this risk to the sustainability of its business. Therefore, the Group has focussed on diversification into other synergistic technology-based businesses under the Industry 4.0 ecosystem (such as the acquisition of GAP in 2019), installation of automation in its manufacturing processes while working towards smart manufacturing as part of its Industry 4.0 attainment, stringent quality management and improvement in back office efficiency through the switching to and implementation of the Oracle ERP system which went live in 2022. The Group is confident that it is flexible enough to adapt to new technologies in view of its agile staff, industry knowledge and technical know-how, particularly in R&D capabilities and engineering excellence.

Human Capital

The Group is cognizant that its future success depends to a large extent the talent, hard work and value created by its directors, key management, technical personnel, supporting staff and production employees. The war for talent will intensify moving forward as the world fully reopens. To reduce the risk of losing strategic personnel, including production staff, the Group has put in place a people strategy, which includes competitive compensation packages, conducive working conditions and human resource training and development programmes for all supporting employees in all key functions of the Group's operation. It has also made continuous efforts to develop a dynamic and strong management team and grooming potential personnel in assisting senior key staff to operate and manage their activities as part of succession planning.

Staff pinching at the senior, professional or semi-skilled levels are rampant. Towards this end, the Group has tried to inculcate in a more warm working culture whereby there are more frequent and responsive interactions between the management and staff and amongst all employees within the Group.

Foreign Currency Exchange Fluctuation

The Group is exposed to foreign currency exchange losses or gains arising from appreciation or depreciation of RM against USD as most of the Group's revenue is transacted in USD. In order to mitigate the risk of foreign currency exchange fluctuations, the Group actively carries out natural currency hedging, i.e. maximizing the payment to suppliers in USD and RM for EMS and Cloud businesses respectively, the same currency as inward remittances from customers.

MANAGEMENT DISCUSSION AND ANALYSIS OF BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE
Cont'd

Operational Risks

The risk of operational disruptions has been elevated following the emergence of the COVID-19 pandemic. The Group was unable to operate at its optimal efficiency in a consistent manner in 2020 and 2021 respectively due to lockdowns but the situation improved in 2022 as the government gradually lifted the various curbs. The physical nature of the manufacturing operations (production) makes the switch to remote working unachievable, so the gradual reopening of the economy in 2022 was a breather.

It is fortunate that the period of widespread lockdowns are over. Nonetheless, the Group is continuing to ensure the health and safety of its employees, suppliers, customers and business associates are not compromised by taking appropriate steps to mitigate infection risks.

In regards to production labour shortages and rising wages, the Group will accelerate the implementation of automation solutions as part of its Industry 4.0 initiative, taking into account the financial and technical feasibility to reduce reliance on manual labour.

Other operational risks are alleviated via the Group's insurance policies which provide coverage against product and public liabilities, goods in-transit damage/loss and fire mishap.

Supply Chain Disruptions

The global EMS supply chains are growing increasingly complex as suppliers are spread around the world, while changes in manufacturing processes, consumer demands and new, disruptive trends will impact the supply chain network for materials and parts. However, the global supply chains lack resilience and are vulnerable of breaking down, in particular as a result of the prolonged COVID-19 pandemic and geopolitical conflicts, which resulted in the need for inventory buildup that could give rise to excess safety stock, operational waste and revenue loss.

The Group is continuously repurposing and reshaping its supply chains to further enhance resilience and emerge stronger to future disruptions. The improvement includes right-sizing inventory of critical components/materials, diversifying its supply bases, in addition to leveraging on digital capabilities of its cutting-edge back office system with inbuilt real-time order monitoring, end-to-end inventory visibility and advanced analytical capabilities.

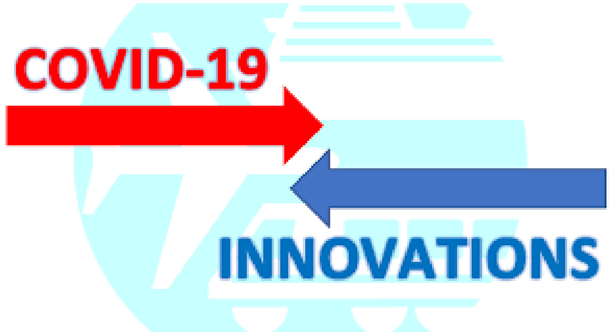
5. BUSINESS & MARKET OUTLOOK

Although the severe negative impacts of the COVID-19 on human life have subsided, the world continues to face environmental, financial and geopolitical pressures that may create new and potentially more complex challenges in 2023. Nevertheless, the Group is cautiously optimistic on its prospects for the coming year underpinned by the continued growth of its EMS and Cloud businesses, while its emerging medical supplies business could provide an upside potential. In the longer term, it is envisaged to experience an accelerated expansion generated by a combination of organic growth, M&A activities and possibly further diversification into synergistic business. However, the Group cautions that it is operating in an unstable global economic environment tainted with spiralling inflation, weaker global economic prospects, hard-to-predict dynamics of COVID-19 variants, workforce challenges and heightened geopolitical instability.

MANAGEMENT DISCUSSION AND ANALYSIS OF BUSINESS OPERATIONS AND FINANCIAL PERFORMANCE
Cont'd

EMS Business

With the supply chain bottlenecks easing in 2023 and Beijing dropping its zero-COVID policy, sales for the consumer electronics, industrial and IoT sectors are expected to scale higher in anticipation of the Group securing new models from certain customers who continued to enjoy pockets of growth in spite of the fragile global economic conditions. However, specific medical/healthcare products may slow down as demand is expected to subside amid the world moving to endemicity. Overall, the Group is expected to make sales gains. Simultaneously, the Group is engaging in new business opportunities, in particular to divert US manufacturing from China to Malaysia against the backdrop of Sino-American great power confrontation.



The medical supplies business is taking traction with the brisk sales of the Group's COVID-19 Antigen saliva self-test kits in 2022, which is expected to overspill to 2023 as COVID-19 infections continue to linger on, albeit less life threatening. Concurrently, the Group had launched other medical supplies and consumables either as OBM or AR products, leveraging on the distribution network ie pharmacies and hospitals that it has established in the selling of COVID-19 Antigen self-test kits. With the matching grant not exceeding RM12.3 million awarded by MIDA in 2021, the Group has further developed the NASA-JPL ventilator to be branded under its own brand name - MedKaire. It is currently undergoing stringent clinical tests by university hospitals/laboratories to produce the required clinical test reports for submission to the Medical Device Authority (MDA) under the Ministry of Health, Malaysia for their evaluation and approval.

Cloud Business

Being a net beneficiary of the COVID-19 pandemic and with the emergence of Cloud being a key driver in digital transformation which businesses could hardly ignore for long term sustainability, recurring revenue from the significant pool of the K-One Group's wholly-owned subsidiary ie GAP's existing customers is expected to be sturdy while contribution from development/implementation of Cloud solutions is envisaged to be stronger upon the normalization of economic activities in its key markets. Incidentally, the Malaysian government's Cloud-First policy of migrating 80% of public data to hybrid systems should promote Cloud buy-in by the private sector which is anticipated to boost the Cloud business's impending sales.

The Cloud business is in a sweet spot with many exciting periods of growth ahead for the Cloud market, driven by the rapid global rollout of 5G and the increasing adoption of Internet of Things (IoT) and Artificial Intelligence (AI) which enable more data and new types of data to be streamed from the Cloud. Sales generated from the Cloud business is expected to grow at a faster rate than the EMS business, with increasing overall business weightage contribution. The Group is leveraging on its Google Premier Partner award, the specific Public Sector Partner badge with Amazon (AWS), amongst other partnership programs and its market leadership in terms of sales and technical know-how in the Cloud space in Malaysia, ASEAN and Oceania to maintain and improve the growth trajectory.

The K-One Group is in the process of concluding on or before end 2Q'23 its Cloud expansion activities in Indonesia by increasing its stake from 15% to 51% in P. T. Gasia Pasific Indo and the planned set up of a joint venture company in Vietnam. It is still open to additional M&A opportunities to acquire companies in the Cloud space or those that are cybersecurity-based, as the latter is seen to be complementary to the Cloud business. It is the Group's strategy to further expand its Cloud business and deliver new collaborative Cloud offerings. The M&A route of business growth is ongoing as the Group wishes to take advantage of its debt-free position and cash surplus of RM42.5 million as at end 2022.

All said and done, the K-One Group is cognizant of the challenges ahead. The leadership is fully hands-on in managing the situation and is confident to deliver the optimal outcome for customers and shareholders while keeping employees engaged. With prudent planning and careful execution by the Management, the Group opines that the financial performance of the Group for the coming financial year will turnaround, barring unforeseen circumstances.

INTRODUCTION

As a leading electronics manufacturing services ("EMS") and cloud computing ("Cloud") provider listed on the ACE Market of Bursa Malaysia Securities Berhad, the K-One Group ("Group" or "K-One") is committed to delivering sustainable economic growth whilst contributing to the environment and social well-being of the communities it operates in. The Group fully recognises the importance of sustainability and how it creates positive impact in delivering long term value to all its stakeholders. Sustainability efforts carried out by the Group during the financial year reflecting the Group's steadfast belief to operate in a sustainable manner are reported in this Sustainability Statement ("Statement").

Since 2012, the Group has been registered as a participant of the UN Global Compact which is a United Nations' initiative to encourage businesses worldwide to adopt sustainable and socially responsible policies. Through sustainability management, the Group believes that it can create economic value, protect the environment and pursue social development.

SUSTAINABILITY STATEMENT
Cont'd

SCOPE

This Statement covers the Group's core businesses - EMS, Cloud and the emerging medical/healthcare supplies portfolio.

The Statement is prepared in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market ("AMLR") and guided by the Sustainability Reporting Guide issued by Bursa Malaysia Securities Berhad.

STAKEHOLDERS ENGAGEMENT

The Group continuously reaches out to its stakeholders in order to appreciate their concerns in relation to the Group's operating environment. Such engagements also provide opportunities for potential future collaborations. The sustainability concerns of the stakeholders are summarised below:-

Stakeholder	Sustainability Concern	Engagement Approach
Shareholders	• Business performance and growth • Return on investment • Financial performance	• Annual and extraordinary general meetings • Financial and corporate announcements
Board	• Corporate governance • Business strategy • Continuous business and operational improvements • Risk management and compliance with laws and regulations • Financial results • Interests of stakeholders and shareholders	• Board meetings • Annual and extraordinary general meetings • Corporate organised events
Employees	• Occupational health and safety • Fair remuneration • Fair employment practices • Career development opportunities	• Quarterly forums • Employee performance appraisal • Group organised events
Customers	• Manufacturing quality • Manufacturing capacity • Research and development • Product quality and safety • Supply chain disruption • Labour practices	• Plant audits • Virtual meetings • Ad hoc meetings
Suppliers	• Fair tender practices • Sustainable prices • Business continuity	• Supplier audits • Ad hoc meetings
Government/ Regulatory Authorities	• Manufacturing standards and policies • Compliance with applicable laws • Economic, environmental and social impacts • Collaborative programmes related to national agenda	• Continuous interaction • Formal and informal meetings • Participation in government programmes and initiatives
Non-Governmental Organisations & Local Communities	• Working conditions • Labour rights • Job creation for local communities • Support for community development	• Public events • Face-to-face interaction • Donations and financial aids • Company website and social media platforms

SUSTAINABILITY INITIATIVES

The Bursa Malaysia sustainability framework relates to three pillars of sustainable development i.e. economic, environment and social ("EES"). The Group has catergorised the key sustainability concerns which have the highest impact on its stakeholders and its ability to create long term value into the said three pillars of EES as below:-

ECONOMIC	ENVIRONMENT	SOCIAL
• Supply chain management and growth • Manufacturing quality/product safety • Business ethics and compliance • Labour practices • Business continuity	• Climate change • Energy and carbon management • Wastes and effluents management • Water management	• Human resources • Community contributions and development

ECONOMIC, ENVIRONMENT AND SOCIAL SUSTAINABLE PRACTICES

A. Economic

Given that good governance and ethical conduct are critical for building and maintaining trust and confidence, the Group strictly adheres to its Code of Conduct & Ethics and Whistleblowing Policies. The Group is committed to maintaining the highest standards of integrity in all business interactions and adopts a zero-tolerance policy in prohibiting any forms of bribery, corruption, extortion and embezzlement (covering promising, offering, giving or accepting any bribes).

The Group is of the view that maintaining products and services quality and safety are essential in contributing to business success. The Board places intense focus on continuous efforts in maintaining product and service quality and safety through rigorous quality control measures. Being ISO 9001, ISO 13485, ISO 14001, ISO 45001, IATF 16949 and ATEX certified coupled with FDA and MDA registered, it strictly complies with standard operating procedures in performing specific tasks to uphold the certifications and registrations which are subject to annual review. Customers feedback or complain will be attended by the project designee along with quality assurance personnel. Corrective and preventive actions will be carried out and monitored by the Quality Assurance function to prevent recurrence of complaints.

There has been an increased focus around the world on integrating sustainability practices into the supply chain. The Group has considered the environmental and human impact of its products' journey through the supply chain, from raw material sourcing to production, storage, delivery and every transportation link in between. In addition, the Group is committed to ensure that sustainable supply chain management and procurement values are practised and embedded into its culture. This would be achieved through the guidance of the principles and standards set out in the Group's Code of Conduct & Ethics and Whistle Blowing Policies. These policies define how its employees should conduct business with suppliers and how to deal with other stakeholders.

The Group supports responsible branding, marketing and promotion with customers and other stakeholders while maintaining an ethical professional relationship in its attempt to create sustainable value.

Each employee of the Group is required to comply with local laws and maintain a high standard of personal conduct while dealing with various stakeholders. Proper channels are established to instil confidence in employees and third parties to raise concerns about any irregular behaviour or practice and to mitigate risks and losses through the early discovery of such activities.

B. Environment

One of the visions of the Group is to leverage on its Cloud services arm to accelerate businesses to transition to a sustainable environment platform by cutting down on paper usage via digitalisation. Cloud is becoming a crucial component in the acceleration of environmental preservation process.

Furthermore, the adoption of Cloud can help enterprises to save energy. Cloud is a key to greener IT as it enables server virtualization which reduces total physical server footprints. The pay-as-you-use business model of Cloud encourages organisations to consume only as required, which in turn will drive energy and resource efficiencies simultaneously.

The Group is committed to comply with legal and regulatory requirements of the relevant authorities such as the Department of Environment to minimise the impact of human footprint on the environment and ensure that its businesses are operating in an environmentally responsible manner.

The Group's EMS business has consistently strived to improve its waste management, energy conservation and water consumption through the practice of 3Rs (Reduce, Reuse and Recycle) in all possible aspects of its business. To reduce carbon footprint, the EMS business consolidates its shipment of materials/components from suppliers and finished goods to customers to minimize trip frequency. Shipment mode has also been changed from air to road on any occasion possible to minimise fuel usage. Furthermore, the use of sustainable packaging materials is encouraged to minimise the impact on the environment and resources.

The EMS business is taking steps towards becoming a smart factory through the utilization of IoT applications and integration of all systems into one centralized digital platform. The Group will continue to push forward into automated production processes backed by advanced cloud solutions in its assembly lines. The final goal is to establish a digitalized production shopfloor which is green, yet highly efficient with optimum workforce utilization and raw materials usage.

Reflecting the Group's commitment to environmental and social compliance, the EMS business carried out an audit based on SEDEX Members Ethical Trade Audits (SMETA) in 2022. The SMETA audit was conducted based on 4 key areas namely, health and safety standard, labour standard, the environment and business ethics. According to the results of the SMETA audit, there was no negative material findings related to the said 4 key areas. In addition, it is the Group's practice that the Material and Internal Audit Departments monitor the suppliers' environmental and social compliance conditions based on the approved review/audit plan(s). The Group would plan corrective actions together with the suppliers for non-conformities detected during the reviews/audits and would check corrective actions taken in its follow-up audits.

C. Social

The Group is always reaching out to the local communities and the general society where it operates with the aim of promoting goodwill in the neighbourhood and "giving back" through various means to benefit the public at large.

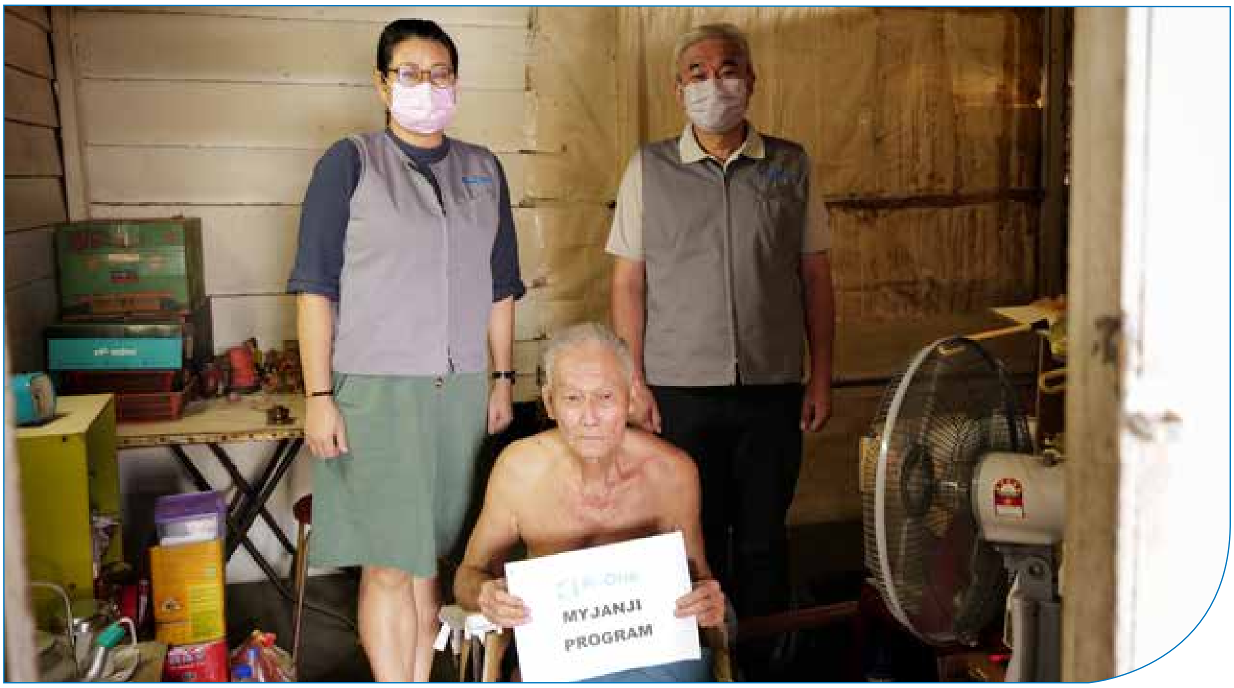
Caring for our Community

After a long three-year siege by the COVID-19 pandemic, most parts of the world moved on to the endemic phase towards the end of 2022. Businesses were gradually opening up in stages throughout the year and life got back to some form of normalcy towards year end 2022. The general population have learnt to live with the Covid-19 pandemic or more appropriate, endemic. During the pandemic, most people have gotten acquainted with COVID-19 self-test kits which has become an essential part of living safely. In order for us to monitor and be able to detect early infection, COVID-19 self-test kits is the easiest, fastest, cheapest and most convenient as it can be done in the comfort of our own space and at any time. This can be very helpful for one to take the necessary steps to remedy the infection as well as to prevent from infecting others.

When the government of the day decided to hold the General Election on 19 November 2022, the country was facing a spike of COVID-19 cases caused by the Omicron XBB variant. As SOPs in Malaysia have become less stringent to complement the reopening of the economy, the General Election may be an opportunity for Covid-19 to spread faster in days leading to the election day, much more so when the "rakyat" congregate at polling centres to cast their votes. With this in mind, the K-One CSR Team reached out to the Suruhanjaya Pilihan Raya (SPR) to contribute Covid-19 Antigen self-test kits, with the aim and hope of keeping their staff and volunteers safe. On 14 November 2022, the K-One CSR team visited the SPR Kuala Lumpur to deliver 2,100 pieces of the self-test kits to their centre. As for SPR Sarawak, K-One couriered 2,100 pieces of COVID-19 self-test kits to the centre in Sarawak for a similar purpose.

With the same objective of safety in mind, on 15 November 2022, the K-One CSR team visited Universiti Tunku Abdul Rahman (UTAR) and Tunku Abdul Rahman University of Management and Technology (TARUMT) in Kampar, Perak to sponsor 2,100 pieces of COVID-19 Antigen self-test kits for each university to be distributed to the students and staff. The self-test kits would come in handy as lecturers and students tend to work in enclosed areas such as lecture rooms which would put them in a more vulnerable position to contract the virus. Our K-One CSR Team was greeted by Mr. Andrew Lim from the Department of Alumni Relations and Placement, UTAR and the Campus Head of TARUMT, Dr. Joanne Yim during the visit. It was done with the sincere hope that these self-test kits would contribute to a safer environment for the lecturers and students and that the students would be able to enjoy their studies and activities with greater peace of mind.

Despite the various business challenges posed by the uncertain global economy and made worse by the long running COVID-19 pandemic, the Group continued to help the needy, underprivileged and disadvantaged individuals and families via its K-One MyJanji program. The show must go on, so to speak, as it is during such trying times that the underprivileged require financial assistance to tide over. In fact, there are always more deserving cases that the Group can help and it is always with a heavy heart that we have to turn some of them down.



Caring for our Employees

In regards to employees, we have always committed ourselves to providing a healthy and conducive environment whilst constantly striving to improve the quality of life of our workforce through training, skill development, career advancement and our very own Employee-Care Program, among others.

Amidst the pandemic that hit the world hard in 2020, K-One was granted the non-exclusive licence to manufacture and distribute the NASA/JPL's VITAL ventilator in May 2020. It was a key milestone for the Group but the journey to transform the privileged licensed ventilator with the necessary approvals to market was more challenging than thought. With perseverance and external support, K-One is getting there gradually but surely. As part of the ventilator milestones, K-One needed to prepare and upgrade the knowledge of its relevant staff on all crucial aspects in support of the ventilator business.

Towards this end, on 6 to 8 December 2022, its Medical Division hosted a 3-day training in regards to mechanical ventilation for 20 participants. The training was conducted at PJ Hilton Hotel by two highly qualified Respiratory Therapists; namely, Mr. Marvin Mah and Mr. Kumaran Maheswaran from Graphene Sdn. Bhd.

The training was very successfully carried out with the results below confirming so. In Table 1 below, we assessed the before and after-training knowledge and the percent (%) change after the training. The mean score is based on the 10-point psychometric Likert Scale (i.e. 1-10).

Table 1.

Assessment Category		Mean Score		Percent Change After Training
		Before Training	After Training	
a)	Knowledge of the respiratory system.	4.4	7.2	63.6%
b)	Knowledge on mechanical ventilation.	3.6	7.1	97.2%

The results from Table 1 showed that the participants' knowledge on the respiratory system and mechanical ventilation were much lower prior to the training, with reported mean scores of 4.4 and 3.6 respectively. Subsequently, after training, the mean scores increased by 63.6% to 7.2 for the respiratory system and by 97.2% to 7.1 on mechanical ventilation.

Apart from the above ventilation training, the Group had organized various management and technical specific courses tailored for the relevant groups of staff throughout 2022 with the aim of upgrading knowledge and competencies. Some of these courses include health and safety management, quality management and down to the basic of fork lift handling.

The Group fully supported the government's implementation of the minimum basic salary of RM1,500 per month effective 1 May 2022. Towards this end, it increased the salary for all staff concerned which comprise mainly its production employees to the minimum of RM1,500 per month without hesitation on the indicated effective date although it had a material adverse impact on its production costs. Taking into consideration the significant increase in the cost of living recently, the Group believes that the revised minimum wage was justified. The Group has not retrenched any staff in the 3 years of the pandemic. On the contrary, it has taken the opportunity to recruit new hires for replacements or to fill new vacancies as it continues to expand, particularly in its Cloud business.

On 27 and 28 August 2022, K-One participated in the Career Fair organised by myStarjob.com at Sunway Pyramid Convention Centre in the Klang Valley. During the exhibition, we managed to attract many fresh graduates from the Engineering and Information Technology disciplines to patronize our booth. It was indeed a fruitful event as we managed to secure a good candidate for our Project Team and a Business Development talent for Cloud Computing. The Career Fair has provided us with an opportunity to meet face-to-face and to interact with potential candidates, even to interview them on the spot. It was a good exercise where both parties managed to establish professional relationships and to discuss potential offers and job opportunities.

SUSTAINABILITY STATEMENT
Cont'd

As the world and Malaysia gradually return to some form of normalcy towards end 2022, K-One took the chance to gather its staff together for a feast – Malaysian style Kenduri, to celebrate the passing of 2022 and looking forward to 2023 with new hopes. The Kenduri is also to mark K-One having navigated through the Covid-19 pandemic unscathed, with its business sustained despite facing various lockdowns and a myriad of challenges. The Kenduri was held on 9 January 2023 at the main plant in Ipoh, Perak. During the Kenduri, K-One at the same time presented productivity related awards for outstanding work to 20 selected production staff as an appreciation for their hard work and dedication. The finale lucky draw event was indeed the most look forward event for the day with staff happily walking home with their lucky prizes.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Corporate Governance Overview Statement is prepared in compliance with the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market ('AMLR') and Malaysian Code on Corporate Governance ("MCCG") issued by the Securities Commission Malaysia. This statement gives the shareholders an overview of the corporate governance practices of the Group during financial year 2022.

The Corporate Governance Overview Statement is to be read in conjunction with the Corporate Governance ("CG") Report which provides a detailed application for each practice as set out in the MCCG. The CG Report is available for reference on the Group's website: https://www.k-one.com/About Us/Investor Relations/Corporate Governance Report/, as well as on Bursa Malaysia Berhad's website at www.bursamalaysia.com.

The Board of Directors (the "Board") is committed to practise the highest standards of corporate governance throughout the Group. The Board believes that good governance supports long-term value creation. The Group has in place a set of well-defined polices to uphold good corporate governance to protect the interest of stakeholders.

PRINCIPLES OF CORPORATE GOVERNANCE

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

1. Board Responsibilities

Board Leadership

The Board is actively overseeing the Group's conduct and provides direction to the Management on the business and affairs of the Group towards enhancing business prosperity and corporate accountability with the ultimate objective of realising long term shareholder value and safeguarding the interests of stakeholders.

The Board sets corporate values and clear lines of responsibility and accountability, including governance systems and processes that are communicated throughout the Group. It works closely with the Senior Management to ensure that the operations of the Group are conducted prudently and within the framework of relevant laws and regulations.

The roles and responsibilities of the Executive Chairman and Chief Executive Officer are separated and clearly defined, with each position being held by two (2) different individuals. Although the Executive Chairman and the Chief Executive Officer are brothers, they are both professional engineers registered with the Institution of Engineering & Technology, UK who are expected to exercise a high degree of independence, integrity and professionalism in the conduct of their business. They both hold Masters' degrees in their respective fields from reputable universities overseas which further substantiate their independence of thoughts, objective judgement and maturity.

Board Administration

The Board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures and advocate adoption of corporate governance best practices. The Directors have access to the advice and services of the Company Secretary and other professionals so as to ensure that Board meeting procedures are followed and that applicable rules and regulations are complied with. The Company Secretary regularly updates the Board on new statutes and directives issued by the regulatory authorities and keep the Board informed of their responsibilities.

Ethical Business Conduct

The K-One Group is against the use of corrupt practices in relation to its activities and promotes a culture of integrity within the organisation by ensuring that there are adequate policies and procedures to that effect which are implemented professionally. In this respect, the Board has put in place a comprehensive Code of Conduct & Ethics (COCE) which sets out acceptable practices and guide pertaining to the behaviour of Directors and employees of the Group. The COCE can be found at the Group's website: https://www.k-one.com/About Us/Investor Relations/ Code of Conduct & Ethics/.

The Group has zero tolerance on any conduct that constitutes a wrongdoing or malpractice which includes any breach of ethics or conflict of interest and/or any fraudulent act as described in the Anti-Corruption Policy and Procedures (ACPP). The ACPP is published on the Group's website: https://www.k-one.com/About Us/Investor Relations/ Anti- Corruption Policy and Procedures/.

The Board has also put in place the Whistle Blowing Policy (WBP) for Directors and employees, which could be used for reporting any individual personnel's improper conduct or organisational malpractice within the organisation. The WBP is available for reference on the Group's website: https://www.k-one.com/About Us/Investor Relations/ Whistle Blowing Policy/.

PRINCIPLES OF CORPORATE GOVERNANCE (CONTINUED)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

1. Board Responsibilities (Continued)

Ethical Business Conduct (Continued)

The above mentioned policies and procedures serve as control measures to address and manage the risks of fraud, bribery, corruption, misconduct and unethical practices for the long-term success of the Group.

Last but not least, the Board has established the Directors' Fit and Proper Policy (FPP), to ensure that any person to be appointed or elected/re-elected as a Director of the Group shall possess the necessary quality and character as well as integrity, competency and commitment to enable the discharge of the responsibilities required of the position in the most effective manner. The Directors' FPP is available on the Group's website: https://www.k-one.com/About Us/Investor Relations/ Fit and Proper Policy/.

Governing Sustainability

The Board is ultimately accountable for ensuring that sustainability is integrated into the strategic direction of the Group and its operations. To achieve this, the Board continuously ensures that there is an effective governance framework for sustainability within the Group.

In view of the above mentioned accountability, the Risk Management Committee ("RMC"), which is tasked to oversee the Group's various risks is required to supervise the Group's sustainability and climate related risks. The CEO, through the Management Committee, continues to be responsible for the strategic management of material sustainability matters of the Group.

In order to ensure that the Board is kept abreast on sustainability issues which are relevant to the Group's business and operations, the Chief Operating Officer provides quarterly updates to the Board on Environmental, Sustainability, Social and Governance (ESG) matters such as the Group's sustainability strategies, priorities and targets, in addition to news articles or reports, to ensure that the Board is kept abreast on the latest developments of the Group and trends, in the local and global scene.

2. Board Composition

Balanced Board

Currently, there are eight (8) Board members comprising of five (5) Independent Non-Executive Directors ("INEDs"), one (1) Non-Independent Non-Executive Director and two (2) Executive Directors. The Board is of the view that its composition, with an appropriate mix of INEDs and Executive Directors is adequate for the effective discharge of its functions and responsibilities. In addition, the members of the Board possess a wealth of experience in the electronic manufacturing services (EMS), cloud computing and other relevant industries. The profiles of the Directors are provided in pages 5 to 7 of the Annual Report. All these skills and experience enable the Board to effectively lead and control the Group.

Board Independence

The Group recognises that the composition of the Board should have a majority of independent directors (5 vs 3) in promoting objectivity during boardroom deliberations and impartiality in the decision-making process. This is especially important in areas where the interests of management, the Group, the shareholders and other stakeholders diverge, such as executive performance and remuneration, related party transactions, environmental issues and audit.

The Board Charter defines the policy on independence of Directors, which is available on the Company's website: https://www.k-one.com/About Us/Investor Relations/Board Charter/. The policy specifies the considerations taken into account by the Board to assess the independence of each Independent Director. In addition, it sets out the test of independence that will be used to determine the independence of Directors and the disclosure of information in the Company's Annual Report. Independent Directors will provide the Board with an annual confirmation of their independence based on the criteria set out in the policy. The Board through the Nomination Committee will assess the independence of Directors upon appointment, annually and when any new interests or relationships are disclosed by Directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT
Cont'd

PRINCIPLES OF CORPORATE GOVERNANCE (CONTINUED)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

2. Board Composition (Continued)

Appointment of Directors and Board Diversity

The Nomination Committee ("NC") is guided by the "Terms of Reference of the Nomination Committee" in carrying out its responsibilities in respect of the nomination, selection and appointment process of Directors for the Group and its subsidiaries. In this respect, the Board would establish a pool of potential Directors for its reference when considering new appointments, in line with the sourcing process and criteria for potential candidates as set out in the Terms of Reference. The Board and the Nomination Committee ("NC") conscientiously take into account the current diversity in the skills, experience, age, ethnicity (cultural background) and nationality of the existing Board in seeking potential candidate(s). This is to ensure an appropriate balance between the experience of the existing Directors and new perspectives of the incoming Directors. The Board also acknowledges the importance of gender diversity as an important element of a well-functioning board. Currently, the Board has a female Director, contributing 13% representation of women on the Board. The Board will endeavour to achieve 30% women representation on the Board in the next few years.

The NC in 2022 carried out a recruitment exercise to bring in a new Board member (Independent Director) with the appropriate skill sets, age and experience requirements as a proactive measure to prepare for the stepping down of two Independent Directors (Goh Chong Chuang and Loi Kim Fah) next year (2023) as they have exceeded the 12-year threshold to qualify as Independent Director. Further to this, Edward Ka Yen Chee was identified and subsequently, appointed as an INED of the Group on 1 August 2022.

Tenure of Independent Directors

The tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years to comply with the prescribed Practice of the MCCG pertaining to Board Independence. However, if the Board continues to retain the independent director after the ninth year, the Board should seek annual shareholders' approval through a two-tier voting process. Upon completion of the twelfth year, an independent director may continue to serve on the Board as a non-independent director.

Two (2) of the five (5) Independent Directors, namely; Goh Chong Chuang and Loi Kim Fah, whose tenures have exceeded 12 years expressed their intention of not seeking re-election and will relinquish their positions upon the conclusion of the twenty-second Annual General Meeting ("AGM").

Review of Board Performance

The Nomination Committee annually performs an assessment of the effectiveness and performance of the Board, Board Committees and individual Directors in order to verify that the Board is functioning proficiently as a whole.

Each Director would complete detailed questionnaires, covering among other things; contribution to interaction, quality of input, understanding of role and personal developments with the aim of enhancing Board performance. An evaluation of each Board Committee would also be done by assessing the structure, roles and responsibilities, performance of the respective Chairman, as well as Committee's performance against its Terms of Reference.

Assessments and evaluations were conducted for 2022 and the Board was satisfied with the overall performance of its Directors and the respective Committees.

Re-election of Directors

The Constitution of the Company provides that at least one-third of the Directors are subject to retirement by rotation at every AGM such that each Director shall retire from office once in every three (3) years and are eligible to offer themselves for re-election. The Constitution also provides that a Director who is appointed during the financial year shall be subject to re-election at the next AGM to be held following his/her appointment.

PRINCIPLES OF CORPORATE GOVERNANCE (CONTINUED)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

3. Remuneration

The Board has established a formal and transparent process for approving the remuneration of the Board and the Senior Management. The remuneration adjustments are reviewed by the Remuneration Committee ("RC") on an annual basis prior to making its recommendations to the Board for approval. In its review, the RC considers various factors which includes, amongst others, the Group's financial performance and the individual's achievements against the goals set. As for the Non-Executive Directors' ("NEDs"), they would be measured based on execution of fiduciary duties, time commitments expected of them and the Group's financial performance. The Board is mindful that fair remuneration is critical to attract, retain and motivate the Directors. The benefits payable to the said Directors shall from time to time be determined by an Ordinary Resolution of the Company in a general meeting in accordance with Section 230 of the Companies Act 2016.

The RC is also responsible to approve the annual salary increments and performance bonuses of the Senior Management in respect of each financial year.

The details of the Directors' remuneration for the financial year ended 31 December 2022 are as follows:

	Salaries and Other Emoluments* RM'000	Fees RM'000	Meeting Allowances RM'000	Benefits-In-Kind RM'000	Total RM'000
Executive Directors					
Ir. Edwin Lim Beng Fook	1,019	-	-	-	1,019
Dato' Martin Lim Soon Seng	1,019	-	-	-	1,019
Non-Executive Directors					
Bjørn Bråten	-	-	-	-	-
Goh Chong Chuang	-	58	7	-	65
Loi Kim Fah	-	58	7	-	65
Anita Chew Cheng Im	-	58	6	-	64
Dato' Azlam Shah bin Alias	-	58	7	-	65
Edward Ka Yen Chee**		24	3		27
Total	**2,038**	**256**	**30**	**-**	**2, 324**

Notes:
** Salaries and other emoluments comprise basic salary, bonus and EPF.*
*** Appointed on 1 August 2022.*

4. Board Committees

To assist the Board in discharging its duties, the Board has established a number of Board Committees whose compositions and Terms of Reference are in accordance with the AMLR and consistent with the recommendations of the MCCG. These Board Committees are:-

a) Audit & Risk Management Committee ("ARMC");
b) Nomination Committee ("NC"); and
c) Remuneration Committee ("RC").

PRINCIPLES OF CORPORATE GOVERNANCE (CONTINUED)

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS (CONTINUED)

4. Board Committees (Continued)

The composition of the Board Committees and the attendance of members at Board Committees meeting held in 2022 are as follows:

Director	Board	ARMC	NC	RC
Ir. Edwin Lim Beng Fook *(Executive Chairman)*	4/4*			
Dato' Martin Lim Soon Seng *(Chief Executive Officer)*	4/4			4/4
Bjørn Bråten *(Non-Independent Non-Executive Director)*	4/4	4/4	4/4	
Goh Chong Chuang *(Independent Non-Executive Director)*	4/4	4/4	4/4*	4/4*
Loi Kim Fah *(Independent Non-Executive Director)*	4/4	4/4*	4/4	4/4
Anita Chew Cheng Im *(Independent Non-Executive Director)*	4/4	4/4		
Dato' Azlam Shah bin Alias *(Independent Non-Executive Director)*	4/4	4/4		
Edward Ka Yen Chee *(Independent Non-Executive Director)*	2/2^	2/2^		

Note:
* *Chairman of the Board/Committee.*
^ *Appointed on 1 August 2022.*

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

1. Audit & Risk Management Committee

The ARMC comprises of five (5) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. It is chaired by Loi Kim Fah, who is an Independent Non-Executive Director and not the Chairman of the Board.

The composition of the ARMC is reviewed annually to ensure that the Chairman and members are financially literate and are able to carry out their duties in accordance with the Terms of Reference of the ARMC. The ARMC members are expected to continuously update their knowledge and enhance their skills. Based on the performance evaluation of the ARMC for the financial year ended 31 December 2022, the Board is satisfied that the Chairman and members of the ARMC have discharged their responsibilities effectively.

Please refer to the Audit & Risk Management Committee Report on pages 35 to 37 for further information on our Audit & Risk Management Committee.

2. Risk Management and Internal Control Framework

The Group has established a Risk Management Committee ("RMC") since end 2012. The RMC oversees the risk management matters of the Group. It supports the ARMC and Board in fulfilling its responsibility in identifying significant risks and ensuring the implementation of appropriate systems to manage the overall risk exposure of the Group.

With regards to the internal control framework, the Group's internal control is designed to manage the Group's risk within acceptable risk profile and provides reasonable assurance against material errors, misstatement or irregularities. In view of the limitations inherent in any system of internal control, such a system is designed to mitigate rather than eliminate risks of failure to achieve corporate objectives. Accordingly, the system provides reasonable and not absolute assurance against material error, misstatement or loss. The system of internal control covers, inter alia, risks management, financial, operational and compliance controls.

The Statement on Risk Management and Internal Control is set out on pages 38 to 40 of the Annual Report 2022.

PRINCIPLES OF CORPORATE GOVERNANCE (CONTINUED)

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

1. Effective Communication with Shareholders and Investors

The Group is dedicated in maintaining good communications with shareholders and investors through communication channels such as the Annual Report, announcements through Bursa Malaysia and AGM/EGMs. The Group continues to fulfil its duty on the required disclosure obligation according to the guidelines and regulation of Bursa Malaysia's Corporate Governance Guidelines. All disclosures of material corporate information will be disseminated in an accurate, clear and timely manner via announcements on Bursa Malaysia.

The Group values dialogues with its shareholders, potential investors, institutional investors and analysts and is available as appropriate to explain or further clarify any information already disclosed in its Annual Report or announcements through Bursa Malaysia. The Board has designated Ir. Lim Beng Fook and Loi Kim Fah, as Board Chairman and Audit Committee Chairman respectively to answer any queries or clarify any matters concerning the Group. Both Directors can be reached by email at corp@k-one.com.

2. AGM

The AGM is another avenue for shareholders to interact with the Senior Management of the Group. Shareholders will be notified of the meeting date and time together with a copy of the Company's abridged Annual Report at least 28 days before the meeting is held. On 30 May 2022, the Company conducted its 21st AGM through live streaming and online remote voting (fully virtual) using Virtual Meeting Facilities provided by Acclime Corporate Services Sdn Bhd. The Chairman of the meeting was present at the broadcasting venue of Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur. All Board members, including the Chairperson of ARMC, NC and RC, attended and participated in the 21st Virtual AGM. The remote poll voting results were scrutinised by an independent scrutineer.

3. Professional Development of Directors

During the financial year, the Directors were accorded with opportunities to continue to professionally develop and maintain their skills and knowledge. The Directors attended a range of training programmes to keep themselves abreast of legislative changes and industry practices. The Board was satisfied with the type of training programmes the Directors attended throughout the year.

The list of training programmes that were attended by the Board members are outlined below:

Date of Training	Programme	Organised by	Attended by
5.1.22	Environment, Social And Governance ("ESG") Training	PwC Malaysia	Dato' Azlam Shah bin Alias
24.2.22	Common Transfer Pricing Risks for Malaysian Business Models	Transfer Pricing Solutions Malaysia	Edward Ka Yen Chee
28.2.22	Roundtable Forum On Table Forum On Sekolah Kita: Collaborating To Improve Access To Education For Orang Asli Children	Institute of Democracy And Economic Affairs (IDEAS)	Dato' Azlam Shah bin Alias
2 & 9.3.22	TCFD Climate Disclosure Training Programme	Bursa Malaysia Securities Berhad	Dato' Azlam Shah bin Alias
8.3.22	Managing Transfer Pricing in Asia	Transfer Pricing Solutions Malaysia	Edward Ka Yen Chee
24.3.22	New OECD Guidelines - What does this mean for Malaysian Taxpayers?	Transfer Pricing Solutions Malaysia	Edward Ka Yen Chee
18.6.22	Transfer Pricing Documentation: Do's and Don'ts	Malaysian Institute of Accountants	Edward Ka Yen Chee
23-24.6.22	Third Malaysia Competition Law Conference 2022	Malaysia Competition Commission (MyCC)	Dato' Azlam Shah bin Alias

CORPORATE GOVERNANCE OVERVIEW STATEMENT
Cont'd

PRINCIPLES OF CORPORATE GOVERNANCE (CONTINUED)

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

3. Professional Development of Directors (Continued)

The list of training programmes that were attended by the Board members are outlined below: (Continued)

Date of Training	Programme	Organised by	Attended by
30.6.22	Share Buy-Back: A Regulatory Perspective	CKM Advisory Sdn Bhd	Dato' Azlam Shah bin Alias
2-3.8.22	National Tax Conference 2022	Inland Revenue Board	Loi Kim Fah
25.8.22	ESG Oversight: Role of the Board	Institute Of Corporate Directors Malaysia (ICDM)	Dato' Azlam Shah bin Alias
1.9.22	Chair Masterclass	ICDM	Dato' Azlam Shah bin Alias
20.10.22	Digital Transformation in Small and Medium Practices	Malaysian Institute of Accountants	Edward Ka Yen Chee
20.10.22	Practical Guide to Anti-Money Laundering / Countering Financing of Terrorism (AML/CFT) Internal Policies, Procedures and Controls & Data and Compliance Report (DCR) 2022	Ingenique Solutions Pte Ltd	Edward Ka Yen Chee
27.10.22	Young Professionals on Corporate Board is a Game Change	Association of Chartered Certified Accountants	Edward Ka Yen Chee
8.11.22	ESC Under The Listed Entity Director Programme	Singapore Institute of Directors	Anita Chew Cheng Im
21-22.11.22	Mandatory Accreditation Programme (MAP)	ICDM	Edward Ka Yen Chee
24.11.22	United Nations (UN) Global Compact	GO ESG ASEAN 2022 Summit	Edward Ka Yen Chee
24-25.11.22	ISQM Implementation Part 2 – Formulating The Firm's ISQM Manual – Policies And Procedures	Malaysian Institute of Accountants	Loi Kim Fah
30.11.22	Bursa Malaysia Immersive Experience: The Board "Agender"	Bursa Malaysia	Dato' Azlam Shah bin Alias
1.12.22	The Board "Agender"	Bursa Malaysia	Ir. Edwin Lim Beng Fook
6.12.22	AOB Conversation With Audit Committee Members	Securities Commission Malaysia	Anita Chew Cheng Im
6.12.22	Audit Oversight Board Conversation With Audit Committees	Securities Commission Malaysia	Dato' Azlam Shah bin Alias
8.12.22	Audit Oversight Board Conversation with Audit Committees	Securities Commission Malaysia	Ir. Edwin Lim Beng Fook
16.12.22	Optimising On Latest Tax Incentives In Malaysia	Malaysian Institute of Accountants	Loi Kim Fah
20.12.22	Malaysia AML/CFT Regulations & Trends 2023	Ingenique Solutions Pte Ltd	Edward Ka Yen Chee
28.12.22	Withholding Taxes And Other Related Tax Issues	Malaysian Institute of Accountants	Loi Kim Fah

This Corporate Governance Overview Statement was approved by the Board of Directors on 23 February 2023.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT

The Company established an Audit Committee on 3 February 2005 and it was restructured as the Audit & Risk Management Committee in 2018. The Audit & Risk Management Committee comprises of five (5) members who are as follows:

Chairman	Loi Kim Fah	Independent Non-Executive Director
Members	Goh Chong Chuang	*Independent Non-Executive Director*
	Anita Chew Cheng Im	*Independent Non-Executive Director*
	Dato' Azlam Shah bin Alias	*Independent Non-Executive Director*
	Edward Ka Yen Chee*	*Independent Non-Executive Director*
	Bjørn Bråten	*Non-Independent Non-Executive Director*

TERMS OF REFERENCE

The terms of reference which include Composition, Authority, Responsibilities, Meetings and Functions of the Audit & Risk Management Committee are disclosed and published on the Group's website. During the financial year, the Board had reviewed the performance and effectiveness of the Committee and its members in discharging their functions, duties and responsibilities under the aforesaid terms of reference.

MEETINGS

There were four (4) Audit & Risk Management Committee meetings held during the financial year ended 31 December 2022. The details of the attendance of each member of the Audit Committee are as follows:

		TOTAL MEETINGS ATTENDED BY COMMITTEE MEMBERS	PERCENTAGE OF ATTENDANCE
Loi Kim Fah	*Chairman/Independent Non-Executive Director*	4/4	100%
Goh Chong Chuang	*Member/Independent Non-Executive Director*	4/4	100%
Anita Chew Cheng Im	*Member/Independent Non-Executive Director*	4/4	100%
Dato' Azlam Shah bin Alias	*Member/Independent Non-Executive Director*	4/4	100%
Edward Ka Yen Chee	*Member/Independent Non-Executive Director*	2/2*	100%
Bjørn Bråten	*Member/Non-Independent Non-Executive Director*	4/4	100%

* *Appointed on 1 August 2022.*

SUMMARY OF WORK

During the financial year, the main activities undertaken by the Audit & Risk Management Committee include:

(a) Financial Reporting

- Reviewed with the appropriate Officers of the Group, the quarterly financial results and annual audited financial statements, including the announcements pertaining thereto, before recommending them for the Board's approval;

- Reviewed and ensured corporate disclosure policies and procedures of the Group pertaining to accounting, audit and financial matters complied with the disclosure requirements as set out in the AMLR;

- Reviewed the related/interested party transactions (if any) that may arise within the Company and the Group to ensure compliance with the Malaysian Accounting Standards Board, AMLR and other relevant authorities and to ensure that such transactions were (if any):

  - undertaken in the ordinary course of business;
  - carried out at arm's length and based on normal commercial terms consistent with the Group's usual business practices and policies;
  - on terms not more favourable to the related parties than those generally available to the public; and
  - not detrimental to the minority shareholders of the Company.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT
Cont'd

SUMMARY OF WORK (CONTINUED)

(b) External Audit

- Reviewed with the External Auditors their terms of engagement, proposed audit remuneration and the audit plan for the financial year to ensure that their scope of work adequately covers the activities of the Group;

- Reviewed the results and issues arising from the External Auditors' review of the financial statements and the resolution of issues highlighted in their report to the Committee;

- Reviewed the presentation of the financial statements of the Group with the External Auditors to ensure adequacy of disclosure of information essential to a fair and full presentation of the financial affairs of the Group for recommendation to the Board for approval;

- Reviewed the independence, suitability, objectivity and cost effectiveness of the External Auditors before recommending their re-appointment and remuneration to the Board; and

- Obtained written assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement.

(c) Internal Audit

- Reviewed with the internal auditors, their audit plan for the financial year, ensuring that principal risk areas and key processes were adequately identified and covered in the plan;

- Reviewed the Internal Audit Reports on findings and recommendations and Management's response thereto to ensure adequate remedial actions have been taken;

- Reviewed the results of ad-hoc investigations performed by the internal auditors and the actions taken relating to those investigations;

- Reviewed the adequacy of resources and the competencies of staff within the Internal Audit Department to execute the audit plan, as well as the audit programmes used in the execution of the internal auditors' work and the results of their work;

- Reviewed the results of the internal assessment performed on the Internal Audit function;

- Reviewed the performance of internal audit staff; and

- Reviewed the adequacy of the charter of the Internal Audit function.

(d) Others

- Reviewed the Executive Chairman's Statement, CEO's Operations Review, Sustainability Statement, Management's Discussion and Analysis of Business Operations and Financial Performance, Audit & Risk Management Committee Report, Statement on Risk Management and Internal Control and Corporate Governance Overview Statement prior to their inclusion in the Company's Annual Report 2022; and

- Reviewed the adequacy of the terms of reference of the Committee.

AUDIT AND RISK MANAGEMENT COMMITTEE REPORT
Cont'd

INTERNAL AUDIT FUNCTION

An Internal Audit Department under the Internal Audit Manager which stands independent of the activities or operations was set up on 3 January 2007 to support the Audit & Risk Management Committee in the discharge of its duties.

The Internal Audit function focuses mainly on the key risk areas based on the approved internal audit plan by the Audit & Risk Management Committee. The primary objectives of the Internal Audit function include reviewing the adequacy, integrity and effectiveness of the system of internal controls, compliance with the established policies and procedures, guidelines, laws and regulations and reliability and integrity of information.

The Internal Audit function adopts a risk-based approach in determining the audit areas and execution of its audits. In addition, special reviews may be made at the request of the Audit & Risk Management Committee and Senior Management on specific areas of concern, particularly, in relation to high risk areas identified during the course of business. These reviews would provide additional assurance and comfort on the integrity and robustness of the internal control systems.

Areas for improvement and audit recommendations are forwarded to the Management for attention and further actions. The Management is responsible to ensure that corrective actions are implemented within the required time frame. The audit reports which provide the results of the audit conducted are submitted to the Audit & Risk Management Committee for review. Key control issues and recommendations are highlighted to enable the Committee to execute its oversight function.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL

The Malaysian Code on Corporate Governance requires the Board of Directors to maintain a sound system of internal control to safeguard shareholders' investment and the Group's assets. The Board is pleased to include a statement on the state of the Group's risk management and internal control.

BOARD RESPONSIBILITIES

The Board affirms its responsibility in maintaining the Group's system of internal control and risk management and in seeking regular assurance on the adequacy and integrity of the internal controls and risk management systems and processes to safeguard shareholders' value and the Group's assets.

The identification, evaluation and management of significant risks faced by the Group is an ongoing process during the financial year and up to the date of approval of this statement for inclusion in the Annual Report.

RISK MANAGEMENT

To further strengthen the risk management process, the Group has formed a Risk Management Committee since end 2012, comprising Heads of Divisions with the objective of reviewing, minimising or avoiding major risks. The Risk Management Committee is tasked with assessing risks arising from the external environment, internal operations and the financial aspects. During the year under review, the Risk Management Committee presented key business risks which included external, operational and financial risks to the Audit & Risk Management Committee and the Board.

The Group consciously covers and transfers certain risks by securing adequate insurance indemnity against product and public liabilities, goods in-transit damage/loss and fire mishap. As for risks which cannot be covered by insurance, the Group would find ways to mitigate them as much as possible.

The Board regards the risk management and internal control system as an integral part of the overall management processes. The Audit & Risk Management Committee is supported by the Internal Audit Department which provides an independent assessment and evaluation of the effectiveness of the Group's risk management on a quarterly basis.

KEY ELEMENTS OF INTERNAL CONTROLS

Key elements of the Group's internal controls that have been in place include the following:

i. Formal Organisation Structure

The Group has in place a well-defined organisational structure with well-defined lines of reporting, responsibilities and level of authority to ensure quick response to changes in an ever changing and challenging business environment and to ensure effective supervision of day-to-day operations.

ii. Regular Performance Reporting

- Quarterly management reports are generated to facilitate the Board and the Senior Management in performing financial and operational reviews on the various operating units of the companies within the Group. The reports comprise comparison of results of current period with prior period and variances between budget and operating results.

- Monthly management meetings are chaired by the Chief Executive Officer to discuss the Group's operations and performance, including the tracking of sales opportunities. Other matters being discussed are collections, marketing strategy for new product launches, feedback on progress of product design and development, highlights on shortcomings or problems in conjunction with the proposed corrective actions and potential risks that may affect the achievements of the Group's business objectives together with the proposed mitigating plans.

iii. Documented Policies And Procedures

The Group has in place documented policies and procedures which form an integral part of the internal control system to safeguard shareholders' investment and the Group's assets against material losses.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL
Cont'd

KEY ELEMENTS OF INTERNAL CONTROLS (CONTINUED)

iv. Code of Business Conduct

The Group's formalised business ethics through a Code of Conduct & Ethics has been further strengthened in line with Section 17A of the Malaysian Anti-Corruption Commission (MACC) Act which was enforced with effect from 1 June 2020. Staff are briefed upon joining and subsequently reminded to adhere to the Code of Conduct & Ethics which is available on the Company's website. Actions have also been taken to cascade the implementation of the enhanced Code of Conduct & Ethics to third parties which includes suppliers and business partners.

To ensure ethical and responsible business practices, the Supplier Ethical Data Exchange (Sedex) audit was carried out in June 2022 to check for compliances and upholding of ethical and responsible business values which the Group passed with no key concerns.

v. Quality Control

The Group emphasises continuous scrutiny in maintaining the quality of products. Being ISO 9001, ISO 13485, ISO 14001, ISO 45001, IATF 16949, ATEX certified, in addition to FDA and MDA registered, it strictly complies with standard operating procedures in performing specific tasks to uphold the certifications and registration which are subject to annual review.

vi. Internal Audit

The Internal Audit Department ("IAD") was established by the Board to undertake continuous testing and assessments on the adequacy and effectiveness of the risk management, internal control and governance processes so as to provide reasonable assurance that such systems continue to operate efficiently and effectively. A risk-based approach is used to establish the Annual Audit Plan and approved by the Audit & Risk Management Committee of the Board. The internal audit reports, including significant findings, recommendations for improvements and management response to the recommendations are shared with the Management and reported to the Audit & Risk Management Committee on a quarterly basis. Follow-up reviews are performed and the status of the implementation of action plans by the Management are monitored and reported to the Audit & Risk Management Committee.

Based on the internal audit reviews carried out in 2022, none of the weaknesses noted have resulted in any material losses, contingencies or uncertainties that would require separate disclosure in this Annual Report.

The IAD is placed under the direct supervision and authority of the Audit & Risk Management Committee of the Board to ensure its independence. The IAD reports functionally to the Audit & Risk Management Committee Chairman and administratively to the Chief Executive Officer. The IAD's activities are guided by the Internal Audit Charter approved by the Audit & Risk Management Committee and the latest requirements of the International Professional Practice Framework ("IPPF") of the Institute of Internal Auditors.

vii. Audit & Risk Management Committee

The Audit & Risk Management Committee was set up with the view to assist and provide the Board with added focus in discharging its duties. For 2022, the Audit & Risk Management Committee met four (4) times to review the financial performance and operations relating to business performance, productivity, internal controls and risk management of the Group, following which had reported its deliberations and recommendations to the Board. Henceforth, the Audit & Risk Management Committee will continue to convene quarterly meetings to advise the Board on findings and in particular, improvements of the risk management and internal controls of the Group.

ADEQUACY AND EFFECTIVENESS OF RISK MANAGEMENT AND INTERNAL CONTROLS

For the financial year under review, the Board is satisfied with the adequacy and effectiveness of the Group's system of risk management and internal control to safeguard shareholders' interest and the Group's assets. There have been no material control weaknesses or failures that would result in material misstatements, losses or fraud to the Group.

Towards this end, the Board has received assurance from the Chief Executive Officer and the Finance Director that the Group's risk management and internal control systems are operating adequately and effectively in all material aspects based on the risk management and internal control systems of the Group.

The Board is of the view that the risk management and internal control systems in place for the year under review and up to the date of this report are sound and adequate to safeguard the shareholders' investment, the interests of various stakeholders, regulators and the employees at large.

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL
Cont'd

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The external auditors have reviewed by conducting a limited assurance engagement on this Statement on Risk Management and Internal Control in accordance with Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised) and AAPG 3, Guidance for Auditors on Engagements to Report on the Statement of Risk Management and Internal Control included in the Annual Report. Assurance engagement other than audits or reviews of historic financial information and reported to the Board that are based on the procedures performed, nothing has come to their attention that causes them to believe that the Statement on Risk Management and Internal Control intended to be included in the Annual Report is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers to be set out nor is factually inaccurate.

The Statement on Risk Management and Internal Control has been approved by the Board of K-One Technology Berhad on 23 February 2023.

ADDITIONAL COMPLIANCE INFORMATION

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are required by the Companies Act, 2016 ("Act") to invoke the Management to prepare the financial statements for each financial year in accordance with the Malaysian Financial Reporting Standards ("MFRSs") and the International Financial Reporting Standards ("IFRSs") to give a true and fair view of the financial position and cash flows of the Group and the Company for the financial year as per the requirements of the Act. Where there are new accounting standards or policies that become effective during the financial year, the impact of these new requirements will be stated in the notes to the financial statements accordingly.

In the preparation of the financial statements, the Board is satisfied that the Management has:

- adopted the appropriate accounting policies and applied them consistently;
- ensured compliance with MFRSs, IFRSs and the requirements of the Act;
- made estimates and judgements which are reasonable and prudent; and
- used the going concern basis for the preparation of the financial statements.

The Directors have undertaken the responsibility to ensure that the Group and the Company kept accounting records which disclosed with reasonable accuracy the financial position of the Group and the Company, to enable them to ensure that financial statements comply with the provisions of the Act. The Directors have also taken such steps as were reasonably available to them to safeguard the assets of the Group and the Company to prevent and detect fraud and other irregularities.

MATERIAL CONTRACT INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTEREST

There were no material contracts entered into by the Company and its subsidiaries involving Directors and Major Shareholders' interest.

REVALUATION OF LANDED PROPERTIES

The Group did not revalue its landed properties during the financial year.

FINANCIAL STATEMENTS

The directors hereby submit 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 are in research, design and development, manufacturing and supply of healthcare, medical, Internet of Things ("IoT"), industrial and consumer electronics end products and sub-systems, provision of cloud computing service and investment holding. The principal activities of its subsidiaries are set out in Note 9 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM	Company RM
Loss for the financial year, net of tax	(100,015)	(1,782,213)
Attributable to:		
Owners of the Company	(100,015)	(1,782,213)

DIVIDENDS

No dividend has been paid or declared by the Company since the end of the previous financial year.

The directors do not recommend the payment of any dividends in respect of the financial year ended 31 December 2022.

RESERVES OR PROVISIONS

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

BAD AND DOUBTFUL DEBTS

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

At the date of this report, the directors are not aware of any circumstances which would render it necessary to write off any bad debts or render the amount of allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent.

CURRENT ASSETS

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

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

VALUATION METHODS

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

DIRECTORS' REPORT
Cont'd

CONTINGENT AND OTHER LIABILITIES

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

(i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; and
(ii) any contingent liabilities in respect of the Group or of the Company which has arisen since the end of the financial year.

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

CHANGE OF CIRCUMSTANCES

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

ITEMS OF MATERIAL AND UNUSUAL NATURE

In the opinion of the directors,

(i) the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material and unusual nature; and

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

ISSUE OF SHARES AND DEBENTURES

During the financial year, no new issue of shares or debentures were made by the Company.

EMPLOYEES' SHARE OPTION SCHEME ("ESOS")

At an Extraordinary General Meeting held on 20 January 2017, the Company's shareholders approved the establishment of an ESOS for directors and employees who meet the criteria of eligibility for participation. The ESOS was implemented on 7 March 2017 and was in force for a period of 5 years which expired on 7 March 2022.

The salient features and other details of the ESOS are disclosed in Note 19 to the financial statements.

The options offered for the subscription of unissued ordinary shares and the respective exercise prices are as follows:

		Number of ESOS options				
Grant date	Exercise price	At 1.1.2022	Granted	Exercised	Lapsed	At 31.12.2022
13.3.2017	RM0.14	990,000	-	-	(990,000)	-
25.7.2018	RM0.17	600,000	-	-	(600,000)	-
10.7.2018	RM0.16	229,200	-	-	(229,200)	-
13.1.2020	RM0.19	5,462,500	-	-	(5,462,500)	-

On 7 March 2022, the ESOS of the Company had expired and consequently, the remaining 7,281,700 unexercised options lapsed on the expiry date.

DIRECTORS

The directors in office during the financial year and during the period from the end of the financial year to the date of the report are:

Ir. Lim Beng Fook *
Dato' Lim Soon Seng *
Bjørn Bråten
Goh Chong Chuang
Loi Kim Fah
Anita Chew Cheng Im
Dato' Azlam Shah bin Alias
Ka Yen Chee (Appointed on 1 August 2022)

* Directors of the Company and certain subsidiaries

Other than as stated above, the names of the directors of the subsidiaries of the Company in office during the financial year and during the period from the end of the financial year to the date of this report are:

Goh Kiang Kiat
Goh Kiang Kian
Chen Kak Toong
Choi Keng Mun
Toh Zhen Ning
Goo Kok Khian (Appointed on 15 September 2022)
Lim Han Joo, Andrew (Resigned on 18 July 2022)

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings required to be kept by the Company under Section 59 of the Companies Act 2016 in Malaysia, the interests of directors in office at the end of the financial year in shares in the Company during the financial year were as follows:

Interests in the Company

	Number of Ordinary Shares			
	At 1.1.2022	Bought	Sold	At 31.12.2022
Direct interest				
Ir. Lim Beng Fook	126,772,273	-	-	126,772,273
Dato' Lim Soon Seng	108,618,078	-	-	108,618,078
Bjørn Bråten	31,492,432	-	-	31,492,432
Goh Chong Chuang	1,689,864	-	-	1,689,864
Loi Kim Fah	1,333,560	-	-	1,333,560
Anita Chew Cheng Im	600,000	-	-	600,000

	Number of ESOS				
Name	Balance as at 1.1.2022	Granted	Exercised	Lapsed	Balance as at 31.12.2022
Dato' Azlam Shah bin Alias	600,000	-	-	(600,000)	-

Other than as stated above, none of the other directors in office at the end of the financial year had any interest in ordinary shares or debentures of the Company and its related corporations during the financial year.

DIRECTORS' REPORT
Cont'd

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable, by the directors as shown below) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any deemed benefits which may arise from transactions entered into in the ordinary course of business as disclosed in Note 30 to the financial statements.

The directors' benefits of the Group and of the Company were as follows:

	Group RM	Company RM
Directors of the Company		
Executive:		
Salary and other emoluments	2,038,400	-
Non-executive:		
Fees	254,400	254,400
Allowances	30,000	30,000
	2,322,800	284,400
Directors of the subsidiaries		
Executive:		
Fees	19,150	-
Salary and other emoluments	1,357,320	-
	1,376,470	-
	3,699,270	284,400

Neither during, nor at the end of the financial year, was the Company a party to any arrangements where the object is to enable the directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate, other than those arising from the share options granted under the said ESOS.

INDEMNITY TO DIRECTORS AND OFFICERS

During the financial year, the total amount of indemnity insurance coverage and insurance premium paid for the directors and officers of the Company and subsidiaries were RM8,000,000 and RM13,010 respectively.

SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 9 to the financial statements.

The auditors' reports on the financial statements of the subsidiaries did not contain any qualification.

SIGNIFICANT EVENTS DURING AND SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Details of significant events during and subsequent to the end of the financial year are disclosed in Note 34 to the financial statements.

AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng PLT, have expressed their willingness to continue in office.

The auditors' remuneration of the Group and of the Company during the financial year were RM266,388 and RM85,400 respectively.

This report was approved and signed on behalf of the Board of Directors in accordance with a resolution of the directors:

....
IR. LIM BENG FOOK
Director

....
DATO' LIM SOON SENG
Director

Date: 17 April 2023

STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	Group 2022 RM	Group 2021 RM	Company 2022 RM	Company 2021 RM
ASSETS					
Non-current assets					
Property, plant and equipment	5	16,959,464	17,585,957	3,614,857	3,672,043
Investment property	6	4,632,000	4,800,000	4,632,000	4,800,000
Goodwill on business combination	7	18,561,563	18,561,563	-	-
Other intangible assets	8	65,356	29,477	-	-
Investment in subsidiaries	9	-	-	97,090,784	96,039,674
Deferred tax assets	10	2,226,200	1,929,856	-	-
Other investment	11	115,171	115,171	-	-
Total non-current assets		42,559,754	43,022,024	105,337,641	104,511,717
Current assets					
Inventories	12	33,531,664	27,667,784	-	-
Receivables, deposits and prepayments	13	38,644,692	29,850,996	79,548	74,206
Contract costs	14	382,418	-	4,500	-
Contract assets	15	3,548,508	2,992,351	-	-
Current tax assets		1,589,185	2,322,445	218,544	175,839
Short-term cash investment	16	5,074,531	16,538,008	2,074,531	7,038,008
Cash and cash equivalents	17	37,375,998	29,870,977	7,687,781	6,650,554
Total current assets		120,146,996	109,242,561	10,064,904	13,938,607
TOTAL ASSETS		162,706,750	152,264,585	115,402,545	118,450,324
EQUITY AND LIABILITIES					
Share capital	18	123,643,978	123,643,978	123,643,978	123,643,978
Reserves	19	(9,033,934)	(8,971,524)	(8,515,245)	(6,733,032)
Total equity		114,610,044	114,672,454	115,128,733	116,910,946
LIABILITIES					
Non-current liabilities					
Deferred tax liabilities	10	566,700	386,600	-	-
Trade and other payables	20	105,912	-	-	-
Total non-current liabilities		672,612	386,600	-	-
Current liabilities					
Trade and other payables	20	37,681,430	29,087,491	264,433	1,539,378
Contract liabilities	15	9,585,056	7,407,200	9,379	-
Current tax liabilities		157,608	710,840	-	-
Total current liabilities		47,424,094	37,205,531	273,812	1,539,378
Total liabilities		48,096,706	37,592,131	273,812	1,539,378
TOTAL EQUITY AND LIABILITIES		162,706,750	152,264,585	115,402,545	118,450,324

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

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

		Group		Company	
		2022	2021	2022	2021
	Note	RM	RM	RM	RM
Revenue	21	164,845,452	125,543,824	1,521,548	-
Cost of sales	22	(144,679,333)	(110,299,447)	(19,674)	-
Gross profit		20,166,119	15,244,377	1,501,874	-
Other income		1,127,244	1,272,070	115,004	638,507
Administrative expenses		(19,383,118)	(16,053,581)	(1,311,529)	(1,265,709)
Sales and distribution costs		(584,918)	(304,756)	(97,103)	(50,654)
Net (impairment losses)/reversal of impairment losses on financial instruments		(5,240)	(833,724)	-	141,983
Other operating expenses		(1,072,720)	(1,370,555)	(2,192,482)	(4,696,115)
		(21,045,996)	(18,562,616)	(3,601,114)	(5,870,495)
Operating profit/(loss)		247,367	(2,046,169)	(1,984,236)	(5,231,988)
Finance income		490,128	264,805	202,023	172,601
Profit/(Loss) before tax	23	737,495	(1,781,364)	(1,782,213)	(5,059,387)
Tax expense	26	(837,510)	(931,351)	-	-
Loss for the financial year		(100,015)	(2,712,715)	(1,782,213)	(5,059,387)
Other comprehensive loss, net of tax income					
Items that may be reclassified subsequently to profit or loss:					
Foreign currency translation		37,605	4,937	-	-
Total comprehensive loss for the financial year		(62,410)	(2,707,778)	(1,782,213)	(5,059,387)
Loss for the financial year attributable to:					
Owners of the Company		(100,015)	(2,712,715)	(1,782,213)	(5,059,387)
Total comprehensive loss attributable to:					
Owners of the Company		(62,410)	(2,707,778)	(1,782,213)	(5,059,387)
Loss per ordinary share attributable to owners of the Company					
Basic (sen)	27	(0.01)	(0.33)		
Diluted (sen)	27	(0.01)	(0.33)		

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

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

	Attributable to Owners of the Company				
Group	**Share capital RM**	**Share option reserve RM**	**Foreign exchange reserve RM**	**Accumulated losses RM**	**Total equity RM**
At 1 January 2021	119,785,718	1,744,008	(82,550)	(6,504,135)	114,943,041
Total comprehensive loss for the financial year					
Loss for the financial year	-	-	-	(2,712,715)	(2,712,715)
Other comprehensive income					
Foreign currency translation difference	-	-	4,937	-	4,937
Total comprehensive loss	-	-	4,937	(2,712,715)	(2,707,778)
Transactions with owners					
Issuance of ordinary shares pursuant to:					
- Exercise of warrant	25,127	-	-	-	25,127
- Exercise of ESOS	3,833,133	(1,566,269)	-	-	2,266,864
Vesting of ESOS granted	-	145,200	-	-	145,200
Total transactions with owners	3,858,260	(1,421,069)	-	-	2,437,191
At 31 December 2021	123,643,978	322,939	(77,613)	(9,216,850)	114,672,454
At 1 January 2022	123,643,978	322,939	(77,613)	(9,216,850)	114,672,454
Total comprehensive loss for the financial year					
Loss for the financial year	-	-	-	(100,015)	(100,015)
Other comprehensive income					
Foreign currency translation difference	-	-	37,605	-	37,605
Total comprehensive loss	-	-	37,605	(100,015)	(62,410)
Transaction with owners					
ESOS lapsed	-	(322,939)	-	322,939	-
At 31 December 2022	123,643,978	-	(40,008)	(8,993,926)	114,610,044

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

	← Attributable to Owners of the Company →			
Company	**Share capital RM**	**Share option reserve RM**	**Accumulated losses RM**	**Total equity RM**
At 1 January 2021	119,785,718	1,744,008	(1,996,584)	119,533,142
Total comprehensive loss for the financial year				
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	(5,059,387)	(5,059,387)
Transactions with owners				
Issuance of ordinary shares pursuant to:				
- Exercise of warrant	25,127	-	-	25,127
- Exercise of ESOS	3,833,133	(1,566,269)	-	2,266,864
Vesting of ESOS granted	-	145,200	-	145,200
Total transactions with owners	3,858,260	(1,421,069)	-	2,437,191
At 31 December 2021	123,643,978	322,939	(7,055,971)	116,910,946
At 1 January 2022	123,643,978	322,939	(7,055,971)	116,910,946
Total comprehensive loss for the financial year				
Loss for the financial year, representing total comprehensive loss for the financial year	-	-	(1,782,213)	(1,782,213)
Transaction with owners				
ESOS lapsed	-	(322,939)	322,939	-
At 31 December 2022	123,643,978	-	(8,515,245)	115,128,733

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

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

		Group		Company	
		2022	2021	2022	2021
	Note	RM	RM	RM	RM
Cash flows from operating activities					
Profit/(Loss) before tax		737,495	(1,781,364)	(1,782,213)	(5,059,387)
Adjustments for:					
Impairment losses on:					
- trade receivables		5,240	3,489	-	-
- other receivables		-	830,235	-	830,235
- amount due from subsidiaries		-	-	-	11,575
Impairment loss on investment in subsidiaries		-	-	2,192,482	4,696,115
Reversal of impairment loss on amount due from subsidiaries		-	-	-	(983,793)
Amortisation of computer software		8,773	4,512	-	-
Depreciation of:					
- property, plant and equipment		2,476,595	2,597,059	58,786	58,566
- investment property		168,000	-	168,000	-
Impairment loss on plant and equipment		-	71,783	-	-
Property, plant and equipment written off		1,637,330	-	-	-
Inventories written down		191,079	20,293	-	-
Share options granted under ESOS		-	145,200	-	-
Fair value gain on short-term cash investment		(36,524)	(7,902)	(36,524)	(7,902)
Gain on disposal of short-term cash investment		-	(23,197)	-	(23,197)
Income from short-term cash investment		-	(411,552)	-	(109,427)
Interest income		(490,128)	(264,805)	(202,023)	(172,601)
Net unrealised loss/(gain) on foreign exchange		20,349	(340,105)	(2,714)	(4,706)
Operating profit/(loss) before changes in working capital		4,718,209	843,646	395,794	(764,522)
Changes in working capital:					
Contract costs		(382,418)	-	(4,500)	-
Contract assets/(liabilities)		1,621,699	220,661	9,379	-
Inventories		(6,054,959)	(8,553,626)	-	-
Receivables		(9,262,929)	(389,051)	(22,387)	159,971
Payables		8,714,133	1,190,949	(4,174)	75,972
Net cash (used in)/generated from operations		(646,265)	(6,687,421)	374,112	(528,579)
Interest received		490,128	264,805	202,023	172,601
Tax paid		(1,591,920)	(2,238,901)	(42,705)	(42,705)
Tax refunded		818,194	-	-	-
Net cash (used in)/from operating activities		(929,863)	(8,661,517)	533,430	(398,683)

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

		Group		Company	
		2022	**2021**	**2022**	**2021**
	Note	**RM**	**RM**	**RM**	**RM**
Cash flows from investing activities					
Purchase of property, plant and equipment	(a)	(3,302,086)	(1,619,820)	(1,600)	-
Purchase of intangible assets		(44,652)	(20,781)	-	-
Purchase of investment property	(b)	-	(1,920,235)	-	(1,920,235)
Income from short-term cash investment		-	411,552	-	109,427
Advances to subsidiaries		-	-	(4,726,547)	(11,799,340)
Uplift of deposits with licensed banks		-	1,000,000	-	1,000,000
Redemption of short-term cash investment		11,500,001	2,144,458	5,000,001	5,644,458
Dividend received		-	-	1,500,000	-
Net cash from/(used in) investing activities		8,153,263	(4,826)	1,771,854	(6,965,690)
Cash flows from financing activities	(c)				
Proceeds from issuance of shares		-	2,291,991	-	2,291,991
(Repayment to)/Advances from subsidiaries		-	-	(1,270,771)	1,138,049
Net cash from/(used in) financing activities		-	2,291,991	(1,270,771)	3,430,040
Net increase/(decrease) in cash and cash equivalents		7,223,400	(6,374,352)	1,034,513	(3,934,333)
Cash and cash equivalents at the beginning of financial year		29,870,977	36,203,661	6,650,554	10,580,181
Effect of exchange rate fluctuations on cash and cash equivalents		281,621	41,668	2,714	4,706
Cash and cash equivalents at the end of financial year	17	37,375,998	29,870,977	7,687,781	6,650,554

(a) Purchase of property, plant and equipment:

		Group	
		2022	**2021**
	Note	**RM**	**RM**
Purchase of property, plant and equipment	5	3,487,432	-
Less: Owing to other payable		(185,346)	-
Cash payments on purchase of property, plant and equipment		3,302,086	-

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

Cont'd

(b) Purchase of investment property:

		Group/Company	
		2022	2021
	Note	RM	RM
Purchase of investment property	6	-	4,800,000
Less: Contra against other receivables		-	(2,879,765)
Cash payment on investment property		-	1,920,235

(c) Reconciliation of liabilities arising from financing activities

Changes in liabilities arising from financing activities are changes resulting from cash flows.

(d) Total cash outflows for leases

During the financial year, the Group and the Company had total cash outflows for leases amounting to RM183,861 (2021: RM208,667) and RM5,916 (2021: RM5,916) respectively.

1. CORPORATE INFORMATION

K-One Technology Berhad ("the Company") is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the ACE Market of Bursa Malaysia Securities Berhad. The registered office of the Company is Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur. The principal place of business of the Company is located at 66 & 68, Jalan SS 22/21, Damansara Jaya, 47400 Petaling Jaya, Selangor.

The Company is principally engaged in research, design and development, manufacturing and supply of healthcare, medical, Internet of Things ("IoT"), industrial and consumer electronics end products and sub-systems, provision of cloud computing service and investment holding. The principal activities of the subsidiaries are set out in Note 9.

There have been no significant changes in the nature of these activities during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 17 April 2023.

2. BASIS OF PREPARATION

2.1 Statement of compliance

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

2.2 Adoption of amendments/improvements to MFRSs

The Group and the Company have adopted the following amendments/improvements to MFRSs for the current financial year:

Amendments/Improvements to MFRSs	
MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards
MFRS 3	Business Combinations
MFRS 9	Financial Instruments
MFRS 16	Leases
MFRs 116	Property, Plant and Equipment
MFRS 137	Provisions, Contingent Liabilities and Contingent Assets
MFRS 141	Agriculture

The adoption of the above amendments/improvements to MFRSs did not have any significant effect on the financial statements of the Group and of the Company, and did not result in significant changes to the Group's and the Company's existing accounting policies.

2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRS and amendments/improvements to MFRSs that have been issued, but are yet to be effective

The Group and the Company have not adopted the following new MFRS and amendments/improvements to MFRSs that have been issued, but are yet to be effective:

		Effective for financial periods beginning on or after
New MFRS		
MFRS 17	Insurance Contracts	1 January 2023
Amendments/Improvements to MFRSs		
MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards	1 January 2023#
MFRS 3	Business Combinations	1 January 2023#
MFRS 5	Non-current Assets Held for Sale and Discontinued Operations	1 January 2023#
MFRS 7	Financial Instruments: Disclosures	1 January 2023#
MFRS 9	Financial Instruments	1 January 2023#
MFRS 10	Consolidated Financial Statements	Deferred
MFRS 15	Revenue from Contracts with Customers	1 January 2023#
MFRS 16	Leases	1 January 2024
MFRS 17	Insurance Contracts	1 January 2023
MFRS 101	Presentation of Financial Statements	1 January 2023/ 1 January 2023#/ 1 January 2024
MFRS 107	Statement of Cash Flows	1 January 2023#
MFRS 108	Accounting Policies, Changes in Accounting Estimates and Errors	1 January 2023
MFRS 112	Income Taxes	1 January 2023
MFRS 116	Property, Plant and Equipment	1 January 2023#
MFRS 119	Employee Benefits	1 January 2023#
MFRS 128	Investments in Associates and Joint Ventures	Deferred/ 1 January 2023#
MFRS 132	Financial Instruments: Presentation	1 January 2023#
MFRS 136	Impairment of Assets	1 January 2023#
MFRS 137	Provisions, Contingent Liabilities and Contingent Assets	1 January 2023#
MFRS 138	Intangible Assets	1 January 2023#
MFRS 140	Investment Property	1 January 2023#

Amendments as to the consequence of MFRS 17 Insurance Contracts becoming effective

2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRS and amendments/improvements to MFRSs that have been issued, but are yet to be effective (Continued)

The Group and the Company plan to adopt the above applicable new MFRS and amendments/improvements to MFRSs when they become effective. A brief discussion on the above significant new MFRS and amendments/improvements to MFRSs that may be applicable to the Group and the Company are summarised below.

Amendments to MFRS 10 Consolidated Financial Statements and MFRS 128 Investments in Associates and Joint Ventures

These amendments address an acknowledged inconsistency between the requirements in MFRS 10 and those in MFRS 128, in dealing with the sale or contribution of assets between an investor and its associate or joint venture.

The main consequence of the amendments is that a full gain or loss is recognised when a transaction involves a business, as defined in MFRS 3. A partial gain or loss is recognised when a transaction involves assets that do not constitute a business.

Amendments to MFRS 16 Leases

The amendments clarify how an entity should subsequently measure the leaseback liability that arise in a sale and leaseback transaction. Although MFRS 16 includes requirements on how to account for a sale and leaseback at the date the transaction takes place, it has not specified how to measure the sale and leaseback transaction when reporting after that date.

The amendments add subsequent measurement requirements for the right-of-use assets and lease liability arising from a sale and leaseback transaction by clarifying that a seller-lessee in a sale and leaseback transaction shall apply paragraphs 29 to 35 to the right-of-use asset arising from the leaseback and paragraphs 36 to 46 to the lease liability arising from the leaseback. The amendments will not change the accounting for leases other than those arising in a sale and leaseback transaction.

Amendments to MFRS 101 Presentation of Financial Statements

The amendments include specifying that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period; clarifying that classification of liability is unaffected by the likelihood of the entity to exercise its right to defer settlement of the liability for at least twelve months after the reporting period; clarifying how lending conditions affect classification of a liability; and clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments.

In another amendments, an entity is required to disclose its material accounting policy information rather than significant accounting policies. The amendments, amongst others, also include examples of circumstances in which an entity is likely to consider an accounting policy information to be material to its financial statements. To support these amendments, MFRS Practice Statement 2 was also amended to provide guidance on how to apply the concept of materiality to accounting policy information disclosures. The guidance and examples provided in the MFRS Practice Statement 2 highlight the need to focus on entity-specific information and demonstrate how the four-step materiality process can address standardised (or boilerplate) information and duplication of requirements of MFRSs in the accounting policy information disclosures.

The latest amendments to MFRS 101 clarify how conditions with which an entity must comply within 12 months after the reporting period affect the classification of a liability. As such, the amendments specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about these covenants in the notes to the financial statements.

Amendments to MFRS 108 Accounting Policies, Changes in Accounting Estimates and Errors

The amendments revise the definition of accounting estimates to clarify how an entity should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important because the changes in accounting estimates are applied prospectively to transactions, other events, or conditions from the date of that change, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events.

2. BASIS OF PREPARATION (CONTINUED)

2.3 New MFRS and amendments/improvements to MFRSs that have been issued, but are yet to be effective (Continued)

Amendments to MFRS 112 Income Taxes

The amendments specify how an entity should account for deferred tax on transactions such as leases and decommissioning obligation.

In specified circumstances, MFRS 112 exempts an entity from recognising deferred tax when it recognises assets or liabilities for the first time. There had been some uncertainties about whether the exemption from recognising deferred tax applied to transactions such as leases and decommissioning obligations – transactions for which an entity recognises both an asset and a liability. The amendments clarify that the exemption does not apply and that entity is required to recognise deferred tax on such transactions.

2.4 Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which they operate ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency.

2.5 Basis of measurement

The financial statements of the Group and of the Company have been prepared on the historical cost basis, except as otherwise disclosed in Note 3.

2.6 Use of estimates and judgement

The preparation of financial statements in conformity with MFRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reporting period. It also requires directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the directors' best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates that are significant to the Group's and the Company's financial statements are disclosed in Note 4.

3. SIGNIFICANT ACCOUNTING POLICIES

Unless otherwise stated, the following accounting policies have been applied consistently to all the financial years presented in the financial statements of the Group and of the Company.

3.1 Basis of consolidation

(a) Subsidiaries

Subsidiaries are entities, including unincorporated entities, controlled by the Group. Control exists when the Group is exposed, or has rights, to variable returns from its involvement with the entities and has the ability to affect those returns through its power over the entities. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of controls as mentioned above.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of consolidation (Continued)

(a) Subsidiaries (Continued)

When the Group has less than majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- The size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other holders;
- Potential voting rights, if such rights are substantive, held by the Group, other vote holders or other parties;
- Rights arising from other contractual arrangements;
- The nature of the Group's relationship with other parties and whether those other parties are acting on its behalf (i.e. they are 'de facto agents'); and
- Any additional facts and circumstances that indicate the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is held for sale or distribution. The transaction costs of the investments shall be recognised as expense in the profit or loss in the period in which the costs are incurred.

The accounting policies of subsidiaries are changed when necessary to align them with the policies adopted by the Group.

(b) Accounting for business combinations

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

The financial statements of the Company and its subsidiaries are all drawn up to the same reporting date.

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date in which control is transferred to the Group and continue to consolidate until the date that such control ceases.

If the initial accounting for a business combination is incomplete by end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items of which the accounting is incomplete. These provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date, and is subject to a maximum of one year.

For a new acquisition, goodwill is initially measured at cost, being the excess of the following:

- the fair value of the consideration transferred, calculated as the sum of the acquisition-date fair value of assets transferred (including contingent consideration), the liabilities incurred to former owners of the acquiree and the equity instruments issued by the Group. Any amounts that relate to pre-existing relationships or other arrangements before or during the negotiations for the business combination, that are not part of the exchange for the acquiree, will be excluded from the business combination accounting and be accounted for separately; plus
- the recognised amount of any non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date (the choice of measurement basis is made on an acquisition-by acquisition basis); plus
- if the business combination is achieved in stages, the acquisition-date fair value of the previously held equity interest in the acquiree; less
- the net fair value of the identifiable assets acquired and the liabilities (including contingent liabilities) assumed at the acquisition date.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of consolidation (Continued)

(b) Accounting for business combinations (Continued)

The accounting policy for goodwill is set out in Note 3.13.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

If the business combination is achieved in stages, the Group remeasures the previously held equity interest in the acquiree to its acquisition-date fair value, and recognises the resulting gain or loss, if any, in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss or transferred directly to retained earnings on the same basis as would be required if the acquirer had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the business combination occurs, the Group uses provisional fair value amounts for the items for which the accounting is incomplete. The provisional amounts are adjusted to reflect new information obtained about facts and circumstances that existed as of the acquisition date, including additional assets or liabilities identified in the measurement period. The measurement period for completion of the initial accounting ends as soon as the Group receives the information it was seeking about facts and circumstances or learns that more information is not obtainable, subject to the measurement period not exceeding one year from the acquisition date.

(c) Non-controlling interests

Non-controlling interests are the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the Group, whether directly or indirectly through subsidiaries, and are presented in the consolidated statement of financial position and consolidated statement of changes in equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests are presented on the face of the consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the financial year between non-controlling interests and the equity shareholders of the Company.

The interests of non-controlling shareholders may be initially measured either at fair value at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

All losses attributable to the non-controlling interests are allocated to the minority shareholders even if the losses exceed the non-controlling interests in the subsidiary's equity.

(d) Transactions eliminated on consolidation

Intra-group balances and unrealised gains and losses arising from intra-group transactions are eliminated in full. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent the Group has interests. Unrealised losses are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

3.2 Property, plant and equipment

(a) Recognition and measurement

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 3.7(b).

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Property, plant and equipment (Continued)

(a) Recognition and measurement (Continued)

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs that are directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets also includes cost of materials, direct labour, and any other direct attributable costs but excludes internal profits.

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

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

(b) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the part will flow to the Group or the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss as incurred.

(c) Depreciation

Freehold land has an unlimited useful life and therefore is not depreciated. Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

All other property, plant and equipment are depreciated on straight-line basis by allocating their depreciable amounts over their remaining useful lives.

Leasehold land	25 to 38 years
Buildings	25 to 50 years
Furniture and fittings, office equipment and renovation	15% to 40%
Motor vehicles	20%
Plant and machinery and testing equipment	20%

The residual values, useful lives and depreciation methods are reviewed at the end of each reporting period and adjusted as appropriate.

(d) Derecognition

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

3.3 Investment properties

Investment properties are properties held to earn rental income or for capital appreciation or both.

Investment properties are initially measured at cost, including transaction costs. After the initial recognition, investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses.

Cost includes purchase price and any directly attributable costs incurred to bring the property to its present location and condition intended for use as an investment property.

An investment property is derecognised on its disposal or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gains and losses arising from derecognition of the asset is recognised in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
Cont'd

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.4 Other intangible assets

Other intangible assets of the Group and the Company consist of computer software. These intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair values as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite. Computer software with finite lives are amortised on a straight-line basis over the estimated economic useful lives of 5 years and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are not amortised but tested for impairment annually or more frequently if the events or changes in circumstances indicate the carrying value may be impaired either individually or at the cash-generating unit level. The useful life of an intangible asset with an indefinite life is also reviewed annually to determine whether the useful life assessment continues to be supportable.

3.5 Financial instruments

Financial instruments are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

Except for the trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient, the financial instruments are recognised initially at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset and financial liability. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. Trade receivables that do not contain a significant financing component or for which the Group and the Company have applied the practical expedient are measured at the transaction price determined under *MFRS 15 Revenue from Contracts with Customers*.

An embedded derivative is recognised separately from the host contract and accounted for as a derivative if, and only if, it is not closely related to the economic characteristics and risks of the host contract; it is a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured as fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with the policy applicable to the nature of the host contract.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

(a) Subsequent measurement

The Group and the Company categorise the financial instruments as follows:

(i) Financial assets

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

- Financial assets at amortised cost.
- Financial assets at fair value through other comprehensive income with recycling of cumulative gains and losses.
- Financial assets at fair value through other comprehensive income with no recycling of cumulative gains and losses upon derecognition.
- Financial assets at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

The Group and the Company reclassify financial assets when and only when its business model for managing those assets changes.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.5 Financial instruments (Continued)

(a) Subsequent measurement (Continued)

(i) Financial assets (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's and the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group and the Company classifies their debt instruments:

- **Amortised cost**
  Financial assets that are held for collection of contractual cash flows and those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. The policy for the recognition and measurement of impairment is in accordance with Note 3.7(a). Gains and losses are recognised in profit or loss when the financial asset is derecognised, modified or impaired.

- **Fair value through other comprehensive income (FVOCI)**
  Financial assets that are held for collection of contractual cash flows and for selling the financial assets, and the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.

- **Fair value through profit or loss (FVPL)**
  Financial assets at FVPL include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

  Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the profit or loss.

Equity instruments

The Group and the Company subsequently measures all equity investments at fair value. Upon initial recognition, the Group and the Company can make an irrevocable election to classify its equity investments that is not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are not recycled to profit or loss. Dividends are recognised as other income in the profit or loss when the right of payment has been established, except when the Group and the Company benefit from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity instruments designated at FVOCI are not subject to impairment assessment.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.5 Financial instruments (Continued)

(a) Subsequent measurement (Continued)

(ii) Financial liabilities

The Group and the Company classify their financial liabilities in the following measurement categories:

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading, including derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument) or financial liabilities designated into this category upon initial recognition.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value with the gain or loss recognised in profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in MFRS 9 *Financial Instruments* are satisfied. The Group and the Company have not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost

Subsequent to initial recognition, other financial liabilities are measured at amortised cost using effective interest method. Gains and losses are recognised in profit or loss when the financial liabilities are derecognised and through the amortisation process.

(b) Put option over shares held by non-controlling interest

A contract that contains an obligation for the Group to deliver cash or other financial asset in exchange for its own (or its subsidiary's) equity shares is a financial liability. This liability is recorded irrespective of whether the contract meets the definition of an equity instrument. The financial liability is recognised at the present value of the settlement amount of the option when it is exercised.

The initial settlement liability is recognised in equity as a reduction of the Group's equity if the risk and rewards of ownership remain with the non-controlling interest or a reduction of non-controlling interest's equity if the risks and rewards of ownership transfer to the Group. Subsequently, the put option is remeasured at fair value as a result of changes in the expected liability with any resulting gain or loss recognised in profit or loss. In the event that the option expires unexercised, the gross obligation under put option is de-recognised with a corresponding adjustment to equity.

(c) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the liability is measured at the higher of the amount of the loss allowance determined in accordance with Section 5.5 of MFRS 9 and the amount initially recognised, when appropriate, the cumulative amount of income recognised in accordance with the principles of MFRS 15.

(d) Regular way purchase or sale of financial assets

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.5 Financial instruments (Continued)

(d) Regular way purchase or sale of financial assets (Continued)

A regular way purchase or sale of financial assets shall be recognised and derecognised, as applicable, using trade date accounting (i.e. the date the Group and the Company commit themselves to purchase or sell an asset).

Trade date accounting refers to:

(i) the recognition of an asset to be received and the liability to pay for it on the trade date; and
(ii) derecognition of an asset that is sold, recognition of any gain or loss on disposal and the recognition of a receivable from the buyer for payment on the trade date.

Generally, interest does not start to accrue on the asset and corresponding liability until the settlement date when the title passes.

(e) Derecognition

A financial asset or a part of it is derecognised when, and only when:

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

When the Group and the Company have transferred their rights to receive cash flows from an asset or have entered into a pass-through arrangement, they evaluate if, and to what extent, they have retained the risks and rewards of ownership. When they have neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group and the Company continue to recognise the transferred asset to the extent of their continuing involvement. In that case, the Group and the Company also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group and the Company have retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group and the Company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

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

3.6 Offsetting of financial instruments

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

In accounting for a transfer of a financial asset that does not qualify for derecognition, the entity shall not offset the transferred asset and the associated liability.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.7 Impairment of assets

(a) Impairment of financial assets and contract assets

Financial assets measured at amortised cost, financial assets measured at fair value through other comprehensive income ("FVOCI"), lease receivables, contract assets, a loan commitment and financial guarantee contracts will be subject to the impairment requirement in MFRS 9 which is related to the accounting for expected credit losses on the financial assets. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

The Group and the Company measure loss allowance at an amount equal to lifetime expected credit loss, except for the following, which are measured as twelve-month expected credit loss:

- bank balances for which credit risk (i.e. risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

For trade receivables, contract assets and lease receivables, the Group and the Company apply the simplified approach permitted by MFRS 9 to measure the loss allowance at an amount equal to lifetime expected credit losses.

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

The Group and the Company assume that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group and the Company consider a financial asset to be in default when:

- the counterparty is unable to pay its credit obligations to the Group and the Company in full, without recourse by the Group and the Company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due unless the Group and the Company have reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

The Group and the Company consider a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Twelve-month expected credit losses are the portion of lifetime expected credit losses that represent the expected credit losses that result from default events on a financial instrument that are possible within the twelve months after the reporting date.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

Expected credit losses are a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

Expected credit losses are discounted at the effective interest rate of the financial assets.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.7 Impairment of assets (Continued)

(a) Impairment of financial assets and contract assets (Continued)

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default of past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation.

The amount of expected credit losses (or reversal) shall be recognised in profit or loss, as an impairment gain or loss. For financial assets measured at FVOCI, the loss allowance shall be recognised in other comprehensive income and shall not reduce the carrying amount of the financial asset in the statements of financial position.

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

(b) Impairment of non-financial assets

The carrying amounts of non-financial assets (except for inventories, contract assets, deferred tax assets, assets arising from employee benefits, investment properties measured at fair value, biological assets and non-current assets or disposal groups classified as held for sale) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the Group and the Company make an estimate of the asset's recoverable amount. For goodwill and intangible assets that have indefinite useful life and are not yet available for use, the recoverable amount is estimated at each reporting date.

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 non-financial assets or cash-generating units ("CGUs"). Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, CGUs 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 CGU or a group of CGUs that are expected to benefit from the synergies of business combination.

The recoverable amount of an asset or a CGU is the higher of its fair value less costs of disposal and its value-in-use. 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 CGU. In determining the fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where the carrying amount of an asset exceed its recoverable amount, the carrying amount of asset is reduced to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Impairment losses are recognised in profit or loss, except for assets that were previously revalued with the revaluation surplus recognised in other comprehensive income. In the latter case, the impairment is recognised in other comprehensive income up to the amount of any previous revaluation.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.7 Impairment of assets (Continued)

(b) Impairment of non-financial assets (Continued)

Impairment losses in respect of goodwill are not reversed. For other assets, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. An impairment loss is reversed only if there has been a change in the estimates used to determine the assets recoverable amount since the last impairment loss was recognised. Reversal of impairment loss is restricted by the asset's carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

3.8 Inventories

Inventories are valued at the lower of cost and net realisable value. The cost of inventories is based on first-in first-out method and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In the case of work-in-progress and finished goods, costs include raw materials, direct labour and an appropriate production overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

3.9 Cash and cash equivalents

For the purpose of the statements of cash flows, cash and cash equivalents comprise cash on hand, bank balances and deposits with a maturity of three months or less that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

3.10 Share capital

Ordinary shares are equity instruments. An equity instrument is a contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

3.11 Leases

(a) Definition of lease

At inception of a contract, the Group and the Company assess whether a contract is, or contains a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group and the Company assess whether:

- the contract involves the use of an identified asset;
- the Group and the Company have the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group and the Company have the right to direct the use of the asset.

(b) Lessee accounting

At the lease commencement date, the Group and the Company recognise a right-of-use asset and a lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

The Group and the Company present right-of-use assets that do not meet the definition of investment property in Note 5.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.11 Leases (Continued)

(b) Lessee accounting (Continued)

Right-of-use asset

The right-of-use asset is initially recognised 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 the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses, and adjust for any remeasurement of the lease liabilities. The right-of-use asset is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. If the Group and the Company expect to exercise a purchase option, the right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts from the commencement date of the underlying asset. The policy for the recognition and measurement of impairment losses is in accordance with Note 3.7(b).

Lease liability

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

Lease payments included in the measurement of the lease liability may comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option, if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The Group and the Company remeasure the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Variable lease payments that do not depend on an index or a rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "other expenses" in the statements of comprehensive income.

The Group and the Company have elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.11 Leases (Continued)

(b) Lessee accounting (Continued)

Short-term leases and leases of low value assets

The Group and the Company have elected not to recognise right-of-use assets and lease liabilities for short-term leases and leases of low value assets. The Group and the Company recognise the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(c) Lessor accounting

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases that do not meet this criterion are classified as operating leases.

If an entity in the Group is a lessor in a finance lease, it derecognises the underlying asset and recognises a lease receivable at an amount equal to the net investment in the lease. Finance income is recognised in profit or loss based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

If an entity in the Group is a lessor in an operating lease, the underlying asset is not derecognised but is presented in the statements of financial position according to the nature of the asset. Lease income from operating leases is recognised in profit or loss on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished.

When a contract includes lease and non-lease components, the Group and the Company apply MFRS 15 to allocate the consideration under the contract to each component.

3.12 Foreign currency transactions and operations

(a) Translation of foreign currency transactions

Foreign currency transactions are translated to the respective functional currencies of the Group entities using the exchange rates prevailing at the transaction dates.

At the end of each reporting date, monetary items denominated in foreign currencies are retranslated at the exchange rates prevailing at the reporting date.

Non-monetary items denominated in foreign currencies that are measured at fair value are retranslated at the rates prevailing at the dates the fair values were determined. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated at the historical rates as at the dates of the initial transactions.

Foreign exchange differences arising on settlement or retranslation of monetary items are recognised in profit or loss except for monetary items that are designated as hedging instruments in either a cash flow hedge or a hedge of the Group's net investment of a foreign operation. When settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, exchange differences are recognised in profit or loss in the separate financial statements of the parent company or the individual financial statements of the foreign operation. In the consolidated financial statements, the exchange differences are considered to form part of a net investment in a foreign operation and are recognised initially in other comprehensive income until its disposal, at which time, the cumulative amount is reclassified to profit or loss.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.12 Foreign currency transactions and operations (Continued)

(b) Translation of foreign operations

The assets and liabilities of foreign operations denominated in the functional currency different from the presentation currency, including goodwill and fair value adjustments arising on acquisition, are translated into the presentation currency at exchange rates prevailing at the reporting date. The income and expenses of foreign operations are translated at exchange rates at the dates of the transactions.

Exchange differences arising on the translation are recognised in other comprehensive income. However, if the foreign operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests.

When a foreign operation is disposed of, such that control, significant influence or joint control is lost, the cumulative amount in foreign exchange translation reserves related to that foreign operation is reclassified to profit or loss. For a partial disposal not involving loss of control of a subsidiary that includes a foreign operation, the proportionate share of cumulative amount in foreign exchange translation reserve is reattributed to non-controlling interests. For partial disposals of associates or joint ventures that do not result in the Group losing significant influence or joint control, the proportionate share of the cumulative amount in foreign exchange translation reserve is reclassified to profit or loss.

3.13 Goodwill on business combination

Goodwill arising from business combinations is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 3.7(b).

In respect of equity-accounted associates and joint venture, goodwill is included in the carrying amount of the investment and is not tested for impairment individually. Instead, the entire carrying amount of the investment is tested for impairment as a single asset when there is objective evidence of impairment.

3.14 Contract assets/(liabilities)

Contract asset is the right to consideration in exchange for goods or services transferred to the customers when that right is conditioned on something other than the passage of time (for example, the Company's future performance). The policy for the recognition and measurement of impairment losses is in accordance with Note 3.7(a).

Contract liability is the obligation to transfer goods or services to customers for which the Group and the Company have received the consideration or have billed the customers.

3.15 Revenue recognition

The Group and the Company recognise revenue that depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Group and the Company expect to be entitled in exchange for those goods or services.

Revenue recognition of the Group and the Company are applied for each contract with a customer or a combination of contracts with the same customer (or related parties of the customer).

The Group and the Company measure revenue from sale of goods or services at its transaction price, being the amount of consideration to which the Group and the Company expect to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties such as sales and services tax, adjusted for the effects of any variable consideration, constraining estimates of variable consideration, significant financing components, non-cash consideration and consideration payable to customer.

For contract with separate performance obligations, the transaction price is allocated to the separate performance obligations on the relative stand-alone selling price basis. If the stand-alone selling price is not directly observable, the Group and the Company estimate it by using the costs plus margin approach.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.15 Revenue recognition (Continued)

Revenue from contracts with customers is recognised by reference to each distinct performance obligation in the contract with customer, i.e. when or as a performance obligation in the contract with customer is satisfied. A performance obligation is satisfied when or as the customer obtains control of the goods or services underlying the particular performance obligation, which the performance obligation may be satisfied at a point in time or over time.

Financing components

The Group and the Company have applied the practical expedient for not to adjust the promised amount of consideration for the effects of a significant financing components if the Group and the Company expect that the period between the transfer of the promised goods or services to the customer and payment by the customer will be one year or less.

(i) Sale of goods

The Group manufactures and sells a range of products to local and overseas customers. Revenue from sale of manufactured goods are recognised at a point in time when control of the products has been transferred, being when the goods are delivered to the customer's premises (local sales) or on board the vessel (export sales).

Sales are made with a credit term of 30 to 90 days, which is consistent with market practice, therefore, no element of financing is deemed present. A receivable is recognised when the customer accepts the delivery of the goods as the consideration is unconditional other than the passage of time before the payment is due.

A right to recover goods from customer on settling the refund liability is recognised as an asset and included as part of inventories for the goods expected to be returned.

Where consideration is collected from customer in advance for sale of goods, a contract liability is recognised for the customer deposits. Contract liability would be recognised as revenue upon sale of goods to the customer.

(ii) Rendering of services

Revenue from rendering of services includes cloud computing, support services, application of domain name, training, software development and product design and development.

Revenue from provision of cloud computing and support services is recognised over time as the services are rendered because the customer receives and uses the benefits simultaneously. This is determined based on the time elapsed (output method).

Revenue from provision of application of domain name and training services are recognised upon completion of performance of service agreed upon with customer.

Revenue from software development and product design and development are recognised over time based on work performed by reference to the milestones indicated in the contract.

(iii) Interest income

Interest income is recognised on effective interest method.

(iv) 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.

(v) Income from short term cash investment

Income from short term cash investment is recognised when the right to receive payment is established.

(vi) Dividend income

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

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.16 Income tax

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

(a) Current tax

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

(b) Deferred tax

Deferred tax is recognised using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts in the statements of financial position. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unused tax losses and unused tax credits, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

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

(c) Sales and services tax

Revenue, expenses and assets are recognised net of the amount of sales and services tax except:

- where the sales and services tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales and services tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales and services tax recoverable from, or payable to the taxation authority is included as part of receivables or payables in the statements of financial position.

3.17 Employee benefits

(a) Short-term employee benefits

Short-term employee benefit obligations in respect of wages, salaries, social security contributions, annual bonuses, paid annual leave, sick leave and non-monetary benefits are recognised as an expense in the financial year where the employees have rendered their services to the Group and the Company.

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.17 Employee benefits (Continued)

(b) Defined contribution plans

As required by law, the Group and the Company contribute to the Employees Provident Fund ("EPF"), the national defined contribution plan. Such contributions are recognised as an expense in the profit or loss in the period in which the employees render their services.

3.18 Share-based payments

(a) Equity-settled share-based payment

The cost of equity-settled share-based payment is determined by the fair value at the date when the grant is made using an appropriate valuation model. Details regarding the determination of the fair value of equity-settled share-based payments are set out in Note 19.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve.

Equity-settled share-based payments with parties other than employees are measured at the fair value of the goods and services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted at the date the Group obtains the goods or the counterparty renders the service.

3.19 Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Chief Executive Officer of the Group, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision-maker that makes strategic decisions.

3.20 Earnings per share

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

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

3.21 Fair value measurements

Fair value of an asset or a liability, except for share-based payment and lease transactions, is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

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

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.21 Fair value measurements (Continued)

When measuring the fair value of an asset or a liability, the Group and the Company use observable market data as far as possible. Fair value is categorised into different levels in a fair value hierarchy based on input used in the valuation technique as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group and the Company can access at the measurement date.
Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Unobservable inputs for the asset or liability.

The Group and the Company recognise transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfers.

3.22 Contract costs

(a) Recognition and measurement

Contract costs include costs of fulfilling a contract.

The costs incurred in fulfilling a contract with a customer which are not within the scope of another MFRSs, such as *MFRS 102 Inventories*, *MFRS 116 Property, Plant and Equipment* or *MFRS 138 Intangible Assets*, are recognised as part of contract costs when all of the following criteria are met:

(a) the costs relate directly to a contract or to an anticipated contract that can be specifically identified;
(b) the costs generate or enhance resources of the Group and of the Company that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
(c) the costs are expected to be recovered.

(b) Amortisation

The costs of fulfilling a contract are amortised on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. The amortisation shall be updated subsequently to reflect any significant change to the expected timing of transfer to the customer of the goods or services to which the asset relates in accordance with *MFRS 108 Accounting Policies, Changes in Accounting Estimate and Errors*.

(c) Impairment

Impairment loss is recognised in profit or loss to the extent that the carrying amount of the contract cost exceeds:

(a) the remaining amount of consideration that the Group and the Company expect to receive in exchange for the goods or services to which the asset relates; less
(b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

Before an impairment loss is recognised for contract costs, the Group and the Company shall recognise any impairment loss for assets related to the contract that are recognised in accordance with another MFRSs, such as MFRS 102, MFRS 116 and MFRS 138. The Group and the Company shall include the resulting carrying amount of the contract costs in the carrying amount of the cash-generating unit to which it belongs for the purpose of applying *MFRS 136 Impairment of Assets* to that cash-generating unit.

An impairment loss is reversed when the impairment conditions no longer exist or have improved. Such reversal is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
Cont'd

4. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect in determining the amount recognised in the financial year include the following:

4.1 Impairment of goodwill

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires an estimation of the value-in-use of the cash generating units to which goodwill is allocated. When value-in-use calculations are undertaken, the Group uses its judgement to decide the discount rate to be applied in the recoverable amount calculation and assumptions supporting the underlying cash flow projections, forecast growth rates, operating expenses and gross profit margin. Cash flows that are projected based on those inputs or assumptions may have a significant effect on the Group's financial position and results if the actual cash flows are less than the expected.

The carrying amount of the Group's goodwill and key assumptions used to determine the recoverable amount are disclosed in Note 7.

5. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land RM	Buildings RM	Motor vehicles RM	Furniture and fittings, office equipment and renovation RM	Plant and machinery and testing equipment RM	Equipment in-transit RM	Right-of-use assets RM	Total RM
Cost								
At 1 January 2022	1,433,333	6,900,626	918,480	6,458,171	6,994,883	-	3,244,926	25,950,419
Additions	-	-	-	673,769	2,580,696	232,967	-	3,487,432
Written off	-	-	-	-	(4,208,079)	-	-	(4,208,079)
At 31 December 2022	1,433,333	6,900,626	918,480	7,131,940	5,367,500	232,967	3,244,926	25,229,772
Accumulated depreciation and impairment loss								
At 1 January 2022								
Accumulated depreciation	-	1,290,944	519,805	3,067,097	2,750,678	-	664,155	8,292,679
Accumulated impairment loss	-	-	-	71,783	-	-	-	71,783
	-	1,290,944	519,805	3,138,880	2,750,678	-	664,155	8,364,462
Charge for financial year	-	140,387	183,696	956,078	1,095,053	-	101,381	2,476,595
Written off	-	-	-	-	(2,570,749)	-	-	(2,570,749)
	-	140,387	183,696	956,078	(1,475,696)	-	101,381	(94,154)
At 31 December 2022								
Accumulated depreciation	-	1,431,331	703,501	4,023,175	1,274,982	-	765,536	8,198,525
Accumulated impairment loss	-	-	-	71,783	-	-	-	71,783
	-	1,431,331	703,501	4,094,958	1,274,982	-	765,536	8,270,308
Carrying amount								
At 31 December 2022	1,433,333	5,469,295	214,979	3,036,982	4,092,518	232,967	2,479,390	16,959,464

5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Group	Freehold land RM	Buildings RM	Motor vehicles RM	Furniture and fittings, office equipment and renovation RM	Plant and machinery and testing equipment RM	Right-of-use assets RM	Total RM
Cost							
At 1 January 2021	1,433,333	6,900,626	918,480	5,453,038	6,380,196	3,244,926	24,330,599
Additions	-	-	-	1,005,133	614,687	-	1,619,820
At 31 December 2021	1,433,333	6,900,626	918,480	6,458,171	6,994,883	3,244,926	25,950,419
Accumulated depreciation and impairment loss							
At 1 January 2021	-	1,150,557	336,109	2,188,439	1,457,740	562,775	5,695,620
Charge for financial year	-	140,387	183,696	878,658	1,292,938	101,380	2,597,059
Impairment loss	-	-	-	71,783	-	-	71,783
	-	140,387	183,696	950,441	1,292,938	101,380	2,668,842
At 31 December 2021							
Accumulated depreciation	-	1,290,944	519,805	3,067,097	2,750,678	664,155	8,292,679
Accumulated impairment loss	-	-	-	71,783	-	-	71,783
	-	1,290,944	519,805	3,138,880	2,750,678	664,155	8,364,462
Carrying amount							
At 31 December 2021	1,433,333	5,609,682	398,675	3,319,291	4,244,205	2,580,771	17,585,957

Company	Freehold land RM	Buildings RM	Furniture and fittings, office equipment and renovation RM	Total RM
2022				
Cost				
At 1 January	1,433,333	2,866,667	8,220	4,308,220
Addition	-	-	1,600	1,600
At 31 December	1,433,333	2,866,667	9,820	4,309,820
Accumulated depreciation				
At 1 January	-	630,667	5,510	636,177
Charge for the financial year	-	57,333	1,453	58,786
At 31 December	-	688,000	6,963	694,963
Carrying amount				
At 31 December	1,433,333	2,178,667	2,857	3,614,857

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5. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Company	Freehold land RM	Buildings RM	Furniture and fittings, office equipment and renovation RM	Total RM
2021				
Cost				
At 1 January/31 December	1,433,333	2,866,667	8,220	4,308,220
Accumulated depreciation				
At 1 January	-	573,334	4,277	577,611
Charge for the financial year	-	57,333	1,233	58,566
At 31 December	-	630,667	5,510	636,177
Carrying amount				
At 31 December	1,433,333	2,236,000	2,710	3,672,043

Included in the above property, plant and equipment are:

(a) Freehold land and buildings of the Group and of the Company charged to a financial institution for unutilised credit facilities granted to the Group. The carrying amount of assets pledged for bank facilities are as follows:

	Group/Company	
	2022 RM	2021 RM
Freehold land	1,433,333	1,433,333
Office buildings	2,178,667	2,236,000
	3,612,000	3,669,333

(b) Right-of-use assets

The Group leases land to erect its factories for operation use.

Information about leases for which the Group is a lessee is presented below:

	Group	
Carrying amount	2022 RM	2021 RM
At 1 January	2,580,771	2,682,151
Less: Depreciation	(101,381)	(101,380)
At 31 December	2,479,390	2,580,771

The leases have a remaining lease term of 23 to 29 years (2021: 24 to 30 years).

(c) Impairment loss

During the previous financial year, an impairment loss of RM71,783 was recognised in profit or loss under other operating expenses, representing the impairment of office renovation, in view of the cessation of the subsidiary's operation.

6. INVESTMENT PROPERTY

	Group/Company	
	2022	2021
	RM	RM
Cost		
At 1 January	4,800,000	-
Additions	-	4,800,000
At 31 December	4,800,000	4,800,000
Accumulated depreciation		
At 1 January	-	-
Charge for the financial year	168,000	-
At 31 December	168,000	-
Carrying amount		
At 31 December	4,632,000	4,800,000

The Group's and the Company's investment property comprises a two-storey bungalow that arose from debt settlement agreements entered into by the Company and its vendor via contra of properties against the amounts owing from the vendor.

Fair value information

Fair value of investment property is categorised as follows:

	Group/ Company
	Level 2
	RM
2022	
Bungalow	5,000,000
2021	
Bungalow	5,000,000

Level 2 fair value

Level 2 fair value of building has been derived using the sales comparison approach. Sales prices of comparable 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 buildings.

The fair value of investment property is determined by an external independent property valuer with appropriate recognised professional qualification and recent experience in the location and category of the property being valued.

7. GOODWILL ON BUSINESS COMBINATION

	Group	
	2022	2021
	RM	RM
Goodwill on business combination	18,561,563	18,561,563

7. GOODWILL ON BUSINESS COMBINATION (CONTINUED)

The carrying amount of goodwill allocated to the Group's cash generating unit ("CGU") is based on the CGU's excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets and liabilities. The goodwill was allocated to the Group's cloud computing business segment.

The recoverable amount of the CGU is determined based on value-in-use calculation using pre-tax cash flows projection based on financial budgets and projection approved by management covering a 4-year period. Cash flows beyond the 4-year period are extrapolated.

The following describes the key assumptions for which management has based its cash flows projection to undertake the impairment testing of goodwill:

Average gross margin	:	15% (2021: 14%)
Average annual sales growth	:	17% (2021: 17%)
Discount rate	:	15% (2021: 17%)

(i) Average gross margin – based on historical achieved margins and assumes no significant changes in cost structure or input prices.
(ii) Average annual sales growth – based on management's estimation and industry growth rates.
(iii) Discount rate – based on the industry weighted average cost of capital of the CGU. The discount rate applied to the cash flows projection is pre-tax and reflects estimate of the risk specific to the CGU at the date of assessment.

Based on the sensitivity analysis performed, the directors believe that there is no reasonably possible change in key assumptions that would cause the carrying amount of the CGU to exceed its recoverable amount.

8. OTHER INTANGIBLE ASSETS

	Group		Company	
	2022	**2021**	**2022**	**2021**
Computer software	**RM**	**RM**	**RM**	**RM**
Cost				
At 1 January	292,897	272,116	230,480	230,480
Additions	44,652	20,781	-	-
At 31 December	337,549	292,897	230,480	230,480
Accumulated amortisation				
At 1 January	263,420	258,908	230,480	230,480
Charge for financial year	8,773	4,512	-	-
At 31 December	272,193	263,420	230,480	230,480
Carrying amount				
At 31 December	65,356	29,477	-	-

9. INVESTMENT IN SUBSIDIARIES

	Note	Company 2022 RM	Company 2021 RM
Unquoted shares, at cost			
In Malaysia			
At 1 January		48,814,658	47,114,658
Addition		-	1,700,000
At 31 December		48,814,658	48,814,658
Outside Malaysia		1	1
		48,814,659	48,814,659
ESOS granted to employees of subsidiaries		15,146,479	15,146,479
		63,961,138	63,961,138
Less: Impairment losses	(a)		
At 1 January		(5,334,232)	(4,333,632)
Charge for the financial year		(670,000)	(1,000,600)
At 31 December		(6,004,232)	(5,334,232)
		57,956,906	58,626,906
Quasi loans	(b)	45,178,547	41,108,283
Less: Impairment losses	(a)		
At 1 January		(3,695,515)	-
Transferred from other receivables		(826,672)	-
Charge for the financial year		(1,522,482)	(3,695,515)
At 31 December		(6,044,669)	(3,695,515)
		39,133,878	37,412,768
		97,090,784	96,039,674

(a) Impairment loss has been provided for investment in certain subsidiaries and quasi loans when the subsidiary has become inactive or when recoverable amount is less than its carrying amount.

(b) Quasi loans represent advances and payments made on behalf of which the settlement is neither planned nor likely to occur in the foreseeable future. These amounts are, in substance, a part of the Company's net investment in the subsidiaries. The quasi loans are stated at cost less accumulated impairment losses, if any.

Details of the subsidiaries are as follows:

Name of Company	Principal place of business/Country of incorporation	Principal activities	Effective ownership interest/Voting right 2022	Effective ownership interest/Voting right 2021
K2 Cloud Sdn. Bhd.	Malaysia	Investment holding	100%	100%
K-One Wellness Sdn. Bhd. (formerly known as Big'Ant (M) Sdn. Bhd.)	Malaysia	Design, development, manufacture, trading, distribution, supply and provision of medical and healthcare consumables, devices, sub-systems and services through distribution network, online platforms or direct to hospitals, pharmacies and healthcare institutions	100%	100%

NOTES TO THE FINANCIAL STATEMENTS
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9. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Details of the subsidiaries are as follows: (Continued)

Name of Company	Principal place of business/Country of incorporation	Principal activities	Effective ownership interest/Voting right 2022	2021
K-One Electronics Sdn. Bhd.	Malaysia	Development, manufacturing, supply and trading of consumer electronic products, healthcare equipment, digital devices and associated accessories via distribution network and/or online platforms and design, development and manufacturing of production tools	100%	100%
K-One Venture Sdn. Bhd.	Malaysia	Provision of co-working space, investment in business by capital funding and business advisory services	100%	100%
K-One International Limited *	Hong Kong	Dormant	100%	100%
G-AsiaPacific Sdn. Bhd. ^	Malaysia	Provision of cloud computing and its related services	100%	100%
Subsidiary of K2 Cloud Sdn. Bhd.				
K-One Industry Sdn. Bhd.	Malaysia	Design and development of manufacturing process/tools and manufacturing of electronic end products and sub-systems	100%	100%
Subsidiary of K-One Industry Sdn. Bhd.				
K-One Manufacturing Sdn. Bhd.	Malaysia	Design and development of manufacturing process/tools and manufacturing of electronic end products and sub-systems	100%	100%
K-One MediTech Sdn. Bhd.	Malaysia	Design, development, manufacturing and distribution of medical/ healthcare devices and consumables	100%	100%
Subsidiary of G-AsiaPacific Sdn. Bhd.				
G-AsiaPacific (S) Pte. Ltd. *	Singapore	Provision of cloud computing and its related services	100%	100%

* Audited by auditors other than Baker Tilly Monteiro Heng PLT.

^ G-AsiaPacific Sdn. Bhd.'s shares are held in trust by K2 Cloud Sdn. Bhd. as a trustee for the Company.

10. DEFERRED TAX ASSETS/(LIABILITIES)

Deferred tax relates to the following:

	As at 1 January 2022 RM	Recognised in profit or loss RM	As at 31 December 2022 RM
Group			
Deferred tax assets			
Contract liabilities	1,753,356	440,244	2,193,600
Deductible temporary differences in respect of expenses	-	32,600	32,600
Unutilised capital allowance	176,500	(176,500)	-
	1,929,856	296,344	2,226,200
Deferred tax liabilities			
Property, plant and equipment	(386,600)	(180,100)	(566,700)
	(386,600)	(180,100)	(566,700)
	1,543,256	116,244	1,659,500

	As at 1 January 2021 RM	Recognised in profit or loss RM	As at 31 December 2021 RM
Group			
Deferred tax assets			
Contract liabilities	-	1,753,356	1,753,356
Unutilised capital allowance	-	176,500	176,500
Unabsorbed tax losses	99,277	(99,277)	-
	99,277	1,830,579	1,929,856
Deferred tax liabilities			
Property, plant and equipment	(171,528)	(215,072)	(386,600)
Taxable temporary differences in respect of income	(69,000)	69,000	-
	(240,528)	(146,072)	(386,600)
	(141,251)	1,684,507	1,543,256

Presented after appropriate offsetting as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Deferred tax assets	2,226,200	1,929,856	-	-
Deferred tax liabilities	(566,700)	(386,600)	-	-
	1,659,500	1,543,256	-	-

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10. DEFERRED TAX ASSETS/(LIABILITIES) (CONTINUED)

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

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Differences between the carrying amounts of property, plant and equipment and their tax base	(1,264,975)	(1,242,398)	(943)	(1,566)
Taxable temporary difference	-	(112,436)	-	-
Unutilised capital allowance	2,705,212	2,203,332	128,427	127,597
Unabsorbed tax losses	11,466,538	9,422,119	2,477,933	1,834,902
	12,906,775	10,270,617	2,605,417	1,960,933
Potential deferred tax at 24% (2021: 24%)	3,097,600	2,464,900	625,300	470,600

The unutilised tax losses which are available for offset against future taxable profits of the Group and of the Company will expire in the following financial years:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Year of assessments				
2028	2,738,755	2,810,603	1,248,200	1,248,200
2029	421,318	421,318	-	-
2030	4,653,747	4,886,332	436,363	436,363
2031	680,326	1,303,866	150,339	150,339
2032	2,972,392	-	643,031	-
	11,466,538	9,422,119	2,477,933	1,834,902

11. OTHER INVESTMENT

	Group	
	2022	2021
	RM	RM
Financial assets designated at fair value through other comprehensive income ("DFVOCI")		
- Unquoted equity securities P.T. GAsia Pasific Indo	115,171	115,171

12. INVENTORIES

	Group 2022 RM	Group 2021 RM
At cost		
Raw materials	30,679,868	27,269,313
Finished goods	2,399,444	393,400
	33,079,312	27,662,713
At net realisable value		
Finished goods	452,352	5,071
	33,531,664	27,667,784

(a) During the financial year, inventories of the Group recognised as cost of sales amounted to RM85,473,724 (2021: RM65,408,267).

(b) During the financial year, the cost of inventories of the Group recognised as cost of sales in respect of write-down of inventories to net realisable value was RM191,079 (2021: RM20,293).

13. RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Note	Group 2022 RM	Group 2021 RM	Company 2022 RM	Company 2021 RM
Current					
Trade					
Trade receivables	(a)	34,662,160	25,494,963	30,313	-
Less: Allowance for impairment losses		(74,285)	(69,045)	-	-
		34,587,875	25,425,918	30,313	-
Non-trade					
Other receivables	(b)	6,815,757	6,180,598	5,840,243	5,830,278
Less: Allowance for impairment losses		(5,820,235)	(5,820,235)	(5,820,235)	(5,820,235)
		995,522	360,363	20,008	10,043
Amounts due from subsidiaries	(c)	-	-	-	843,717
Less: Allowance for impairment losses		-	-	-	(826,672)
		-	-	-	17,045
GST refundable		12,426	8,943	-	-
Deposits		278,136	234,476	17,070	18,270
Prepayments	(d)	1,940,900	3,107,040	12,157	28,848
Advances to suppliers		829,833	714,256	-	-
Total trade and other receivables		38,644,692	29,850,996	79,548	74,206

(a) The normal credit terms extended to customers range from 30 to 90 days (2021: 30 to 90 days).

(b) Included in other receivables of the Group and of the Company is an amount of RM5,820,235 (2021: RM5,820,235) relating to cash consideration receivable pursuant to the disposal of an associate, AHM Consultancy Services Sdn. Bhd. to the former vendors. Part of the consideration was settled through the sale of properties owned by the former vendors. The former vendors have unconditionally and irrevocably granted the Company the option to sell the properties for or on behalf of them until sufficient properties have been sold to fulfil the consideration.

In the previous financial year, an impairment loss of RM830,235 was made on the remaining cash consideration receivable after the contra of investment property with the outstanding loan.

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13. RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)

(c) The amounts due from subsidiaries are non-trade in nature, unsecured, non-interest bearing, repayable on demand and are expected to be settled in cash.

(d) Included in prepayment of the Group is an amount of RM192,500 (2021: RM Nil) deposits paid in relation to acquisition of a machine. The balance purchase price is disclosed in Note 29.

14. CONTRACT COSTS

Costs to fulfil a contract

Costs to fulfil a contract are costs incurred for contracts that are yet to be approved as at the reporting date. These costs will be used in satisfying the performance obligation in the future and expected to be recovered.

These costs are amortised in accordance with the pattern of transfer of goods or services to which the asset relates.

15. CONTRACT ASSETS/(LIABILITIES)

	Group		Company	
	2022	**2021**	**2022**	**2021**
	RM	**RM**	**RM**	**RM**
Contract assets	3,548,508	2,992,351	-	-
Contract liabilties	(9,585,056)	(7,407,200)	(9,379)	-
	(6,036,548)	(4,414,849)	(9,379)	-

Significant changes in contract balances

	Group		Company	
	2022	**2021**	**2022**	**2021**
	RM	**RM**	**RM**	**RM**
At 1 January	(4,414,849)	(4,194,188)	-	-
Revenue recognised during the year	61,809,215	49,417,154	-	-
Billings during the year	(63,430,914)	(49,637,815)	(9,379)	-
At 31 December	(6,036,548)	(4,414,849)	(9,379)	-

The contract assets relate to the Group's right to consideration for services rendered but not yet billed as at the reporting date.

The contract liabilities relate to advance considerations received from customers for services of which the revenue will be recognised over the remaining contract of the specific contract it relates to, ranging from 1 to 30 months (2021: 1 to 30 months).

16. SHORT-TERM CASH INVESTMENT

	Group		Company	
	2022	**2021**	**2022**	**2021**
	RM	**RM**	**RM**	**RM**
Cash management fund with investment management companies	5,074,531	16,538,008	2,074,531	7,038,008

The investment is redeemable upon 1 day (2021: 1 day) in notice.

17. CASH AND CASH EQUIVALENTS

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Cash and bank balances	17,875,998	9,870,977	687,781	150,554
Deposits placed with licensed banks	19,500,000	20,000,000	7,000,000	6,500,000
	37,375,998	29,870,977	7,687,781	6,650,554

The deposits placed with licensed banks of the Group and of the Company at the end of the financial year bear effective interest at rates ranging from 2.78% to 3.30% (2021: 2.00% to 2.50%) and 2.93% to 3.30% (2021: 2.00% to 2.50%) respectively per annum and with maturity period ranging from 1 to 3 months (2021: 3 months) and 3 months (2021: 3 months) respectively.

18. SHARE CAPITAL

	Group/Company			
	2022		2021	
	Number of shares	Amount	Number of shares	Amount
	Units	RM	Units	RM
Issued and fully paid up:				
Ordinary shares				
At 1 January	832,006,928	123,643,978	815,792,673	119,785,718
Issuance of ordinary shares pursuant to:				
- exercise of options	-	-	16,130,500	3,833,133
- exercise of warrants	-	-	83,755	25,127
At 31 December	832,006,928	123,643,978	832,006,928	123,643,978

(a) Share capital

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.

During the previous financial year, the Company:

(i) issued 16,130,500 new ordinary shares at prices ranging from RM0.14 to RM0.19 for the exercise of share options by option holders; and
(ii) issued 83,755 new ordinary shares at price of RM0.30 per ordinary share for the exercise of warrants by warrant holders.

(b) Warrants

The Company allotted and issued 182,234,783 free warrants in connection with the Bonus Issue of free warrants constituted under the deed poll dated 11 December 2018.

The salient features of the warrants were as follows:

(i) entitled its registered holders to subscribe for one (1) new ordinary share at the exercise price during the exercise period;
(ii) the exercise price was RM0.30 per share subject to adjustments in accordance with the provisions of the deed poll executed; and
(iii) the warrants might be exercised at any time for a period of 3 years commencing on and including 31 December 2018 ("exercise period"). Warrants that were not exercised during the exercise period would thereafter lapse and ceased to be valid for any purpose.

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18. SHARE CAPITAL (CONTINUED)

(b) Warrants (Continued)

As at 31 December 2021, 182,151,028 unexercised warrants had lapsed and ceased to be valid for any purpose.

19. RESERVES

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Foreign exchange reserve	(40,008)	(77,613)	-	-
Share option reserve	-	322,939	-	322,939
Accumulated losses	(8,993,926)	(9,216,850)	(8,515,245)	(7,055,971)
	(9,033,934)	(8,971,524)	(8,515,245)	(6,733,032)

Foreign exchange reserve

The foreign exchange reserve comprises all foreign currency differences arising from translation of the financial statements of the entities within the Group with functional currencies other than RM.

Share option reserve

The share option reserve comprises the cumulative value of services received for the issue of share options. The reserve is recorded over the vesting period commencing from the grant date and is reduced by the expiry, forfeiture or exercise of the share options. When the option is exercised, the amount from the share option reserve is transferred to share capital. When the share options are forfeited, the amount from the share option reserve is transferred to retained earnings.

The salient features of the ESOS are as follows:

(a) The eligibility for participation in the ESOS is at the discretion of the ESOS Committee. It is open to any eligible directors (including non-executive directors) and employees of the Group. The criteria were set out as below:

   (i) the director:

   - has attained the age of eighteen (18) years and is not an undischarged bankrupt or subject to any bankruptcy proceedings;
   - has been appointed as a director of a company within the Group (excluding dormant subsidiaries); and
   - fulfils any criteria as may be determined by the ESOS Committee from time to time.

   (ii) the employee:

   - has attained the age of eighteen (18) years and is not an undischarged bankrupt or subject to any bankruptcy proceedings;
   - is a Malaysian citizen;
   - has been confirmed in service and is in permanent employment of a company within the Group (excluding dormant subsidiaries); and
   - fulfils any criteria as may be determined by the ESOS Committee from time to time.

(b) The total number of shares to be offered under the ESOS and in respect of which options may be granted shall not exceed 30% of the total issued and paid-up capital of the Company at any point in time during the duration of the ESOS;

(c) The number of shares that may be offered and allotted to eligible directors and senior management under the ESOS is determined at the discretion of the ESOS Committee subject to a maximum allocation of 70% of the total number of ESOS options available;

(d) The number of shares that may be offered and allotted to eligible employee who holds 20% or more of the issued and paid-up capital of the Company, either singly or collectively through persons connected with him/her, shall not exceed 10% of the total number of ESOS options available;

19. RESERVES (CONTINUED)

Share option reserve (Continued)

(e) The option exercise price for each ordinary share shall be the higher of the volume weighted average market price of the Company's ordinary shares for the five (5) market days immediately preceding the date of offer, subject to a discount of not more than ten per cent (10%) which the Company may at its discretion decide to give, or the prevailing par value of the Company's ordinary shares at the material time;

(f) The new shares to be allotted and issued upon the exercise of options will, upon issue and allotment, rank pari passu in all respects with the existing issued and paid-up shares of the Company, except that the new shares will not be entitled to any dividends, rights, allotments or other distributions, the entitlement date of which is prior to the date of allotment of the said shares.

Movement of share options during the financial year

The following table illustrates the number ("No.") and weighted average exercise prices ("WAEP") of, and movements in, share options during the financial year:

	2022		2021	
	No.	**WAEP (RM)**	**No.**	**WAEP (RM)**
Outstanding at 1 January	7,281,700	0.181	23,412,200	0.152
- Exercised	-	-	(16,130,500)	0.141
- Lapsed	(7,281,700)	0.181	-	-
Outstanding at 31 December	-	-	7,281,700	0.181
Execisable at 31 December	-	-	7,281,700	0.181

On 7 March 2022, the ESOS of the Company had expired and consequently, the remaining 7,281,700 unexercised options lapsed on the expiry date.

The options outstanding as at 31 December 2021 had exercise prices range from RM0.14 to RM0.19 and the weighted average remaining contractual life for the share options outstanding as at 31 December 2021 was approximately 3 months.

The weighted average share price at the date of the options being exercised during the previous financial year was RM0.195.

The fair values of the share options granted were determined using a binomial option pricing model and the inputs were:

	2020
Weighted average fair value of share option at grant date (RM)	0.0726
Share price on grant date (RM)	0.215
Option life (years)	2.15
Risk-free rate (%)	3.00
Expected dividend (%)	Nil
Expected volatility (%)	45.45

The expected volatility was based on the historical share price volatility over the last 5 years.

20. TRADE AND OTHER PAYABLES

	Note	Group 2022 RM	Group 2021 RM	Company 2022 RM	Company 2021 RM
Non-current:					
Non-trade					
Other payable	(a)	105,912	-	-	-
Current:					
Trade					
Trade payables	(b)	29,884,985	22,458,222	13,378	-
Accruals		4,263,905	3,942,663	8,506	-
		34,148,890	26,400,885	21,884	-
Non-trade					
Other payables		534,032	1,163,399	122,892	180,991
GST/SST payables		33,539	191,968	-	-
Amount due to directors	(c)	9,140	9,046	-	-
Amount due to subsidiaries	(d)	-	-	54,328	1,325,099
Advances from customers		233,182	-	-	-
Accruals		1,995,290	936,750	44,887	25,847
Deposits received		727,357	385,443	20,442	7,441
		3,532,540	2,686,606	242,549	1,539,378
Total trade and other payables (current)		37,681,430	29,087,491	264,433	1,539,378
Total trade and other payables (non-current and current)		37,787,342	29,087,491	264,433	1,539,378

(a) Other payable of the Group represents the acquisition cost of equipment payable to a third party. This amount is non-interest bearing and is not expected to be settled within the twelve months after the reporting date.

(b) The normal trade credit terms granted to the Group range from 30 to 90 days (2021: 30 to 90 days).

(c) The amount due to directors is non-trade in nature, unsecured, non-interest bearing, repayable on demand and is expected to be settled in cash.

(d) The amount due to subsidiaries is non-trade in nature, unsecured, non-interest bearing, repayable on demand and is expected to be settled in cash.

21. REVENUE

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Revenue from contract customers:				
Research, design and development of electronic end products and sub-systems	785,135	1,648,131	21,548	-
Manufacturing of electronic end products and sub-systems	77,355,804	57,280,500	-	-
Cloud computing services	67,708,698	51,293,924	-	-
Sale and manufacturing of medical and healthcare devices and consumables	18,995,815	15,321,269	-	-
	164,845,452	125,543,824	21,548	-
Revenue from other source:				
Dividend income from a subsidiary	-	-	1,500,000	-
	164,845,452	125,543,824	1,521,548	-

(a) Disaggregation of revenue

The Group reports the following major segments: research, design, development and sales, manufacturing and cloud computing in accordance with *MFRS 8 Operating Segments*. For the purpose of disclosure for the disaggregation of revenue, it disaggregates revenue into primary geographical markets, major goods or services, timing of revenue recognition (i.e. goods transferred at a point in time or services transferred over time).

	Research, design, development and sales	Manufacturing	Cloud computing	Total
	RM	RM	RM	RM
Group - 2022				
Primary geographical markets:				
Malaysia	3,952	7,456,680	43,426,356	50,886,988
Asia (excluding Malaysia)	-	14,886,958	15,524,977	30,411,935
Europe	701,107	62,564,195	265,882	63,531,184
Oceania	-	187,652	45,212	232,864
United States of America	80,076	11,256,134	8,446,271	19,782,481
	785,135	96,351,619	67,708,698	164,845,452
Major goods or services:				
Electronic products	-	77,355,804	-	77,355,804
Research, design and development	785,135	-	-	785,135
Cloud computing	-	-	67,708,698	67,708,698
Medical and healthcare devices and consumables	-	18,995,815	-	18,995,815
	785,135	96,351,619	67,708,698	164,845,452
Timing of revenue recognition:				
At a point in time	785,135	96,351,619	6,055,906	103,192,660
Over time	-	-	61,652,792	61,652,792
	785,135	96,351,619	67,708,698	164,845,452

21. REVENUE (CONTINUED)

(a) Disaggregation of revenue (Continued)

	Research, design, development and sales RM	Manufacturing RM	Cloud computing RM	Total RM
Group - 2021				
Primary geographical markets:				
Malaysia	81,266	1,184,741	32,839,803	34,105,810
Asia (excluding Malaysia)	55,917	12,853,993	18,263,468	31,173,378
Europe	128,237	41,861,608	4,820	41,994,665
Oceania	-	29,676	185,833	215,509
United States of America	1,382,711	16,671,751	-	18,054,462
	1,648,131	72,601,769	51,293,924	125,543,824
Major goods or services:				
Electronic products	-	57,280,500	-	57,280,500
Research, design and development	1,648,131	-	-	1,648,131
Cloud computing	-	-	51,293,924	51,293,924
Medical and healthcare devices and consumables	-	15,321,269	-	15,321,269
	1,648,131	72,601,769	51,293,924	125,543,824
Timing of revenue recognition:				
At a point in time	1,648,131	72,601,769	1,876,770	76,126,670
Over time	-	-	49,417,154	49,417,154
	1,648,131	72,601,769	51,293,924	125,543,824

21. REVENUE (CONTINUED)

(a) Disaggregation of revenue (Continued)

	Research, design, development and sales RM	Total RM
Company - 2022		
Primary geographical market:		
United States of America	21,548	21,548
Major goods or services:		
Research, design and development	21,548	21,548
Timing of revenue recognition:		
At a point in time	21,548	21,548
Company - 2021		
Primary geographical market:		
United States of America	-	-
Major goods or services:		
Research, design and development	-	-
Timing of revenue recognition:		
At a point in time	-	-

(b) Transaction price allocated to the remaining performance obligations

Group	Within 1 year RM	Between 1 to 3 years RM	Total RM
As at 31 December 2022			
Revenue expected to be recognised on:			
- Cloud computing	9,584,653	403	9,585,056
As at 31 December 2021			
Revenue expected to be recognised on:			
- Cloud computing	7,377,246	29,954	7,407,200

The Group applies the practical expedient in paragraph 121(a) of MFRS 15 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

NOTES TO THE FINANCIAL STATEMENTS
Cont'd

22. COST OF SALES

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Research, design and development of electronic end products and sub-systems	107,946	126,849	19,674	-
Cost of manufacturing of electronic end products and sub-systems	66,804,406	50,882,034	-	-
Cloud computing services	58,906,584	44,744,038	-	-
Cost of sale and manufacturing of medical and healthcare devices and consumables	18,860,397	14,546,526	-	-
	144,679,333	110,299,447	19,674	-

23. PROFIT/(LOSS) BEFORE TAX

Other than disclosed elsewhere in the financial statements, the following items have been charged/(credited) in arriving at profit/(loss) before tax:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Auditors' remuneration				
- current year	260,388	186,500	79,400	55,000
- prior year	5,000	12,700	2,000	-
- other services	6,000	6,000	6,000	6,000
Amortisation of computer software	8,773	4,512	-	-
Depreciation of:				
- property, plant and equipment	2,476,595	2,597,059	58,786	58,566
- investment property	168,000	-	168,000	-
Impairment loss on plant and equipment	-	71,783	-	-
Property, plant and equipment written off	1,637,330	-	-	-
Directors' fees	254,400	230,400	254,400	230,400
Directors' other emoluments	2,068,400	1,901,600	30,000	20,000
Expenses relating to short-term lease	169,225	187,442	-	-
Expenses relating to lease of low value assets	14,636	21,225	5,916	5,916
Inventories written down	191,079	20,293	-	-
Impairment losses on financial assets:				
- trade receivables	5,240	3,489	-	-
- other receivable	-	830,235	-	830,235
- amount due from subsidiaries	-	-	-	11,575
Impairment loss on investment in subsidiaries	-	-	2,192,482	4,696,115
Foreign exchange (gain)/loss				
- realised	(529,271)	166,062	333	4
- unrealised	30,912	(340,105)	(2,714)	(4,706)
Fair value gain on short-term cash investment	(36,524)	(7,902)	(36,524)	(7,902)
Gain on disposal of short-term cash investment	-	(23,197)	-	(23,197)
Income from short-term cash investment	-	(411,552)	-	(109,427)

23. PROFIT/(LOSS) BEFORE TAX (CONTINUED)

	Group		Company	
	2022	**2021**	**2022**	**2021**
	RM	**RM**	**RM**	**RM**
Interest income	(490,128)	(264,805)	(202,023)	(172,601)
Rental income of:				
- premises	(65,766)	(65,766)	(29,766)	(29,766)
- investment property	(46,000)	-	(46,000)	-
Reversal of impairment on amount due from subsidiaries	-	-	-	(983,793)

24. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2022	**2021**	**2022**	**2021**
	RM	**RM**	**RM**	**RM**
Executive directors' fees	19,150	18,536	-	-
Executive directors' salary and other emoluments	3,395,720	2,817,180	-	-
Wages, salaries and bonus	13,321,732	10,866,776	632,125	612,810
Employees Provident Fund	1,538,819	1,369,960	39,662	44,248
SOCSO	166,773	140,054	3,770	4,488
Share option granted under ESOS	-	145,200	-	-
Other personnel costs	569,521	444,141	9,155	1,855
	19,011,715	15,801,847	684,712	663,401

25. DIRECTORS' REMUNERATION

	Group		Company	
	2022	**2021**	**2022**	**2021**
	RM	**RM**	**RM**	**RM**
Directors of the Company				
Executive:				
Salary and other emoluments	2,038,400	1,881,600	-	-
Non-executive:				
Fees	254,400	230,400	254,400	230,400
Allowances	30,000	20,000	30,000	20,000
	2,322,800	2,132,000	284,400	250,400
Directors of the subsidiaries				
Executive:				
Fees	19,150	18,536	-	-
Salary and other emoluments	1,357,320	935,580	-	-
	1,376,470	954,116	-	-
Total directors' remuneration	3,699,270	3,086,116	284,400	250,400

26. TAX EXPENSE

The major components of income tax expense for the financial years ended 31 December 2022 and 31 December 2021 are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Current tax:				
Malaysian income tax:				
Current financial year	1,559,220	1,717,401	-	-
(Over)/Under provision in prior financial years	(642,816)	860,137	-	-
	916,404	2,577,538	-	-
Foreign income tax:				
Current financial year	37,350	38,320	-	-
	37,350	38,320	-	-
Deferred tax (Note 10):				
Reversal of temporary differences	(345,748)	(1,024,844)	-	-
Under/(Over) provision in prior financial years	229,504	(659,663)	-	-
	(116,244)	(1,684,507)	-	-
Tax expense	837,510	931,351	-	-

Domestic income tax is calculated at the Malaysian statutory income tax rate of 24% (2021: 24%) of the estimated assessable profit/(loss) for the financial year. The corporate income tax of the subsidiary in Singapore is calculated at 17% (2021: 17%) on the estimated assessable profit for the financial year.

The reconciliations from the tax amount at the statutory income tax rate to the Group's and the Company's tax expenses are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Profit/(Loss) before tax	737,495	(1,781,364)	(1,782,213)	(5,059,387)
Tax at Malaysian statutory income tax rate of 24% (2021: 24%)	177,000	(427,500)	(427,700)	(1,214,300)
Effect of lower tax rate in foreign jurisdiction	(31,729)	(18,665)	-	-
Tax effect on non-deductible expenses	473,890	1,018,551	641,800	1,204,000
Tax effect on non-taxable income	(8,766)	(4,100)	(368,800)	-
Deemed interest income	46,763	-	-	-
Deferred tax assets not recognised	1,058,400	647,000	154,700	10,300
Utilisation of previously unrecognised tax losses	(425,700)	(176,500)	-	-
Tax exemptions	(39,036)	(307,900)	-	-
(Over)/Under provision in prior years				
- current tax	(642,816)	860,137	-	-
- deferred tax	229,504	(659,672)	-	-
	837,510	931,351	-	-

27. LOSS PER ORDINARY SHARE

(a) Basic

Basic loss per ordinary share is based on the loss for the financial year attributable to owners of the Company and the weighted average number of ordinary shares outstanding during the financial year, calculated as follows:

	Group	
	2022	**2021**
	RM	**RM**
Loss for the financial year attributable to owners of the Company	(100,015)	(2,712,715)
Weighted average number of ordinary shares outstanding during the financial year	818,577,759	818,577,759
Basic loss per ordinary share (sen)	(0.01)	(0.33)

(b) Diluted

The diluted loss per share of the Group is the same as the basic loss per ordinary share of the Group as the potential ordinary shares from share options and warrants are anti-dilutive.

28. CORPORATE GUARANTEE

	Company	
	2022	**2021**
	RM	**RM**
Corporate guarantee for credit facilities granted to subsidiary:		
- K-One Industry Sdn. Bhd.	22,576,000	22,576,000

29. CAPITAL COMMITMENTS

The Group has made commitments for the following:

	Group	
	2022	**2021**
	RM	**RM**
Approved and contracted for:		
Acquisition of plant and equipment	192,500	-

30. RELATED PARTIES

(a) Identify of related parties

For the purposes of these financial statements, parties are considered to be related to the Group and the Company if the Group and the Company have 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 and the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Company has related party relationship with its subsidiaries and key management personnel.

(b) Significant related party transactions

Significant related party transactions other than disclosed elsewhere in the financial statements are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Paid or payable to certain directors of the Company				
Rental of factory	90,000	97,500	-	-
Received and receivable from a subsidiary				
Dividend income	-	-	(1,500,000)	-

Significant outstanding balances with related parties at the end of the reporting period are disclosed in Notes 13 and 20 to the financial statements.

(c) Compensation of key management personnel

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Directors of the Company and subsidiaries				
Fees	273,550	248,936	254,400	230,400
Salaries and other emoluments	3,031,043	2,545,062	30,000	20,000
Post-employment benefits	394,677	292,118	-	-
	3,699,270	3,086,116	284,400	250,400

31. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The following table analyses the financial instruments in the statements of financial position by the classes of financial instruments to which they are assigned:

(i) Fair value through profit or loss ("FVPL")
(ii) Amortised cost ("AC")
(iii) Designated fair value through other comprehensive income ("DFVOCI")

	FVPL RM	AC RM	DFVOCI RM	Total RM
2022				
Group				
Financial assets				
Other investment	-	-	115,171	115,171
Receivables and deposits *	-	35,861,533	-	35,861,533
Short-term cash investment	5,074,531	-	-	5,074,531
Cash and cash equivalents	-	37,375,998	-	37,375,998
	5,074,531	73,237,531	115,171	78,427,233
Financial liabilities				
Trade and other payables #	-	37,520,621	-	37,520,621
2021				
Group				
Financial assets				
Other investment	-	-	115,171	115,171
Receivables and deposits *	-	26,020,757	-	26,020,757
Short-term cash investment	16,538,008	-	-	16,538,008
Cash and cash equivalents	-	29,870,977	-	29,870,977
	16,538,008	55,891,734	115,171	72,544,913
Financial liabilities				
Trade and other payables #	-	28,895,523	-	28,895,523

* *Exclude GST refundable, prepayments and advances to suppliers.*
\# *Exclude GST/SST payables and advances from customers.*

31. FINANCIAL INSTRUMENTS (CONTINUED)

(a) Categories of financial instruments (Continued)

	FVPL RM	AC RM	Total RM
2022			
Company			
Financial assets			
Receivables and deposits *	-	67,391	67,391
Short-term cash investment	2,074,531	-	2,074,531
Cash and bank balances	-	7,687,781	7,687,781
	2,074,531	7,755,172	9,829,703
Financial liabilities			
Trade and other payables	-	264,433	264,433
2021			
Company			
Financial assets			
Receivables and deposits *	-	45,358	45,358
Short-term cash investment	7,038,008	-	7,038,008
Cash and bank balances	-	6,650,554	6,650,554
	7,038,008	6,695,912	13,733,920
Financial liabilities			
Trade and other payables	-	1,539,378	1,539,378

* *Exclude GST refundable, prepayments and advances to suppliers.*

(b) Financial risk management

The Group's and the Company's activities are exposed to a variety of financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. The Group's and the Company's overall financial risk management objective is to optimise value for their shareholders.

The Board of Directors reviews and agrees to policies and procedures for the management of these risks, which are executed by the Executive Director and Head of Finance. The Audit and Risk Management Committee provides independent oversight on the effectiveness of the risk management process.

(i) Credit risk

Credit risk is the risk of financial loss to the Group and the Company that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group and the Company are exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group and the Company have a credit policy in place and the exposure to credit risk is managed through the application of credit approvals, credit limits and monitoring procedures. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(i) Credit risk (Continued)

Trade receivables and contract assets

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

The carrying amount of trade receivables and contract assets are not secured by any collateral or supported by any other credit enhancements. In determining the recoverability of these receivables, the Group and the Company consider any change in the credit quality of the receivables from the date the credit was initially granted up to the reporting date. The Group and the Company have adopted a policy of dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

Credit risk concentration profile

The exposure of credit risk for trade receivables as at the end of the financial year by geographic region are as follows:

	Group		Company	
	2022	2021	2022	2021
	RM	RM	RM	RM
Malaysia	7,321,920	3,937,316	-	-
Asia (excluding Malaysia)	263,720	2,619,163	-	-
Europe	2,811,515	926,967	-	-
United States of America	24,265,005	18,011,517	30,313	-
	34,662,160	25,494,963	30,313	-

The Group and the Company apply the simplified approach to provide for impairment losses prescribed by MFRS 9, which permits the use of the lifetime expected credit losses provision for all trade receivables and contract assets. To measure the impairment losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The impairment losses also incorporate forward looking information.

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(i) Credit risk (Continued)

Trade receivables and contract assets (Continued)

Credit risk concentration profile (Continued)

The information about the credit risk exposure on the Group's and the Company's trade receivables as at 31 December 2022 and 2021 respectively are as follows:

	Gross carrying amount	Expected credit loss allowance	Net balance
	RM	RM	RM
Group			
At 31 December 2022			
Contract assets			
Current (not past due)	3,548,508	-	3,548,508
Trade receivables			
Current (not past due)	24,083,376	-	24,083,376
1 to 30 days past due	6,843,837	-	6,843,837
31 to 60 days past due	2,188,315	-	2,188,315
61 to 90 days past due	445,178	-	445,178
91 to 120 days past due	257,966	-	257,966
More than 120 days past due	843,488	(74,285)	769,203
	38,210,668	(74,285)	38,136,383
At 31 December 2021			
Contract assets			
Current (not past due)	2,992,351	-	2,992,351
Trade receivables			
Current (not past due)	18,637,718	-	18,637,718
1 to 30 days past due	5,165,077	-	5,165,077
31 to 60 days past due	1,219,197	-	1,219,197
61 to 90 days past due	75,237	-	75,237
91 to 120 days past due	35,720	-	35,720
More than 120 days past due	362,014	(69,045)	292,969
	28,487,314	(69,045)	28,418,269
Company			
At 31 December 2022			
Current (not past due)	27,346	-	27,346
1 to 30 days past due	2,967	-	2,967
	30,313	-	30,313

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(i) Credit risk (Continued)

Trade receivables and contract assets (Continued)

Credit risk concentration profile (Continued)

The Group's trade receivables that are impaired at the reporting date and the reconciliation of movements in the impairment of trade receivables are as follows:

	Group	
	2022	**2021**
	RM	**RM**
At 1 January	69,045	65,556
Additions - individually assessed	5,240	3,489
At 31 December	74,285	69,045

Other receivables and other financial assets

For other receivables and other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties. At the reporting date, the Group's and the Company's maximum exposure to credit risk arising from other receivables and other financial assets are represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group and the Company consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group and the Company compare the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

The Group's and the Company's other receivables that are impaired at the reporting date and the reconciliation of movements in the impairment of other receivables are as follows:

	Group/Company	
	2022	**2021**
	RM	**RM**
At 1 January	5,820,235	4,990,000
Additions - individually assessed	-	830,235
At 31 December	5,820,235	5,820,235

Refer to Note 3.7(a) for the Group's and the Company's other accounting policies for impairment of financial assets.

Amounts due from subsidiaries

Advances to subsidiaries are repayable on demand. For these advances, the expected credit losses are assessed based on the assumption that repayment of the loan is demanded at the reporting date. If the subsidiary does not have sufficient highly liquid resources when the loan is demanded, the Company will consider the expected manner of recovery and recovery period of the intercompany balance.

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(i) Credit risk (Continued)

Amounts due from subsidiaries (Continued)

The following table provides information about the exposure to credit risk and Expected Credit Losses ("ECLs") for amount due from subsidiaries as at financial year end:

	Gross carrying amount RM	Expected credit loss allowance RM	Net balance RM
Company			
2022			
Credit impaired			
- individually assessed	-	-	-
2021			
Credit impaired			
- individually assessed	843,717	(826,672)	17,045

The Company's amounts due from subsidiaries that are impaired at the reporting date and the reconciliation of movements in the impairment of amounts due from subsidiaries are as follows:

	Company 2022 RM	Company 2021 RM
At 1 January	826,672	1,798,890
Additions - individually assessed	-	11,575
Reversal of impairment loss	-	(983,793)
Transferred to investment in subsidiaries	(826,672)	-
At 31 December	-	826,672

(ii) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations when they fall due. The Group's and the Company's exposure to liquidity risk arise primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's exposure to liquidity risk arise principally from trade and other payables.

The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of standby credit facilities.

The Group's financial liabilities at the reporting date either mature within one year or are repayable on demand.

(iii) Foreign currency risk

Foreign currency risk is the risk of fluctuation in fair value or future cash flows of a financial instrument as a result of changes in foreign exchange rates. The Group's and the Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's and the Company's operating activities (when sales, purchases and borrowings that are denominated in a foreign currency) and the Group's net investments in foreign subsidiaries.

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(iii) Foreign currency risk (Continued)

The Group has transactional currency exposures arising on sales and purchases that are denominated in currencies other than the functional currency of the Group's entities, primarily RM. The foreign currencies in which these transactions are denominated mainly include United States Dollar ("USD"), Euro ("Euro"), Sterling Pound ("GBP") and Singapore Dollar ("SGD").

The Group's and the Company's exposure to foreign currency risk based on the carrying amounts as at the end of the financial year are as follows:

	Trade and other receivables	Cash and bank balances	Trade and other payables	Total
	RM	RM	RM	RM
Group				
2022				
USD	24,794,796	3,972,485	(6,318,675)	22,448,606
Euro	2,811,515	1,784,277	(1,752,607)	2,843,185
GBP	-	842	(35,834)	(34,992)
SGD	263,720	348,026	(119,929)	491,817
	27,870,031	6,105,630	(8,227,045)	25,748,616
2021				
USD	18,025,925	3,198,821	(9,425,130)	11,799,616
Euro	926,967	300,157	(1,756,558)	(529,434)
GBP	-	896	(35,830)	(34,934)
SGD	2,619,163	565,067	(778,518)	2,405,712
	21,572,055	4,064,941	(11,996,036)	13,640,960
Company				
2022				
USD	30,313	53,551	(8,878)	74,986
2021				
USD	-	50,502	-	50,502

31. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management (Continued)

(iii) Foreign currency risk (Continued)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's and the Company's profit net of tax to a reasonably possible change in the major currencies; United States Dollar ("USD"), Euro ("Euro"), Sterling Pound ("GBP") and Singapore Dollar ("SGD") exchange rates against the functional currency of the Group's entities, RM, with all other variables held constant.

		Increase/(Decrease) in Loss for the financial year			
		Group		Company	
		2022	2021	2022	2021
		RM	RM	RM	RM
USD/RM	- Strengthen by 1% (2021: 1%)	(170,600)	(89,700)	600	400
	- Weaken by 1% (2021: 1%)	170,600	89,700	(600)	(400)
Euro/RM	- Strengthen by 5% (2021: 5%)	108,000	(20,100)	-	-
	- Weaken by 5% (2021: 5%)	(108,000)	20,100	-	-
GBP/RM	- Strengthen by 5% (2021: 5%)	(1,300)	(1,300)	-	-
	- Weaken by 5% (2021: 5%)	1,300	1,300	-	-
SGD/RM	- Strengthen by 1% (2021: 1%)	(3,700)	(18,300)	-	-
	- Weaken by 1% (2021: 1%)	3,700	18,300	-	-

(c) Fair value measurement

The methods and assumptions used to determine the fair value of the following classes of financial assets and liabilities are as follows:

(i) Deposits, cash and bank balances, trade and other receivables and payables

The carrying amounts of deposits, cash and bank balances, trade and other receivables and payables are reasonable approximation of fair values due to the short-term nature of these financial instruments.

(ii) Short-term cash investment

The fair value of these financial assets is determined by reference to the redemption price at the reporting date.

The carrying amounts of financial assets and liabilities recognised in the financial statements are reasonable approximation of their fair values.

Fair value hierarchy

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

(i) Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

(ii) Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

(iii) Level 3 fair value measurements are those derived from inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31. FINANCIAL INSTRUMENTS (CONTINUED)

(c) Fair value measurement (Continued)

Fair value hierarchy (Continued)

The following table provides the fair value measurement hierarchy of the Group's assets:

	Fair Value Measurement			
	Level 1	**Level 2**	**Level 3**	**Total**
	RM	**RM**	**RM**	**RM**
Group				
Financial assets at fair value				
2022				
- Other investment	-	-	115,171	115,171
- Short-term cash investment	5,074,531	-	-	5,074,531
2021				
- Other investment	-	-	115,171	115,171
- Short-term cash investment	16,538,008	-	-	16,538,008

32. SEGMENT INFORMATION

For management purposes, the Group is organised into business segments based on their products and services. The Group's chief operation decision maker reviews the information of each business segment on a monthly basis for the purposes of resource allocation and assessment of segment performance. Therefore, the Group's reportable segments under MFRS 8 are as follows:

Research, design, development and sales — Research, design and development of healthcare, medical, Internet of Things ("IoT"), industrial, consumer electronics end products and sub-systems and service sales.

Manufacturing — Manufacturing of electronic end products, sub-systems, medical/healthcare devices and consumables.

Cloud computing — Provision of advanced cloud technology comprising of infrastructure as a service (IAAS), platform as a service (PAAS), cloud design, consulting and management services and mobile application and development.

Investment holding — Investment holding and dormant companies.

Performance is measured based on segment loss before tax and interest, as included in the internal management reports that are reviewed by the Group's chief operation decision maker. Segment (loss)/profit is used to measure performance as the management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Segment revenue and results

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Segment results represent profit or loss before interest and tax of the segment. Inter-segment transactions are entered in the ordinary course of business based on terms mutually agreed upon by the parties concerned.

Segment assets

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

32. SEGMENT INFORMATION (CONTINUED)

Segment liabilities

The total of segment liability is measured based on all liabilities of a segment excluding deferred tax liabilities, borrowings, current tax liabilities and amount due to directors, as included in the internal management reports that are reviewed by the Group's and Company's executive directors.

Segment capital expenditure

Segment capital expenditure is the total cost incurred during the financial year to acquire property, plant and equipment and intangible assets other than goodwill.

	Research, design and development and sales RM	Manufacturing RM	Cloud computing RM	Investment holding RM	Consolidated RM
2022					
Total external revenue	785,135	96,351,619	67,708,698	-	164,845,452
Segment profit/(loss)	819,223	(2,176,456)	3,218,871	(1,124,143)	737,495
Tax expense	(225,014)	(408,228)	(199,450)	(4,818)	(837,510)
Loss for the financial year					(100,015)
Other information					
Segment assets	11,304,197	77,499,833	51,940,024	18,147,311	158,891,365
Unallocated corporate assets					3,815,385
Consolidated total assets					162,706,750
Other information					
Segment liabilities	747,641	26,312,250	20,071,650	231,717	47,363,258
Unallocated corporate liabilities					733,448
Consolidated total liabilities					48,096,706
Capital expenditure	-	3,441,649	88,835	1,600	3,532,084
Amortisation of computer software	-	8,773	-	-	8,773
Depreciation of property, plant and equipment	-	2,347,592	67,725	61,278	2,476,595
Depreciation of investment property	-	-	-	168,000	168,000
Property, plant and equipment written off	-	1,637,330	-	-	1,637,330
Impairment losses on trade and other receivables	-	-	5,240	-	5,240

32. SEGMENT INFORMATION (CONTINUED)

	Research, design and development and sales RM	Manufacturing RM	Cloud computing RM	Investment holding RM	Consolidated RM
2021					
Total external revenue	1,648,131	72,601,769	51,293,924	-	125,543,824
Segment profit/(loss)	824,747	(3,732,146)	2,574,114	(1,448,079)	(1,781,364)
Tax (expense)/credit	(124,427)	(293,802)	(517,007)	3,885	(931,351)
Loss for the financial year					(2,712,715)
Other information					
Segment assets	15,359,852	62,076,350	48,294,066	22,282,016	148,012,284
Unallocated corporate assets					4,252,301
Consolidated total assets					152,264,585
Segment liabilities	736,665	17,061,332	18,466,392	230,304	36,494,693
Unallocated corporate liabilities					1,097,440
Consolidated total liabilities					37,592,133
Capital expenditure	-	1,594,565	46,036	4,800,000	6,440,601
Amortisation of computer software	-	4,512	-	-	4,512
Depreciation of property, plant and equipment	-	2,475,757	60,244	61,058	2,597,059
Impairment loss on plant and equipment	-	-	-	71,783	71,783
Impairment losses on trade and other receivables	-	-	3,489	830,235	833,724

Geographical information

The Group's Electronic Manufacturing Service ("EMS") business is derived mainly from three geographical areas. About 95% (2021: 99%) of the business activities are derived from outside Malaysia. The increase in local sales for 2022 was due to the brisk demand of COVID-19 Antigen saliva self-test kits in the local market. The Group primarily exports design and development services and finished goods of electronic end products/sub-systems and medical/healthcare devices to Europe, United States of America and Asia (excluding Malaysia). The manufacturing activities are mainly conducted in Malaysia.

The operating activities of the cloud computing segment is mainly conducted in Malaysia and specific ASEAN countries.

32. SEGMENT INFORMATION (CONTINUED)

Geographical information (Continued)

Revenue and non-current assets (excluding deferred tax assets and financial instruments) and information is presented based on the segment's country of domicile. Non-current assets do not include financial instruments and deferred tax assets.

	Revenue		Non-current assets	
	2022	2021	2022	2021
	RM	RM	RM	RM
Malaysia**	50,886,988	34,105,810	40,218,383	40,976,997
Asia (excluding Malaysia)	30,411,935	31,173,378	-	-
Europe	63,531,184	41,994,665	-	-
Oceania	232,864	215,509	-	-
United States of America	19,782,481	18,054,462	-	-
	164,845,452	125,543,824	40,218,383	40,976,997

*** Includes RM43,426,356 (2021: RM32,839,801) from Cloud business.*

Information about major customer in EMS business

The Group has 1 (2021: 1) major international customer contributing more than 10% of the Group revenue which amounted to RM48,105,057 (2021: RM32,620,893).

33. CAPITAL MANAGEMENT

The primary objective of the Group's and the Company's capital management is to ensure that it maintains a strong credit and healthy capital ratios in order to support its business and maximise shareholder value.

The Group and the Company manage its capital structure and make adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group and the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2022 and 2021.

The Group and the Company do not have any borrowings as at the financial years ended 31 December 2022 and 2021. As such, no disclosure of the gearing ratio is shown as it is not meaningful.

The Group is not subject to any externally imposed capital requirements.

34. SIGNIFICANT EVENTS DURING AND SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

(a) Proposed increase in shareholding in P.T. GAsia Pasific Indo

On 15 September 2022, the Company announced that its wholly-owned subsidiary, G-AsiaPacific Sdn. Bhd. ("GAP") had entered into a Term Sheet with P.T. Gapura Manajemen Servis ("GMS") to increase its stake from 15% to 51% by acquiring 36% shareholding from GMS at an indicative price of approximately RM4.5 million subject to the completion and satisfactory outcome of both the financial and legal due diligence and successful signing of the share sale and shareholders' agreements respectively.

The share sale and shareholders' agreements have been executed on 7 April 2023 and the said stake increase is targeted to be completed on or before 30 June 2023.

34. SIGNIFICANT EVENTS DURING AND SUBSEQUENT TO THE END OF THE FINANCIAL YEAR (CONTINUED)

(b) Establishment of joint venture in Vietnam

On 20 October 2022, the Company announced that its wholly-owned subsidiary, GAP had entered into a Term Sheet with Vietnet Distribution Joint Stock Company (“Vietnet”) to form a joint venture in Vietnam to conduct cloud computing business. The proposed joint venture shall be operated through a joint venture company, which will be 51% owned by GAP while the balance of 49% will be owned by Vietnet. The parties shall execute Joint Venture & Shareholders’ Agreements (“Definitive Agreements”) on or before 30 November 2022.

However both parties mutually agreed on several occasions to extend the execution of the Definitive Agreements, the last extension being 30 April 2023.

The Definitive Agreements will be signed in April 2023.

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

We, **IR. LIM BENG FOOK** and **DATO' LIM SOON SENG**, being two of the directors of K-ONE TECHNOLOGY BERHAD, do hereby state that in the opinion of the directors, the accompanying financial statements set out on pages 48 to 111 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022 and of their financial performance and cash flows for the financial year then ended.

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

....
IR. LIM BENG FOOK
Director

....
DATO' LIM SOON SENG
Director

Date: 17 April 2023

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

I, **CHOI KENG MUN**, being the person primarily responsible for the financial management of K-ONE TECHNOLOGY BERHAD, do solemnly and sincerely declare that to the best of my knowledge and belief, the accompanying financial statements set out on pages 48 to 111 are 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.

....
CHOI KENG MUN
(MIA Membership No.: 11309)

Subscribed and solemnly declared by the abovenamed at Petaling Jaya in the state of Selangor Darul Ehsan on 17 April 2023.

Before me,

....
LOH PEI XUAN (B669)
Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF K-ONE TECHNOLOGY BERHAD (INCORPORATED IN MALAYSIA)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of K-One Technology Berhad, which comprise the statements of financial position as at 31 December 2022 of the Group and of the Company, and the statements of 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 significant accounting policies, as set out on pages 48 to 111.

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

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

Group

Goodwill on business combination (Notes 4.1 and 7 to the financial statements)

The Group recorded goodwill on business combination amounting to RM18,561,563 arising from the acquisition of GAP in financial year ended 31 December 2019. The Group is required to assess the recoverable amount of goodwill annually.

We focused on this area because the determination of the recoverable amount of goodwill requires significant judgements by the Group on the discount rate applied and the assumptions supporting the underlying cash flow projections, including forecast growth rates, operating expenses and gross profit margin.

Our response:

Our audit procedures included, among others:

- assessing the appropriateness of the valuation methodology adopted by the Group in accordance to the requirements of MFRS 136 *Impairment of Assets*;
- comparing the actual results with previous budget to assess the performance of the business;
- comparing the Group's key assumptions which include consideration of the current economic and business environment to our assessments obtained during the year;
- testing the mathematical accuracy of the computation of the recoverable amount; and
- performing a sensitivity analysis around the key assumptions that are expected to be most sensitive to the recoverable amount.

Company

We have determined that there are no key audit matters to communicate in our report which arose from the audit of the financial statements of the Company.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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

Responsibilities of the Directors for the Financial Statements

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

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

The directors of the Company are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF K-ONE TECHNOLOGY BERHAD (INCORPORATED IN MALAYSIA)
Cont'd

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONTINUED)

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

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: (Continued)

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiary of which we have not acted as auditors, are disclosed in Note 9 to the financial statements.

OTHER MATTER

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

Baker Tilly Monteiro Heng PLT
201906000600 (LLP0019411-LCA) & AF 0117
Chartered Accountants

Andrew Choong Tuck Kuan
No. 03264/04/2025 J
Chartered Accountant

Kuala Lumpur

Date: 17 April 2023

LIST OF PROPERTIES
AS AT 31 DECEMBER 2022

LOCATION	DESCRIPTION	TENURE/ DATE OF EXPIRY	APPROXIMATE AGE OF BUILDINGS (YEARS)	APPROXIMATE BUILT-UP AREA (SQ. FEET)	DATE OF ACQUISITION	NET CARRYING AMOUNT AS AT 31/12/2022 (RM '000)
66, Jalan SS 22/21 Damansara Jaya 47400 Petaling Jaya Selangor	4-storey shoplot: Office	Freehold	33	6,000	4.7.2006	1,806
68, Jalan SS 22/21 Damansara Jaya 47400 Petaling Jaya Selangor	4-storey shoplot: Office	Freehold	33	6,000	4.7.2006	1,806
5, 7, 9, 11, 15 & 17 Persiaran Rishah 7 Kawasan Perindustrian Silibin 30100 Ipoh Perak	6 units of factory building cum office	Leasehold – 60 years expiring in 2045	33	45,000	9.8.2007	2,706
19, Lengkok Rishah 1 Kawasan Perindustrian Silibin 30100 Ipoh Perak	Single storey detached factory	Leasehold – 60 years expiring in 2045	33	10,721	21.8.2020	611
Lot 128249 Lengkok Rishah 1 Kawasan Perindustrian Silibin 30100 Ipoh Perak	Single storey detached factory	Leasehold – 60 years expiring in 2045	33	10,721	21.8.2020	611
Plot 24, Jalan Industri 3 Zon Perdagangan Bebas Jelapang 2 30020 Ipoh Perak	Industrial land measuring approximately 7,693 square meters (approximately 2 acres)	Leasehold – 60 years expiring in 2051	Not applicable	Not applicable	18.12.2017	825
Block I-7-5 Setiawalk Persiaran Wawasan Pusat Bandar Puchong 47160 Puchong Selangor	Multi-storey retail-office lot	Freehold	12	2,457	9.5.2014	1,016
3, Jalan PJU 1A/35 Ara Damansara 47301, Petaling Jaya Selangor	2-storey detached house	Freehold	14	8,450	7.4.2021	4,632

ANALYSIS OF SHAREHOLDINGS
AS AT 31 MARCH 2023

Issued and Fully Paid-Up Share Capital	:	RM123,643,978
Class of Shares	:	Ordinary shares
Voting Rights	:	One (1) vote per share on a poll

ANALYSIS BY SIZE OF SHAREHOLDINGS AS AT 31 MARCH 2023

Size of Shareholdings	No. of Shareholders	%	No. of Shares Held	%
Less than 100	168	1.38	7,045	0.00
100 to 1,000	887	7.26	540,417	0.06
1,001 to 10,000	5,000	40.95	30,845,637	3.71
10,001 to 100,000	5,207	42.64	142,293,058	17.11
100,001 to less than 5% of issued shares	947	7.75	422,930,420	50.83
5% and above of issued shares	2	0.02	235,390,351	28.29
Total	**12,211**	**100.00**	**832,006,928**	**100.00**

DIRECTORS' SHAREHOLDINGS AS AT 31 MARCH 2023

	DIRECT		INDIRECT	
Name	No. of Shares	%	No. of Shares	%
Lim Beng Fook	126,772,273	15.24	-	-
Lim Soon Seng	108,618,078	13.05	-	-
Bjørn Bråten	31,492,432	3.79	-	-
Goh Chong Chuang	1,689,864	0.20	-	-
Loi Kim Fah	1,333,560	0.16	-	-
Anita Chew Cheng Im	600,000	0.07	-	-
Azlam Shah bin Alias	-	-	-	-
Edward Ka Yen Chee	-	-	-	-

SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS AS AT 31 MARCH 2023

	DIRECT		INDIRECT	
Name	No. of Shares	%	No. of Shares	%
Lim Beng Fook	126,772,273	15.24	-	-
Lim Soon Seng	108,618,078	13.05	-	-

ANALYSIS OF SHAREHOLDINGS
AS AT 31 MARCH 2023
Cont'd

LIST OF THIRTY (30) LARGEST SHAREHOLDERS AS AT 31 MARCH 2023

No.	Name	No. of Shares	% of Issued Capital
1.	Lim Beng Fook	101,248,885	12.17
2.	Lim Soon Seng	88,006,878	10.58
3.	Bjørn Bråten	31,492,432	3.79
4.	Lim Beng Fook	25,523,388	3.07
5.	Lim Soon Seng	20,611,200	2.48
6.	CGS-CIMB Nominees (Asing) Sdn Bhd *Exempt an for CGS-CIMB Securities (Singapore) Pte Ltd (retail clients)*	4,667,520	0.56
7.	Maybank Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Tan Chin Hooi*	4,550,000	0.55
8.	Lam Khuan Ying	4,113,700	0.49
9.	Lim Moi Moi	3,805,600	0.46
10.	Lee Quee Siong	3,730,000	0.45
11.	Ooi Siew Looi	3,600,000	0.43
12.	Liew Thau Sen	2,993,000	0.36
13.	Public Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Lee Khoon Beng (E-KLG)*	2,990,000	0.36
14.	New Jen Kok @ Nio Jen Kok	2,961,600	0.36
15.	Lim Weng Hoov	2,800,000	0.34
16.	Tey Kim Lay	2,734,500	0.33
17.	Wong Ah Yong	2,520,000	0.30
18.	Ooi Leh Hong	2,425,920	0.29
19.	Lam Weng Chong	2,210,700	0.27
20.	Maybank Nominees (Tempatan) Sdn Bhd *Cheng Chee Wai*	2,179,000	0.26
21.	Eugene Ang Choon Kit	2,000,000	0.24
22.	Lee Tick Wah	2,000,000	0.24
23.	Lee Bon Long	1,925,800	0.23
24.	Law Chin Chiang	1,830,700	0.22
25.	Goo Kok Khian	1,800,025	0.22
26.	Ong Ai Leng	1,800,000	0.22
27.	Tey Kim Lay	1,790,000	0.22
28.	Sam Mooi	1,710,078	0.21
29.	Goh Chong Chuang	1,689,864	0.20
30.	Foong Chee Wai	1,600,000	0.19

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting ("22nd AGM") of the Company will be conducted on a fully virtual basis from the Broadcast Venue at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur on Monday, 29 May 2023 at 9.00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon. — **Please refer to Explanatory Note 1**

2. To approve the payment of Directors' fees to the Non-Executive Directors of up to RM236,000 from 29 May 2023 until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service. — **Ordinary Resolution 1**

3. To approve the payment of Directors' allowances to the Non-Executive Directors of up to RM24,000 from 29 May 2023 until the next Annual General Meeting of the Company. — **Ordinary Resolution 2**

4. (i) To re-elect the following Directors who retire in accordance with the Company's Constitution:-
   - (a) Ir Lim Beng Fook (Clause 106) — **Ordinary Resolution 3**
   - (b) Dato' Azlam Shah bin Alias (Clause 106) — **Ordinary Resolution 4**
   - (c) Mr Ka Yen Chee (Clause 93) — **Ordinary Resolution 5**

   (ii) Retirement of Directors
   - (a) Mr Goh Chong Chuang who has served as an Independent Non-Executive Director for a tenure of more than 16 years has elected to retire as a Director of the Company and to hold office until the conclusion of the 22nd AGM. — **No Ordinary Resolution is required for this matter**
   - (b) Mr Loi Kim Fah who has served as an Independent Non-Executive Director for a tenure of more than 16 years has elected to retire as a Director of the Company and to hold office until the conclusion of the 22nd AGM. — **No Ordinary Resolution is required for this matter**

5. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration. — **Ordinary Resolution 6**

SPECIAL BUSINESS

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

6. **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** — **Ordinary Resolution 7**

   "THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental/regulatory bodies (if applicable), the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue new shares in the Company from time to time and upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding twelve (12) months pursuant to this resolution, does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

AND THAT pursuant to Section 85 of the Act read together with Clause 51(1) of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Act AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, unless revoked or varied by an ordinary resolution of the Company at a general meeting, whichever is the earlier."

7. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board
K-ONE TECHNOLOGY BERHAD

WONG YOUN KIM
(MAICSA 7018778) / SSM PC No. 201908000410
Company Secretary

Kuala Lumpur

28 April 2023

REMOTE PARTICIPATION AND VOTING

The Broadcast Venue of the 22nd AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be physically present at the main venue in Malaysia. No shareholders/proxies/ corporate representatives shall be physically present at the Broadcast Venue on the day of the 22nd AGM. Members are advised to refer to the Administrative Guide for remote participation and voting at the 22nd AGM using the Virtual Meeting Facilities.

NOTES:

1. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote instead of him. A proxy may but need not be a member of the Company.

2. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.

3. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

4. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney and supported by a notarially certified copy of that power or authority.

5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

6. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.

7. The duly completed Form of Proxy must be deposited at the registered office of the Company at Acclime Corporate Services Sdn Bhd, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

8. Only members whose names appear on the Record of Depositors as at 22 May 2023 ("General Meeting Record of Depositors") shall be entitled to attend, speak or vote at this meeting or appoint proxy/proxies to attend and/or vote in his/her behalf.

9. All the Ordinary Resolutions set out in this Notice will be put to vote by poll.

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING
Cont'd

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Item 1 of the Agenda**

   The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

2. (i) **Ordinary Resolutions 3 to 5 - Re-election of Directors**

   The Nomination Committee ("NC") has considered the performance and contribution of each of the retiring Directors and has also assessed the independence of the Independent Non-Executive Directors standing for re-election.

   Based on the results of the evaluation on the effectiveness of the Board conducted for the financial year ended 31 December 2022, the retiring Directors were found to possess the character, required mix of skills, experience, expertise, integrity, competence and time to effectively discharge their role as directors as well as the right business knowledge to contribute towards the growth of the Company, and that the retiring Independent Non-Executive Directors have provided independent, impartial and unbiased views in ensuring the interest of the Company is protected.

   The Board has endorsed the NC's recommendation to seek shareholders' approval for the re-election of the retiring Directors, who had abstained from deliberations and decisions on their respective re-election at the NC and Board meetings.

   The profiles of the Directors who are standing for re-election are set out in the Profile of the Board of Directors on pages 5 to 7 of this Annual Report.

   (ii) **Retirement of Directors**

   (a) Mr Goh Chong Chuang who has served as an Independent Non-Executive Director of the Company for a tenure of more than 16 years, has elected to retire and shall cease to be a Director of the Company at the conclusion of the 22nd AGM.

   (b) Mr Loi Kim Fah who has served as an Independent Non-Executive Director of the Company for a tenure of more than 16 years, has elected to retire and shall cease to be a Director of the Company at the conclusion of the 22nd AGM.

3. **Ordinary Resolution 7 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

   The proposed Ordinary Resolution 7 is a renewal of the previous year's general mandate and if passed, will empower the Directors of the Company from the date of the 22nd AGM, to issue and allot new shares in the Company for such purposes as the Directors considered would be in the best interests of the Company up to an aggregate not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company without convening a general meeting.

   The proposed Ordinary Resolution 7, if passed, shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 51(1) of the Company's Constitution and would allow the Directors of the Company to issue new shares to any person under the proposed general mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance which will result in a dilution to their shareholding percentage in the Company.

   This authority unless revoked or varied at a general meeting will expire at the next AGM.

   The mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purposes of funding investments, projects, working capital and/or acquisition as deemed necessary.

   As at the date of this notice of meeting, no shares have been issued pursuant to the general mandate granted at the last AGM of the Company.

PERSONAL DATA PRIVACY

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

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. Directors who are standing for re-election at the 22nd AGM

The profiles of the Directors who are standing for re-election at the 22nd AGM are set out on pages 5 and 7 of this Annual Report. Details of their interests in the securities of the Company are set out on page 118 of this Annual Report.

2. Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

Details on the authority to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are provided under the explanatory notes on special business in the Notice of the 22nd AGM.

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PROXY FORM

K-ONE TECHNOLOGY BERHAD

[Registration No. 200101004001 (539757-K)]
(Incorporated in Malaysia)

I/We ______________________________ (NRIC No./Company No.) ______________
(FULL NAME IN BLOCK LETTERS)

of ____
(FULL ADDRESS)

____

being a member/members of **K-ONE TECHNOLOGY BERHAD**, hereby appoint the following person(s) or failing whom, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Twenty-Second Annual General Meeting ("22nd AGM") of the Company to be conducted on a fully virtual basis from the Broadcast Venue at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur on Monday, 29 May 2023 at 9.00 a.m. and any adjournment thereof:-

Name of Proxy, NRIC No. & Address	**No. of Shares to be represented by Proxy**
1. Name: NRIC No.: Mobile No.: email: Address:	______
2. Name: NRIC No.: Mobile No.: email: Address:	______

NO.	RESOLUTIONS		FOR	AGAINST
1.	Approval of payment of Directors' fees to the Non-Executive Directors of up to RM236,000 from 29 May 2023 until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service.	**Ordinary Resolution 1**		
2.	Approval of payment of Directors' allowances to the Non-Executive Directors of up to RM24,000 from 29 May 2023 until the next Annual General Meeting of the Company.	**Ordinary Resolution 2**		
3.	Re-election of Ir Lim Beng Fook.	**Ordinary Resolution 3**		
4.	Re-election of Dato' Azlam Shah bin Alias.	**Ordinary Resolution 4**		
5.	Re-election of Mr Ka Yen Chee.	**Ordinary Resolution 5**		
6.	Re-appointment of Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company.	**Ordinary Resolution 6**		
7.	Approval for Directors to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	**Ordinary Resolution 7**		

Please indicate with an "X" in the appropriate boxes on how you wish your vote to be casted on the Resolutions specified in the Notice of Meeting. Unless voting instructions are indicated in the space above, the proxy will vote as he/she thinks fit.

Number of shares	

CDS A/C No.	
Mobile No.	
email	

______________________ Date

______________________ Signature of Shareholder

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NOTES:

1. *A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company.*
2. *A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.*
3. *Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
4. *If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney and supported by a notarially certified copy of that power or authority.*
5. *Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
6. *A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.*
7. *The duly completed Form of Proxy must be deposited at the registered office of the Company at Acclime Corporate Services Sdn Bhd, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*
8. *Only members whose names appear on the Record of Depositors as at 22 May 2023 ("General Meeting Record of Depositors") shall be entitled to attend, speak or vote at this meeting or appoint proxy/proxies to attend and/or vote in his/her behalf.*
9. *All the Ordinary Resolutions set out in this Notice will be put to vote by poll.*

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K-ONE TECHNOLOGY BERHAD
[Registration No. 200101004001 (539757-K)]
Level 5, Tower 8, Avenue 5, Horizon 2
Bangsar South City
59200 Kuala Lumpur
Malaysia

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PERSONAL DATA PRIVACY

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

K-One Technology Berhad
[Registration No. 200101004001 (539757-K)]

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