



**NYLEX (MALAYSIA) BERHAD**

(Registration No.: 197001000148 (9378-T))  
(Incorporated in Malaysia)

# ANNUAL REPORT

# 2024



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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### DATUK ANUAR BIN AHMAD

(Independent Non-Executive Chairman)

### DATO' SIEW KA WEI

(Group Managing Director)

### EDMOND CHEAH SWEE LENG

(Non-Independent Non-Executive Director)

### KHAMIS BIN AWAL

(Non-Independent Non-Executive Director)

### TAN SRI DATO' DR LIN SEE YAN

(Non-Independent Non-Executive Director)

### DATIN JOANNE MARIE LOPEZ

(Independent Non-Executive Director)

## AUDIT COMMITTEE

**DATIN JOANNE MARIE LOPEZ**  
(Chairman)

**EDMOND CHEAH SWEE LENG**

**DATUK ANUAR BIN AHMAD**

## REMUNERATION & NOMINATION COMMITTEE

**DATIN JOANNE MARIE LOPEZ**  
(Chairman)

**DATUK ANUAR BIN AHMAD**

**EDMOND CHEAH SWEE LENG**

## COMPANY SECRETARIES

**CHOO SE ENG** (MIA 5876)  
(SSM PC NO. 202208000036)

**STEPHEN GEH SIM WHYE** (MICPA 1810)  
(SSM PC NO. 201908001029)

## REGISTERED OFFICE

Unit C508, Block C, Kelana Square  
Jalan SS7/26, Kelana Jaya  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia  
Tel : (603) 7805 1817  
Fax : (603) 7804 1316  
Email : sgeh@gswconsultants.com.my

## PRINCIPAL PLACE OF BUSINESS

Lot 16, Persiaran Selangor, Section 15  
40200 Shah Alam  
Selangor Darul Ehsan  
Malaysia  
Tel : (603) 5519 1706  
Fax : (603) 5510 8291

## WEBSITE

[www.nylex.com](http://www.nylex.com)

## SHARE REGISTRAR

**Tricor Investor & Issuing House Services Sdn. Bhd.**

Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Malaysia  
Tel : (603) 2783 9299  
Fax : (603) 2783 9222  
Email : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

## AUDITORS

BDO PLT (201906000013  
(LLP0018825-LCA) & AF 0206)  
Chartered Accountants

## STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia  
Securities Berhad  
- Industrial Products & Services Sector  
- Stock Code: 4944

## PRINCIPAL BANKERS

Malayan Banking Berhad  
HSBC Bank Malaysia Berhad  
RHB Bank Berhad  
OCBC Bank (Malaysia) Berhad  
United Overseas Bank (Malaysia)  
Berhad

## SOLICITORS

Chong, Ng & Yap  
Advocates and Solicitors

## DOMICILE

Malaysia

# FIVE-YEAR HIGHLIGHTS

	Company 2024 RM'000	Company 2023 RM'000	Company 2022* RM'000	Group 2022* RM'000	Group 2021* RM'000	Group 2020 RM'000
Revenue	114	211	21,509	934,143	1,151,677	1,136,305
(Loss)/Earnings before interest, tax, depreciation and amortisation	(2,926)	(1,508)	6,879	(10,564)	60,662	20,212
(Loss)/Profit before tax	(2,926)	(1,508)	5,509	(33,050)	26,392	(18,940)
Net (loss)/profit for the year	(2,926)	(1,508)	(8,165)	(49,947)	18,753	(25,705)
Net (loss)/profit attributable to owners of the parent	(2,926)	(1,508)	(8,165)	(50,435)	18,923	(23,207)

## ASSETS

Property, plant and equipment	-	-	-	-	115,357	123,658
Right-of-use assets	-	-	-	-	59,053	48,734
Investments	-	-	-	-	3,831	2,999
Other non-current assets	7,785	7,785	7,785	7,785	107,075	111,478
Other current assets	11,485	14,211	15,741	15,741	444,788	344,048
<b>TOTAL ASSETS</b>	<b>19,270</b>	<b>21,996</b>	<b>23,526</b>	<b>23,526</b>	<b>730,104</b>	<b>630,917</b>

## EQUITY AND LIABILITIES

### Equity attributable to owners of the parent

Share capital	30,856	30,856	30,856	30,856	195,143	195,143
Reserves	-	-	-	-	17,322	20,810
(Accumulated loss)/Retained earnings	(2,766)	160	1,668	1,668	110,769	94,767
Less: Treasury shares, at cost	(9,678)	(9,678)	(9,678)	(9,678)	(10,011)	(12,916)
	<b>18,412</b>	<b>21,338</b>	<b>22,846</b>	<b>22,846</b>	<b>313,223</b>	<b>297,804</b>
<b>Non-controlling interests</b>	-	-	-	-	9,563	10,101
<b>Total equity</b>	<b>18,412</b>	<b>21,338</b>	<b>22,846</b>	<b>22,846</b>	<b>322,786</b>	<b>307,905</b>

Borrowings	-	-	-	-	213,554	210,565
Other non-current liabilities	-	-	-	-	28,426	14,373
Other current liabilities	858	658	680	680	165,338	98,074
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>19,270</b>	<b>21,996</b>	<b>23,526</b>	<b>23,526</b>	<b>730,104</b>	<b>630,917</b>

## FINANCIAL INDICATORS

(Loss)/Earnings per share - sen	(1.6)	(0.8)	(4.5)	(28.1)	10.7	(13.2)
Dividend per share - sen	-	-	-	-	1.7	1.0
Net assets per share - sen	10.2	11.9	12.7	12.7	174.7	170.3
Share price - sen	24.0	31.0	23.0	23.0	85.0	84.0

## OTHER INFORMATION

Depreciation and amortisation	-	-	1,339	17,351	26,741	27,421
Finance costs	-	-	1,370	5,727	7,919	11,867

### \* Including discontinued operations as follows

Revenue	-	-	21,509	934,143	1,151,677	
Earnings/(Loss) before interest, tax, depreciation and amortisation	-	-	7,648	(9,795)	61,571	
Profit/(Loss) before tax	-	-	6,278	(32,281)	27,301	
Net (loss)/profit for the year	-	-	(7,396)	(49,178)	19,662	
Net (loss)/profit attributable to owners of the parent	-	-	(7,396)	(49,666)	19,832	

## OTHER INFORMATION

Depreciation and amortisation	-	-	1,339	17,351	26,741	
Finance costs	-	-	1,370	5,727	7,919	

# BOARD OF DIRECTORS



**DATUK ANUAR BIN AHMAD**  
Independent Non-Executive Chairman

**MALAYSIAN**  
MALE  
AGE 70

Joined the Board as Independent Non-Executive Director on 14 August 2018. He was re-designated as Independent Non-Executive Chairman on 16 January 2020. He is currently a member of the Audit Committee and a member of the Remuneration and Nomination Committee.

Datuk Anuar graduated in 1977 with a Bachelor of Science (Econs) from the London School of Economics and Political Science, University of London, United Kingdom.

Datuk Anuar started his career in 1977 with Petroliam Nasional Berhad (“PETRONAS”). During his 36 years of service with the PETRONAS Group, he held various senior managerial and leadership positions in marketing, trading, corporate planning and human resource management until his retirement in April 2014 where his last position held was the Executive Vice President of Gas and Power Business.

During his stint with PETRONAS Group, Datuk Anuar was appointed as the Managing Director and Chief Executive Officer in PETRONAS Dagangan Berhad from 1998 to 2002. He was also a member of PETRONAS Management Committee and member of PETRONAS board from 2002 to April 2014. He also sat on the board of various companies within PETRONAS Group.

In 1997, between his years of service with the PETRONAS Group, Datuk Anuar underwent a 3-month business management course under the Advanced Management Program at Harvard Business School.

Presently, Datuk Anuar is an Independent Non-Executive Chairman of Ancom Nylex Berhad, Non-Independent Non-Executive Director, Chairman of PETRONAS Dagangan Berhad, and Independent Non-Executive Director of Kumpulan FIMA Berhad, all of which are companies listed on Bursa Malaysia Securities Berhad, and Chairman of FIMA Bulking Services Berhad. Datuk Anuar also holds directorships in a few private companies including Nylex Holdings Sdn. Bhd, a subsidiary of Ancom Nylex Berhad.



**DATO' SIEW KA WEI**  
Group Managing Director

**MALAYSIAN**  
MALE  
AGE 68

Joined the Board as Non-Independent Non-Executive Director on 12 October 1999. He became the Group Managing Director on 29 January 2002.

Dato' Siew received his secondary and tertiary education in the United Kingdom, first studying in Marlborough College and then completed his tertiary education at Imperial College, London, United Kingdom. He received his Bachelor of Science (Hons) Degree in Chemical Engineering and his Masters of Science (MSc) degree in Operational Research at Imperial College, graduated in 1978.

Dato' Siew has extensive working experience in the field of petrochemicals locally and internationally for more than 40 years.

Dato' Siew was a very active member of the Young Presidents' Organization (“YPO”) from 1993 until 2006. He was Chairman of the Malaysian Chapter of YPO and was Co-Chairman of the first Regional Conference in Kuala Lumpur in 1998. He became a member of the International Board of YPO in 2000 and served until 2003. During his tenure he was Chairman of YPO's Global Leadership Congress in Beijing in 2003. He was also a former President of the Imperial College Alumni of Malaysia and a former Governor of the Board of Governors of Marlborough College of Malaysia.

Currently, Dato' Siew is also the Executive Vice Chairman of Ancom Nylex Berhad and Executive Vice Chairman of Ancom Logistics Berhad, both of which are listed on the Bursa Malaysia Securities Berhad.

Dato' Siew is a substantial shareholder of the Company by virtue of his direct and indirect interest in Ancom Nylex Berhad, the holding company of the Company, and his direct and indirect interest in the Company.

## BOARD OF DIRECTORS



### EDMOND CHEAH SWEE LENG

Non-Independent Non-Executive Director

MALAYSIAN

MALE

AGE 70

Joined the Board as Independent Non-Executive Director on 26 August 2005. He was redesignated as Non-Independent Non-Executive Director on 28 June 2023. He is currently a member of Audit Committee and a member of Remuneration and Nomination Committee.

Mr Cheah is a Chartered Accountant by profession and a member of the Malaysian Institute of Accountants ("MIA") and Institute of Chartered Accountants, England & Wales ("ICAEW"). He is also a Certified Financial Planner ("CFP").

Mr Cheah started his career as an Audit Manager with a professional accounting firm in London. He was later the Manager in charge of portfolio investment in a merchant bank in Malaysia and subsequently in charge of the corporate planning and investment division of a public listed company in Malaysia. Mr Cheah was formerly the Chief Executive Officer/Executive Director and a member of the Investment Committee of Public Mutual Berhad. He was also a Council Member and the Chairman of the Secretariat of the Federation of Investment Managers Malaysia ("FIMM"); a former Task Force Member on Islamic Finance for the Labuan Offshore Financial Services Authority ("LOFSA"); a former member on the Securities Market Consultation Panel in Bursa Malaysia Securities Berhad and a founder member and a past President of the Financial Planning Association of Malaysia ("FPAM") and the Treasurer for the Society for the Prevention of Cruelty to Animals ("SPCA").

Mr Cheah is currently the Director of Manulife Investment Management (M) Berhad and Manulife Insurance Labuan Limited; the Chairman of Adventa Berhad, a company listed on Bursa Malaysia Securities Berhad.



### KHAMIS BIN AWAL

Non-Independent Non-Executive Director

MALAYSIAN

MALE

AGE 76

Joined the Board as Independent Non-Executive Director on 9 April 2012. He was redesignated as Non-Independent Non-Executive Director on 28 October 2021.

Encik Khamis graduated with a Bachelor of Science in Agriculture in 1972 from the University of Western Australia, Perth.

Encik Khamis has worked in various capacities after his graduation including working as an Area Manager in Associated Tractors Sdn Bhd, a subsidiary of Tractors Malaysia Berhad; Divisional Manager in Malaysian International Shipping Corporation Berhad and Executive Director in Ancom Berhad (now known as Ancom Nylex Berhad). He started his own business in 1996 and became the Managing Director of Warisan Tankers Sdn Bhd, a brokerage company until he retired in 2010.

Encik Khamis has no directorships in other public companies and listed issuers.

## BOARD OF DIRECTORS



**TAN SRI DATO' DR LIN SEE YAN** MALAYSIAN  
Non-Independent Non-Executive Director MALE  
AGE 84

Joined the Board as Independent Non-Executive Director on 2 December 2019. He was redesignated as Non-Independent Non-Executive Director on 28 June 2023.

Tan Sri Dato' Dr Lin is an independent strategic and financial consultant; a British Chartered Scientist and a UK Chartered Statistician. He received three degrees from Harvard University, including a PhD in Economics. He is an Eisenhower Fellow and a Fellow of the IMF Institute in Washington DC, Royal Statistical Society, London, Asian Institute of Chartered Bankers, Malaysian Insurance Institute (Hon.), Malaysian Institute of Management and the Malaysian Economic Association. He is also a Distinguished Fellow of the Institute of Strategic and International Studies, and Research Professor at Sunway University.

He has a long and distinguished history of service in the government and private sectors. He was Chairman/President and Chief Executive Officer of the Pacific Bank Group and, for 14 years previously, Deputy Governor of Bank Negara Malaysia, having been a central banker for 34 years. Tan Sri Dato' Dr Lin continues to serve the public as a member of key steering committees at the Ministry of Higher Education; a member of the Asian Shadow Financial Regulatory Committee; Governor of the Asian Institute of Management, Manila; Chairman Emeritus of the Harvard Graduate School Alumni Council at Harvard University in Cambridge, USA; President of the Harvard Club of Malaysia; and Economic Advisor to the Associated Chinese Chambers of Commerce and Industry of Malaysia.

Tan Sri Lin is currently a Non-Independent Non-Executive Director of Wasco Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad.



**DATIN JOANNE MARIE LOPEZ** MALAYSIAN  
Independent Non-Executive Director FEMALE  
AGE 58

Joined the Board as Independent Non-Executive Director on 30 March 2023. She is currently Chairman of the Audit Committee and Chairman of the Remuneration and Nomination Committee.

Datin Joanne graduated with a Bachelor of Economics (Hons) majoring in Applied Economics from University of Malaya.

Datin Joanne has more than 30 years of experience in the asset management industry. Her last position was the Chief Investment Officer of Hong Leong Assurance Berhad ("HLA") where she was managing more than RM20 billion of funds for both the conventional and takaful portfolios for HLA and the Hong Leong group.

Datin Joanne began her career as an Investment Analyst at a merchant bank in Malaysia in 1991 where she occupied various senior positions thereafter, the last being the Head of Asset Management. She was in institutional broking in BBMB Securities Berhad from 1999 to 2000 before managing the equity funds of Manulife Insurance Malaysia Berhad from 2000 to 2006. Her last role was as Chief Investment Officer of HLA from 2006 to 2022.

Currently, Datin Joanne is an Independent Non-Executive Director of Ancom Logistics Berhad, a subsidiary of Ancom Nylex Berhad, both of which are listed on the Bursa Malaysia Securities Berhad and an Independent Non-Executive Director of Malaysian Reinsurance Berhad.

### Notes:

1. The Directors have no family relationship with any Directors and/or major shareholders of the Company.
2. Save for Dato' Siew Ka Wei who has interest in certain related party transactions as disclosed in the page 70 of this Annual Report, the Director does not have any business interest which conflict with his/her position in the Company.
3. Other than traffic offences (if any), none of the Directors has been convicted of any offence within the past five (5) years and there is no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.
4. The meeting attendance records and securities holdings of the Directors are respectively disclosed in page 18 and page 71 of this Annual Report.



# KEY SENIOR MANAGEMENT

## DATO' SIEW KA WEI

MALAYSIAN  
MALE  
AGE 68

Group Managing Director

## ROBIN LING SENG CHIONG

MALAYSIAN  
MALE  
AGE 54

Deputy Chief Executive Officer

## MICHELLE CHEN TAI NGOH

MALAYSIAN  
FEMALE  
AGE 57

Chief Financial Officer

Details of Dato' Siew Ka Wei are disclosed in the Director's profile on page 4 of this Annual Report.

Robin joined Nylex group as an Executive Director in Perusahaan Kimia Gemilang Sdn Bhd (PKG), in charge of its industrial chemical trading business, a position he held since he joined the Group in 2007. He was promoted as Deputy Chief Executive Officer of Nylex, assisting the Group Managing Director in overseeing Nylex group's business operations in 2018. Prior to joining PKG, he worked as Asia Pacific Regional Manager for a USA specialty chemicals company for 13 years.

He is currently a member of Industry Expert Advisory Panel (IEAP), Science Programme of Tunku Abdul Rahman University of Management and Technology (TARUMT). Robin is also a member of the Executive Committee of Chemical Industries Council of Malaysia (CICM) for 2021-2023 and 2023-2025 terms.

Robin graduated with a Bachelor of Applied Science degree, majoring in Analytical Chemistry from University of Science Malaysia.

Robin has no directorship in public companies and listed issuers.

Michelle joined the Company in 1995 as Associate Accounts Manager and in the ensuing years, she has held various positions within the Corporate Office of Nylex. She was appointed as Chief Financial Officer in year 2010. Michelle was attached to one of the international professional service firms before joining Nylex.

Michelle is a Fellow member of the Association of Chartered Certified Accountants (ACCA) and also a member of the Malaysian Institute of Accountants (MIA). She is also a Fellow member of the Institute of Corporate Directors Malaysia (ICDM).

Michelle has no directorship in public companies and listed issuers.

### Notes:

- 1) There is no family relationship between the Key Senior Management with any Director and/or major shareholder of the Company.
- 2) None of the Key Senior Management has any financial interest in any business arrangement involving the Company.
- 3) Other than traffic offences (if any), none of the Key Senior Management has been convicted of any offence within the past five (5) years and there is no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

# MANAGEMENT DISCUSSION AND ANALYSIS

## OVERVIEW

On 26 January 2022, Nylex (Malaysia) Berhad (“Nylex” or “the Company”) has successfully completed the disposal of all its assets and liabilities, including investment in all its subsidiaries, to its holding company, Ancom Nylex Berhad (“ANB”) (“Disposal”).

Subsequent to the completion of the Disposal, the Company is classified as an affected listed issuer under Paragraph 8.03A(2) of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and is required to submit a regularisation plan to the regulatory authorities within 12 months from its first announcement. On 30 January 2023, Bursa Securities granted the Company an extension of time of six (6) months up to 26 July 2023 for the Company to submit its regularisation plan.

The Company had further submitted its application for extension of time to Bursa Malaysia on 18 July 2023 but the application has been rejected by Bursa Securities on 16 August 2023. On the same date, Bursa Securities issued a notice initiating suspension and de-listing procedures, requiring the Company to provide written representations within five (5) market days, by 23 August 2023, explaining why its securities should not be suspended or de-listed.

On 13 October 2023, Bursa Securities granted Nylex an extension until 26 January 2024 to submit the regularisation plan. Bursa Securities suspended the Company’s securities with effect from 7 February 2024 as Nylex failed to submit the proposed regularisation plan.

On 4 March 2024, Bursa Securities granted Nylex another extension until 26 July 2024. Bursa Securities also indicated that the Company’s securities would be de-listed if the regularisation plan is not submitted by this extended deadline, or if the plan is not approved and an appeal is either not made or unsuccessful, or if the Company fails to implement the plan within the prescribed timeframe.

On 19 July 2024, the Company submitted an appeal against the de-listing decision and requested a further six-month extension to submit the regularisation plan, contingent upon the appeal being favorably considered by Bursa Securities. Further announcement will be made to Bursa Securities immediately upon any development/update in respect of the above.

## CORPORATE EXERCISE ANNOUNCED

The Company had on 21 March 2022 entered into a Heads of Agreement (“HOA”) with Sinar Bina Infra Sdn Bhd, LBS Bina Group Berhad, BTS Group Holdings Public Company Limited and ANB (collectively referred as the “Parties”) for the collaboration to build and operate a light rail transport system connected with the railway shuttle link currently being built from Singapore to Johor Bahru, with an integrated property development using the “Transit-Oriented Development” concept in Johor Bahru metropolitan region (“Project”). The Project is subject to the on-going feasibility study and the grant of the concession award for the Project by the state government of Johor. The Parties initially extended the long stop date of the HOA to 21 June 2023, followed by further extensions to 31 January 2024, then to 31 July 2024, and ultimately to 31 January 2025.

As at the date of this report, the terms of the definitive agreements to effect the proposals stipulated in the HOA have not been finalised.

# MANAGEMENT DISCUSSION AND ANALYSIS

## REVIEW OF FINANCIAL RESULTS

During the financial year ended 31 May 2024 (“FY 2024”), the Company has engaged in a small-scale trading business to generate income, in addition to the interest income earned on the fixed deposits. The trading business generated revenue of RM0.1 million and a gross profit of RM12,000.

For FY 2024, the Company recorded a loss before tax (“LBT”) of RM2.9 million, mainly due to the expenses incurred relating to the Project and some corporate expenses.

The basic loss per share is at 1.6 sen for FY 2024 compared with basic loss per share of 0.8 sen in FY 2023. The net assets per share is at 10.0 sen, compared with 12.0 sen as at 31 May 2023.

## DIVIDEND

As the Company has no core business and operations, the Directors do not recommend the payment of any dividend for the current financial year.

There is no payment of dividend by the Company in the last financial year.

## OUTLOOK AND PROSPECTS

As stated above, the Company has on 21 March 2022 entered into a HOA with various parties, for the Project.

The Project is part of the proposed regularisation plan to be undertaken by Nylex to regularise its affected listed issuer status.

The future prospects of the Company will depend substantially on the awarding and the successful completion of the Project going forward.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

Pursuant to Paragraph 15.25 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The Board of Directors (**“the Board”**) acknowledges the importance of adopting good corporate governance practices in discharging its duties and responsibilities to safeguard the assets of the Company and to enhance shareholders’ value and financial performance of the Company.

*The Malaysian Code on Corporate Governance (“MCCG”)* covers three (3) broad principles:

- (A) Board leadership and effectiveness;
- (B) Effective audit and risk management; and
- (C) Integrity in corporate reporting and meaningful relationship with stakeholders.

The Board is pleased to present this Corporate Governance Overview Statement (**“Statement”**) to provide an overview of the extent of compliance with these three (3) principles of the MCCG under the stewardship of the Board throughout the financial year ended 31 May 2024 (**“FY 2024”**).

This Statement is prepared in compliance with the Main Market Listing Requirements (**“Listing Requirements”**) of Bursa Malaysia Securities Berhad (**“Bursa Securities”**). It should be read alongside the Company’s Corporate Governance Report (**“CG Report”**) for FY 2024 which is made available at the Company’s website at [www.nylex.com](http://www.nylex.com) under the *Corporate Governance* section.

## PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

### I. BOARD RESPONSIBILITIES

#### Clear roles and responsibilities of the Board

The Board retains full and effective control of and responsibility for the Company. It is primarily responsible for charting and reviewing the strategic direction of the Company. The principal duties and responsibilities of the Board are, inter alia, as follows:

- Formulate and chart the strategic direction and set out the Company’s short-term and long-term plans and objectives;
- Overseeing the governance of sustainability and in setting up the Company’s sustainability strategies;
- Review and approve the Company’s key operational policies and initiatives and major investments in new business/projects and funding decisions of the Company;
- Oversee and review the Company’s business operations and financial performances;
- Ensure the Company’s strategic plan supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- Oversee the development, implementation and review of the succession plan for the Directors and key senior management;
- Oversee the development, implementation and reviewing/monitoring of the risk management framework in managing the business, operational, financial, compliance and ESG risks as well as bribery and corruption risks faced by the Company;
- Ensure the Company has in place adequate internal control system and management information system to ensure compliance with the relevant laws, rules, regulations, directives, guidelines and the business objectives of the Company;
- Ensure the Company has in place procedures to enable effective communication with stakeholders;
- Ensure the integrity of the Company’s financial and non-financial reporting; and
- Formulate and promote ethical and good corporate governance within the Company which reinforces ethical, prudent and professional behaviour.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## Clear functions of the Board and Management

As at 31 May 2024, the Board comprised one (1) Independent Non-Executive Chairman, one (1) Group Managing Director (“GMD”), one (1) Independent Non-Executive Director and three (3) Non-Independent Non-Executive Directors.

A Deputy Chief Executive Officer, who is not a Board member, has also been appointed to assist the GMD.

The Board is responsible for the oversight and overall management of the business direction and objectives of the Company. The Non-Executive Directors are independent of the Management but will have free and open contact with the Management in order to provide objective and critical evaluation to Management’s function. The Board ensures that the Management has in place an achievable strategic plan and objectives, and appropriate processes for risk assessment, risk management and internal controls.

The Management, under the guidance of the GMD, including the Deputy Chief Executive Officer, is accountable for the day-to-day operations of the Company and implementation of the Board’s decisions and policies. At the quarterly Board meetings, the GMD provides the Board with an update on the Company’s key strategic initiatives and key operational issues.

To ensure that the Board and Management are clearly aware of where the limits of responsibility lie and that due consideration is given to issues at the appropriate level, certain matters are formally reserved for the Board’s decision. The Board reserves full decision-making powers, amongst others, on the following matters (save to the extent that the Board resolves that the decision/approval of any such matter shall be delegated to the committees of the Board or Management):

- Material acquisitions and disposals of undertakings and properties not in the ordinary course of business;
- Material corporate exercise/restructuring;
- Major capital commitment; and
- New issue of securities.

## Separation of the positions of the Non-Executive Chairman and the GMD

The Company has adopted the practice of the MCCG whereby the positions of the Non-Executive Chairman and the GMD are held by different individuals.

The roles of the Non-Executive Chairman and the GMD are distinct and separate with individual responsibilities and clearly defined duties, power and authorities.

The Chairman holds a non-executive position and is primarily responsible for instilling good corporate governance practices, providing leadership and ensuring the Board’s effectiveness and conduct in discharging its responsibilities as well as leading the Board in the oversight of the Management.

The principal duties and responsibilities of the Chairman are, inter alia, as follows:

- Providing leadership for the Board so that the Board can perform its responsibilities effectively;
- Setting the Board agenda and ensuring that Board members receive adequate and accurate information in a timely manner;
- Leading Board meetings and discussions;
- Encouraging active participation and allowing dissenting views to be freely expressed;
- Managing the interface between Board and Management;
- Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and
- Leading the Board in the adoption and implementation good corporate governance practices in the Company.

## CORPORATE GOVERNANCE OVERVIEW STATEMENT

On the other hand, the GMD with the assistance of the Deputy Chief Executive Officer, are accountable for the day-to-day management of the Company's business operations and implementation of the Board's decisions and policies. They are supported by the management team which consists of the Chief Financial Officer.

The distinct and separate roles of the Chairman and the GMD, with a clear division of responsibilities, ensure a balance of power and authorities, such that no one individual has unfettered powers of decision making.

### **Qualified and competent Company Secretaries**

The Board is supported by two (2) Company Secretaries. Both Company Secretaries have more than twenty (20) years of experience in company secretarial practices and are qualified to act as Company Secretary in accordance with the provisions of the Companies Act 2016 ("**Act**").

The Company Secretaries play an advisory role to the Board on its roles and responsibilities and in formulating the Company's Constitution ("**Constitution**") and Board policies and procedures. The Company Secretaries have a key role to play in ensuring that the Board policies and procedures are both followed and regularly reviewed. They are responsible for the efficient administration of the Company's secretarial practices, particularly with regard to ensure compliance with the Constitution, the Board policies and procedures and the statutory and regulatory requirements. They are also responsible for regularly updating and apprising the Board on new regulations issued by the regulatory authorities as well as corporate governance practices.

One of the key responsibilities of the Company Secretaries is to prepare and organise Directors and Committee meetings and the shareholders meetings. The Company Secretaries will also attend these meetings in order to ensure that the legal requirements are fulfilled and provide such information as is necessary. This responsibility will involve the issue of proper notices of meetings, preparation of agenda, circulation of relevant papers and that accurate and adequate records of the proceedings of the Board meetings and resolutions passed are taken and maintained in the statutory register of the Company.

The Company Secretaries are also responsible for ensuring that the Company files its various documents/returns and maintains its statutory records in accordance with the requirements of the Act. The other roles and responsibilities of Company Secretaries include but not limited to facilitate the orientation of new Directors and assist in Directors' training and development; monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and serve as a focal point for stakeholders' communication and engagement on corporate governance issues.

The Company Secretaries work closely with the Chairman and the GMD/Deputy Chief Executive Officer/Chief Financial Officer to ensure that there are timely and appropriate information flows between the Management and the Board and Board Committees.

### **Access to information and advice**

All Directors have unrestricted access to information of the Company and on an on-going basis, the Directors interact with the Management on an on-going basis to seek further information, updates or explanation on any aspect of the Company's operations or businesses. Furthermore, the Directors have access to the advice and services of the two (2) Company Secretaries, who are responsible for ensuring that all Board procedures are followed and that applicable laws and regulations are complied with, and may engage independent professional advice on any matter connected with the discharge of their responsibilities as they may deem necessary and appropriate, at the Company's expense.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board meets at least once in every quarter to deliberate and consider a variety of matters including the review and approval of the quarterly interim financial reports of the Company.

Prior to the Board/Committee meetings, the Directors are provided with an agenda on matters to be discussed together with the meeting papers which contain minutes of meetings, operational and financial performance reports, details of corporate proposals, the quarterly interim financial reports or the annual audited financial statements, reports of the Board Committees, Internal Audit Reports and other matters for the Directors' perusal before the Board/Committee meetings. The Company Secretaries will strive to provide these materials to the Directors five (5) business days prior to the Board/Committee meetings, working within the challenges and constraints of the information gathering process; otherwise, the materials will be provided two (2) days before the meetings while those of a confidential nature will be provided during the Board/Committee meetings. Upon conclusion of the Board/Committee meetings, minutes are circulated for review by the attendees. The Board ensures that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter. The Company Secretaries ensure that the minutes are kept to record all proceedings at the Board/Committee meetings, the deliberations on the matters at hand and the decisions made thereto.

Senior Management is invited to attend the Board and Board Committee meetings to provide insight and to furnish clarification on issues that may be raised by the Directors. Whenever required, professional advisers appointed by the Company are invited to attend the Board/Committee meetings to provide the Board/Committees, as the case may be, with explanations and clarifications which the Directors may require to facilitate informed decision-making.

## **Board Charter**

The Board is mindful of the need to safeguard the interest of the Company's stakeholders. In order to facilitate the effective discharge of its duties, the Board has drawn up and adopted a board charter on 28 October 2013 of which is posted on the Company's website at [www.nylex.com](http://www.nylex.com) under the *Corporate Governance* section.

The Board Charter sets out the roles and responsibilities of the Board and Board Committees to assist the Board in being aware of their duties and responsibilities to effectively discharge their fiduciary duties in managing the affairs of the Company.

The Board Charter focuses on the following areas:

- Board composition and Board Committees;
- The duties and responsibilities of the Board and the Board Committees; and
- The Code of Conduct and Ethics for the Board members.

The Board Charter will be updated from time to time to reflect changes to the Board's practices and amendments to the relevant rules, requirements and regulations.

The Board Charter was last reviewed by the Board on 13 September 2024.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## Code of Conduct and Ethics

The Board, in discharging its oversight role, conducts its business in observation to the Company's Code of Conduct and Ethics for Directors.

A summary of the Code of Conduct and Ethics is available on the Company's website at [www.nylex.com](http://www.nylex.com) under the *Corporate Governance* section.

The Code of Conduct and Ethics is formulated to enhance the standard of corporate governance and corporate behaviour with the aim of achieving the following objectives:

- To establish a standard of conduct and ethical behaviour for Directors based on trustworthiness and value that can be accepted and upheld by the Directors;
- To uphold the spirit of responsibility and social responsibility in line with the legislation, regulations and guidelines for administering a company; and
- To manage conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

The Code of Conduct and Ethics is updated from time to time to reflect changes to the Board's practices and amendments to the relevant rules, requirements and regulations.

The Code of Conduct and Ethics was last reviewed by the Board on 13 September 2024.

## Strategies promoting sustainability

The Board practices good corporate governance in the application of sustainability practices throughout the Company, the benefits of which are believed to translate into better corporate performance and value creation for its shareholders.

The Company continued to carry out activities which demonstrate its commitment towards creating a better environmental, social and sustainability agenda during FY 2024 as reported in the *Sustainability Statement* on page 32 of this Annual Report.

## Anti-Bribery and Anti-Corruption Management/Whistle-Blowing

The Company is committed to uphold sound values and the high standard of work ethics in line with good corporate governance. All its Directors, managers and employees are expected to conduct themselves with integrity in carrying out their functions.

In support of ethical business practices, the Company takes a strong stance against all forms of bribery and corruption, as outlined in its Anti-Bribery and Anti-Corruption Policy ("**Policy**"). The Policy sets out the Company's commitments and requirements regarding ethical business practices and personal conduct and it applies to all individuals working within the Company, including Directors (both executive and non-executive), employees (permanent, contract, and temporary), business partners, contractors, other contracting parties, and any other person associated with the Company. The Policy was last reviewed by the Board on 13 September 2024.

The Company is dedicated to upholding the values of transparency, integrity, impartiality, and accountability in its business practices. To support these principles, a Whistle-Blowing Policy has been established, along with a Whistle-Blowing channel available on the Company's website at [www.nylex.com](http://www.nylex.com). This allows employees and other stakeholders to report any genuine concerns regarding improper conduct involving the Company, its directors, managers, or employees. The Whistle-Blowing Policy is accessible on the Company's website at [www.nylex.com](http://www.nylex.com) under the *Corporate Governance* section. The Whistle-Blowing Policy was last reviewed by the Board on 13 September 2024.



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## II. BOARD COMPOSITION

### Composition of the Board

As at 31 May 2024, the Board comprises one (1) Independent Non-Executive Chairman, one (1) GMD, one (1) Independent Non-Executive Director and three (3) Non-Independent Non-Executive Directors. The composition of the Board is in compliance with the Listing Requirements which requires at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, are Independent Non-Executive Directors. The composition did not comply with Practice 5.2 of the MCCG, which requires at least 50% representation of independent non-executive directors on the Board.

All Board members are persons of calibre and credibility with extensive expertise and wealth of experience in legal, accounting, economics, corporate finance, marketing and business practices to augment the Company's continued growth and success.

The Independent Non-Executive Directors on the Board provides for an effective check and balance on the functions of the Board. The Non-Executive Directors do not engage in the day-to-day management of the Company and do not participate in any business dealings or form any other relationship with the Company, which enables them to exercise independent judgement in the discharge of their duties and responsibilities in the best interests of the Company.

The profile of the Board of Directors is set out in pages 4 to 6 of this Annual Report.

### Assessment of Directors

The Remuneration and Nomination Committee ("**R&N Committee**") is responsible for conducting Fit and Proper Assessment on any person identified to be appointed as Director or to continue holding the position of a Director of the Company prior to initial appointment or proposed re-election as Director. The Fit and Proper Assessment is guided by the Directors' Fit and Proper Policy, which is available on the Company's website at [www.nylex.com](http://www.nylex.com). The Directors' Fit and Proper Policy was reviewed by the Board on 13 September 2024.

Taking into consideration the Board's structure, size, composition and the required mix of expertise and experience which the Directors should bring to the Board, the R&N Committee assessed each Board member's qualifications, skills, knowledge, expertise and experience, time availability, professionalism, integrity and, in the case of Independent Non-Executive Directors, their ability to discharge such responsibilities and functions as expected of them.

The R&N Committee is of the opinion that the current size and composition of the Board is appropriate and well-balanced, with members comprising individuals of high calibre, credibility and with the necessary skills and qualifications to enable the Board to discharge its responsibility effectively.

During the financial year, the R&N Committee did not perform any evaluation on the individual Director's performance. The R&N Committee was of the view that the individual Director performance evaluations performed in the previous financial year was adequate and remained relevant.

The R&N Committee did not engage independent expert for the annual assessment as suggested by the MCCG but the Board has taken note that the involvement of independent expert or party to facilitate the Board evaluation periodically will lend greater objectivity to the assessment by providing an unbiased perspective on a Director's performance and his ability to contribute effectively to the Board.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## Re-election of Directors

Based on the results of the assessment, the R&N Committee has recommended to the Board the re-election of the following Directors who are retiring at the Company's forthcoming annual general meeting ("AGM") pursuant to the Constitution of the Company:

- i. Edmond Cheah Swee Leng; and
- ii. Khamis bin Awal

## Assessment of independence

The Board, through the R&N Committee assesses the independence of the Independent Directors based on the criteria as follows:

- The Independent Director is neither employee nor related to any major shareholders/Management of the Company and does not participate in the day-to-day operations of the Company and has fulfilled the definition of "Independent Directors" in the Listing Requirements;
- He/She is free from any business or other relationship with the Company which would materially interfere with the exercise of his/her independent judgement on matters on hand; and
- He/She is a person of calibre, credibility and has the necessary skill and experience to bring an independent judgement to bear on the issues of strategy, business performance, resources and standards of conduct. He/She is able to provide independent views in the Board's discussion and has not shown to have compromised on his/her independent judgement.

The R&N Committee, having conducted the assessment on the Independent Non-Executive Directors, concluded that each of the Independent Non-Executive Directors continues to demonstrate that he/she has fulfilled the above criteria of an Independent Director.

## Tenure of Independent Directors

Practice 5.3 of the MCCG states that the tenure of an Independent Director should not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. If the Board intends to retain an Independent Director beyond nine (9) years in the same capacity, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Pursuant to the definitions in the Listing Requirements, an Independent Director shall be one who has not served as an Independent Director in the Company or any of the companies in the Group for a cumulative period for more than twelve (12) years from the date of his/her first appointment as an independent director.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## Senior Independent Director

The Board has decided to dispense with the need to appoint a Senior Independent Non-Executive Director to whom any concerns should be conveyed. The Board operates in an open environment whereby opinions and information are freely exchanged and, in these circumstances, any concerns need not be focused on a single Director as all members of the Board fulfil this role individually and collectively.

## Board Diversity Policy

The Company practices non-discrimination in any form, whether based on age, gender, ethnicity or religion, throughout the Company in selection of Board members. In addition, the Company believes it is of utmost importance that the Board is composed of the qualified individuals who possess the requisite knowledge, experience, independence, foresight and good judgement to ensure that the Board functions are effectively carried out and these individuals are able to discharge their duties in the best interests of the Company and its shareholders.

The R&N Committee has taken note of the practice in the MCCG pertaining to the establishment of a policy on boardroom diversity including gender diversity. The Board has formalised a Diversity Policy on 25 July 2018 which is available on the Company website at [www.nylex.com](http://www.nylex.com) under the *Corporate Governance* section.

The Board is supportive of gender diversity in the boardroom as recommended by the MCCG to promote the representation of women on Boards of Directors. The Board currently consists of one (1) woman Director. The appointment of new Directors will be guided by the skills, knowledge, experience and qualifications of the candidates rather than solely by their gender or ethnicity.

## Time commitment

All the Directors have committed sufficient time to carry out their duties during the tenure of their appointments. To ensure that the Directors have the time to focus and fulfil their roles and responsibilities, the Directors do not hold more than five (5) directorships in public listed companies, as required in the Listing Requirements.

The Directors are required to inform the Board the proportion of time they will commit to spend in performing their duties when accepting the Company's directorship. They are also required to inform the Board, including the proposed proportion of time to be committed to each of their appointments, should they wish to accept new board directorships in other public listed companies.

The Board meets at least once each quarter and additional meetings are convened as and when necessary as determined by the Chairman or as requested by the Directors. To help the Directors in planning their attendances at the Board and/or Board committees meetings, at the end of each calendar year, the Company Secretaries would draw up a proposed timetable for all the meetings of the Board and Board Committees, including the AGM, to be held in the next calendar year. Reminders are also sent to the Directors prior to each Board/Board Committee meeting.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## Board meetings

During the financial year, the Board held six (6) Board meetings; the Audit Committee held five (5) meetings and the R&N Committee held one (1) meeting. The attendance record below indicates the level of time commitment of the Directors in carrying out their duties as Directors of the Company:

<b>Attendance at Board meetings</b>		
<b>Name of Directors</b>	<b>Attendance</b>	<b>Percentage</b>
Datuk Anuar bin Ahmad	6/6	100%
Dato' Siew Ka Wei	6/6	100%
Edmond Cheah Swee Leng	6/6	100%
Khamis bin Awal	5/6	83%
Tan Sri Dato' Dr Lin See Yan	6/6	100%
Datin Joanne Marie Lopez	6/6	100%

<b>Attendance at Audit Committee meetings</b>		
<b>Name of Directors</b>	<b>Attendance</b>	<b>Percentage</b>
Datin Joanne Marie Lopez ( <i>Appointed on 28 June 2023</i> )	5/5	100%
Datuk Anuar bin Ahmad	5/5	100%
Edmond Cheah Swee Leng	5/5	100%
Khamis bin Awal ( <i>Resigned on 28 June 2023</i> )	-	-
Tan Sri Dato' Dr Lin See Yan ( <i>Resigned on 28 June 2023</i> )	-	-

<b>Attendance at R&amp;N Committee meetings</b>		
<b>Name of Directors</b>	<b>Attendance</b>	<b>Percentage</b>
Datin Joanne Marie Lopez ( <i>Appointed on 28 June 2023</i> )	1/1	100%
Datuk Anuar bin Ahmad ( <i>Appointed on 28 June 2023</i> )	1/1	100%
Edmond Cheah Swee Leng	1/1	100%
Khamis bin Awal ( <i>Resigned on 28 June 2023</i> )	-	-

All Directors have attained the minimum attendance during the financial year as required under the Listing Requirements.

The proceedings of all meetings, including all issues raised, deliberations, decisions and conclusions made at the Board of Directors and Board Committee meetings, were recorded in the minutes of the Board of Directors and Board Committee meetings respectively.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## Continuing Education Programme and Training

All Directors have attended the Directors' Mandatory Accreditation Programme and are aware of the requirements of the Continuing Education Programme prescribed by the Listing Requirements.

The Board has assumed the onus of determining and overseeing the training needs of the Directors. The Directors are mindful of the need for continuous training to keep abreast of the relevant changes in laws, regulations and the business environment to effectively discharge their responsibilities and are encouraged to attend forums, training and seminars in accordance with their respective needs in discharging their duties as Directors. The Company Secretaries will also provide updates to the Directors from time to time on relevant guidelines and statutory and regulatory requirements.

During the financial year, the Datuk Anuar, Dato' Siew Ka Wei and Datin Joanne Marie Lopez attended Mandatory Accreditation Programme (MAP) Part II. All Directors attended an in-house training facilitated by a firm of professional trainers on Transparency Matters: A Director's Approach to Handling Conflicts of Interest. Few Directors have also attended the refresher course on Subsection (5) of Section 17A under the Malaysian Anti-Corruption Commission Act (Amendment) 2018.

## III. REMUNERATION

### Remuneration and Nomination Committee

The Board has combined the functions of the Remuneration Committee and Nomination Committee into a Remuneration and Nomination Committee ("**R&N Committee**"). The R&N Committee was established on 24 September 2001.

The TOR of the R&N Committee, which was last reviewed by the Board on 13 September 2024, is available at the Company's website at [www.nylex.com](http://www.nylex.com) under the *Corporate Governance* section.

During FY 2024, the members of the R&N Committee, are as follows:

- i. Datin Joanne Marie Lopez;
- ii. Datuk Anuar bin Ahmad; and
- iii. Edmond Cheah Swee Leng

The R&N Committee is primarily responsible for reviewing and assessing the structure, size, required mix of skills, knowledge, experience, diversity and other qualities, including core competencies and effectiveness of the Board and the Board Committees as a whole, and also to recommend the re-appointment of the retiring Directors. Should there be any Board vacancy or the need for new talent on the Board, the R&N Committee is responsible for identifying, assessing and recommending suitable candidates for Board memberships. The R&N Committee will take into consideration the Board structure, size, composition and the required mix of expertise and experience which the candidates should bring to the Board. In such an evaluation, the R&N Committee would consider the candidates' qualifications, skill, knowledge, expertise and experience, professionalism, integrity, and, in the case of Independent Non-Executive Directors, the candidates' ability to discharge such responsibilities and functions expected from them. The R&N Committee does not utilise independent sources to identify suitably qualified candidates as the R&N Committee understands the specialised industry the Company operates in and the type of candidates whose background fit its criteria.

The final decision as to who shall be appointed as Director remains the responsibility of the Board, after considering the recommendations of the R&N Committee.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## Remuneration of Directors

The R&N Committee is responsible for recommending the remuneration of the Non-Executive Directors, including Directors' fees and benefits, and after considering a comparison with payments by similar companies, to the Board for its endorsement. The R&N Committee is also responsible for determining and recommending to the Board the remuneration packages of the Chairman and the GMD of the Company. During the financial year, the Board has approved the Remuneration Policy which maintain strong linkage between remuneration of Directors with performance, value and sustainability of the Company as well as skills and experienced required. The Remuneration Policy is available on the Company's website at [www.nylex.com](http://www.nylex.com).

It is the ultimate responsibility of the Board as a whole to decide the remuneration of the Directors as per the Remuneration Policy. The Directors' fees and benefits will be submitted to the shareholders for approval at the AGM of the Company. Directors who are shareholders will abstain from voting at general meetings to approve their fees.

In the annual general meeting of the Company held on 27 October 2023, the shareholders approved the payment of Directors' fees to the Non-Executive Directors totalling RM520,956 based on the following remuneration structure for the FY 2024 to be paid quarterly in arrear.

Non-Executive Directors	Fee (RM)
<b>Board of Directors</b>	
- Chairman	90,000
- Members	70,000
Audit Committee – Chairman/Members	30,000
R&N Committee – Chairman/Members	20,000

The actual amount paid for FY 2024 is RM520,956.

In addition, the Non-Executive Directors also received attendance allowances of RM416 for each Board and Board Committees meeting attended.

The Board has endorsed the R&N Committee's recommendation on the existing remuneration structure and will propose that the fees for the Board and Board Committees for the financial year ending 2025 amounting to RM640,000 be paid to the Non-Executive Directors subject to the approval of the Company's shareholders at the forthcoming 54<sup>th</sup> AGM.

The R&N Committee also assumes the task of recommending to the Board the remuneration package for the GMD. The remuneration of the GMD comprises a monthly salary, bonuses, benefits-in-kind and other benefits that the Board approves from time to time. The GMD is not entitled to the Director's fee and attendance allowance for the Board and Board Committee meetings that he attended.

During the financial year, the GMD receive an allowance from the Company as the Company has maintained minimum operations following the completion of the disposal of its entire assets and business undertakings in January 2022.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The details of remuneration, including remuneration for services rendered to the Company for the financial year ended 31 May 2024 are as follows:

	Directors' fee (RM'000)	Salaries, bonus and other emoluments (RM'000)	Meeting allowances (RM'000)	Total (RM'000)
<b>Executive Director</b>				
Dato' Siew Ka Wei	-	25	-	<b>25</b>
<b>Non-Executive Directors</b>				
Datuk Anuar bin Ahmad	139	-	5	<b>144</b>
Edmond Cheah Swee Leng	74	-	5	<b>79</b>
Khamis bin Awal	120	-	3	<b>123</b>
Tan Sri Dato' Dr Lin See Yan	72	-	3	<b>75</b>
Datin Joanne Marie Lopez	116	-	5	<b>121</b>
<b>Total</b>	<b>521</b>	<b>25</b>	<b>21</b>	<b>567</b>

In addition to the above, the Company has taken up a Directors' and Officers' Liability ("D&O") insurance for coverage of the Directors' defence costs and legal representation expenses incurred by the Directors concerned should any action be brought against them for actions undertaken as Directors of the Company. Nevertheless, the D&O insurance does not indemnify a Director if he/she is proven to have acted fraudulently or dishonestly or to have intentionally breached the law.

## PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

### I. AUDIT COMMITTEE

#### Compliance with Applicable Financial Reporting Standards

The Board strives to present true and fair, comprehensive, balanced and meaningful evaluation and assessment of the Company's financial performance, financial position and future prospects of the Company in the quarterly interim financial reports of the Company and the annual audited financial statements of the Company in accordance with the provisions of the Act, the Listing Requirements, the Malaysian Financial Reporting Standards in Malaysia ("MFRSs"), the IFRS Accounting Standards and any other statutory or regulatory requirements.

The Directors are responsible for keeping proper accounting records which disclosed with reasonable accuracy on the financial position and of the Company, to enable them to ensure that the financial statements comply with the Act, the Listing Requirements, MFRSs, IFRSs and any other statutory or regulatory requirements.

The *Directors' Responsibilities Statement on Financial Statements* is set out on page 37 of this Annual Report.

The Board has established an Audit Committee to assist the Board in discharging its responsibility more effectively. The activities of the Audit Committee are elaborated on in more detail in the *Audit Committee Report* in this Annual Report.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Company's annual audited financial statements are reviewed by the Audit Committee together with the External Auditors and the Management of the Company. The quarterly interim financial reports are reviewed by the Audit Committee and the Management. Thereafter, the Audit Committee will recommend to the Board to approve the same prior to their release to Bursa Securities within the stipulated time frame.

The Audit Committee also provides assurance to the Board with support from the External Auditors that all the statutory financial statements and reports presented are in compliance with applicable laws and accounting standards and give a true and fair view of the Company's performance and financial position.

## **Assessment of suitability and independence of External Auditors by the Audit Committee**

The Board has established a formal, transparent and appropriate relationship with the Company's External Auditors, primarily through the Audit Committee.

Under its TOR and External Auditors Assessment Policy, the Audit Committee has explicit authority to communicate directly with the External Auditors. Meetings with the External Auditors are held as appropriate to discuss audit plans, audit findings and the annual audited financial statements. Whenever required, the Audit Committee will hold private sessions with the External Auditors in the absence of the Management to discuss the issues affecting the Company, if any.

The Audit Committee is empowered by the Board to assess the independence and performances of the External Auditors and to review all issues in relation to their appointment, re-appointment, resignation or dismissal.

The assessment of independence focuses on whether there exists any relationship between the External Auditors and the Directors or Senior Management and major shareholders of the Company as well as any conflict of interest arising therefrom, including the extent of non-audit services performed and fees charged by the External Auditors during the financial year that will give rise to questions about the External Auditors' independence and objectivities in carrying out the responsibilities entrusted to them. The assessment of performance also focuses on the External Auditors' experience, competency, resources of the firm, the quality of the staff assigned to audit the Company's accounts and the Audit Committee's opinion on the quality of the reports to the Audit Committee.

For FY 2024, the Audit Committee has assessed the External Auditors' performance and independence based on the above criteria and was satisfied with the External Auditors' competency and independence. The Audit Committee has also received written assurance from the External Auditors confirming that they have complied with the relevant ethical requirements regarding professional independence. The Audit Committee, upon satisfying itself with the independence of the External Auditors, has recommended to the Board on the re-appointment of the External Auditors. The Board concurred with the Audit Committee's recommendation and has recommended the re-appointment of the External Auditors for the approval of the Company's shareholders at the forthcoming 54<sup>th</sup> AGM.

The *Audit Committee Report* is set out on pages 25 to 27 of this Annual Report.

## **II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK**

### **Recognise and Manage Risks**

The Board acknowledges its overall responsibility to maintain a sound risk management framework and internal control system, covering not only financial controls but also operational and compliance controls to identify risks in operations and finance and to design measures to manage those risks. The Board recognises that risks cannot be totally eliminated and the risk management framework and internal control system is designed to manage and mitigate, rather than eliminate, these risks to safeguard shareholders' investments and the Company's assets.

As per its TOR, the Audit Committee, which has been empowered to assist the Board in discharging its duties in relation to risk management and internal control, seeks regular assurance on the continuity and effectiveness of the risk management framework and internal control system through independent reviews conducted by the internal and external auditors. It is also empowered to decide on the appointment, dismissal or resignation of the internal auditors. The TOR can be found in the Company's website at [www.nylex.com](http://www.nylex.com) under the *Corporate Governance* section.

The *Statement on Risk Management and Internal Control* is disclosed on pages 28 to 31 of this Annual Report.



# CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

### I. COMMUNICATION WITH STAKEHOLDERS

#### Procedures on corporate disclosure

The Board acknowledges the importance of transparency and accountability to its shareholders, stakeholders and other investors through proper, timely and adequate dissemination of information on the Company's performance, business activities, financial performance, material information and corporate events through an appropriate channel of communication. The annual reports, quarterly interim financial reports and other announcements, circulars to shareholders and press releases are the primary modes of communication utilised by the Company.

The Board strives to disclose such information to the public as soon as practicable through Bursa Securities, the media and the Company's website at [www.nylex.com](http://www.nylex.com), and to ensure that such information is handled properly to avoid leakage or improper use. The Board will take reasonable steps to ensure that all investors have equal access to material information. Selective disclosure is not allowed.

The Company shall disclose all material information required to be disclosed under applicable securities laws, regulations and requirements as per the disclosure principles listed below:

- Material information will be announced immediately to Bursa Securities, and later be made available on the Company's website;
- Material information will be kept confidential temporarily if the immediate release of such information would be detrimental to the interests of the Company and/or its shareholders;
- The disclosure must be factual and non-speculative;
- If the Company learns that an earlier disclosure contained material error(s), such disclosures must be corrected immediately; and
- The Company will not comment, affirmatively or negatively, on rumours including those on the Internet. Should Bursa Securities request that the Company make a definitive statement in response to any market rumour that is causing significant volatility in the price of the Company's securities, the GMD or the Company Secretary will respond appropriately, after consulting with the Board or Advisors if time permits, before a reply is given to Bursa Securities.

Information is considered material if it can reasonably be expected to have a material effect on the price, value or market activity of the Company's securities or the decision of a holder of security or an investor in his/her actions.

The Company Secretaries are responsible for compiling such information for the approval of the Board as soon as possible and for releasing such information to the market as stipulated by Bursa Securities.

#### Leverage on information technology for effective dissemination of information

The Company has established a website at [www.nylex.com](http://www.nylex.com) where shareholders, stakeholders and other investors can have access to the Company's latest annual report, quarterly interim financial reports, announcements, circulars to shareholders and press releases, as well as the Company's current share price.

Announcements on corporate developments are made on a timely basis to Bursa Securities and these are made available to the public via Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com) as well as on the Company's website.

#### Effective communication and proactive engagement with shareholders

The Board encourages shareholders, stakeholders and other investors to communicate with the Company through other channels, via post at Lot 16, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia, or e-mail at [corp@nylex.com](mailto:corp@nylex.com). These questions and queries would be attended to by the Company's Senior Management or the Board, as the case may be.

# CORPORATE GOVERNANCE OVERVIEW STATEMENT

## II. CONDUCT OF GENERAL MEETINGS

### Encourage shareholder participation at general meetings

General meetings remain the principal forum for dialogue between the Company and its shareholders.

At the general meetings, the Board encourages and gives sufficient opportunity for shareholders to ask questions regarding the Company's affairs, its financial performance and the resolutions being proposed. The Chairman of the meeting, when presenting items on the agenda for voting, will give a brief background of the resolutions and shareholders are invited to give their views and raise questions before voting takes place. Explanatory notes are also available on the Notice of General Meeting to provide rationales for the resolutions.

In line with the Listing Requirements, to encourage more shareholder participation at the Company's general meetings, the Company allows any member who is entitled to attend and vote at the general meeting to appoint a proxy to attend and vote for him/her. The proxy may, but need not be, a member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. The Company's Constitution explicitly allows a proxy to speak at general meetings. Notices of the general meetings and related circulars are sent to the shareholders in accordance with the regulatory and statutory provisions. All notices are advertised in a national English newspaper within the prescribed deadlines.

Minutes on the proceedings at the general meetings are recorded by the Company Secretaries and shareholders may inspect the minutes in accordance with the provisions of the Act. The minutes are published on the Company's website at <https://www.nylex.com/agm.php>, to allow easier access for shareholders to inspect the minutes.

### Poll Voting

As provided in the Company's Constitution, all resolutions are to be decided via poll voting. The Company has appointed one (1) scrutineer to validate the votes cast at the AGM.

## CONCLUSION

The Board recognises the importance of the Company practising good corporate governance and believes that it has managed the affairs of the Company in accordance with the corporate governance standards which are in compliance with the practices of the MCCG, except where stated otherwise.

# AUDIT COMMITTEE REPORT

Pursuant to Paragraph 15.15 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The Board of Directors (**“the Board”**) is pleased to present its Audit Committee Report for the financial year ended 31 May 2024.

## TERMS OF REFERENCE (“TOR”)

The Audit Committee is governed by its Terms of Reference, which are available on the Company’s website at [www.nylex.com](http://www.nylex.com) under the *Corporate Governance* section. The Terms of Reference were last reviewed by the Board on 13 September 2024.

## MEMBERS AND MEETINGS

The Audit Committee held a total of five (5) meetings during the financial year. The members and their attendance record are as follows:

Members	Attendance	
	No.	%
<b>Datin Joanne Marie Lopez</b> <i>Chairman, Independent Non-Executive Director (Appointed on 28 June 2023)</i>	5/5	100
<b>Datuk Anuar bin Ahmad</b> <i>Member, Independent Non-Executive Chairman</i>	5/5	100
<b>Edmond Cheah Swee Leng</b> <i>Member, Non-Independent Non-Executive Director (Re-designated to member on 28 June 2023)</i>	5/5	100
<b>Khamis bin Awal</b> <i>Member, Non-Independent Non-Executive Director (Resigned on 28 June 2023)</i>	-	-
<b>Tan Sri Dato’ Dr Lin See Yan</b> <i>Member, Non-Independent Non-Executive Director (Resigned on 28 June 2023)</i>	-	-

The Audit Committee comprise of three (3) members of the Board, all of whom are Non-Executive Directors and majority are Independent Directors. Edmond Cheah Swee Leng is a member of the Malaysian Institute of Accountants (MIA). The composition of the Audit Committee during the financial year complied with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**“Listing Requirements”**). The members of the Audit Committee are financially literate and are able to understand matters under the purview of the Audit Committee, including the financial reporting process.

The positions of Chairman of the Audit Committee and Chairman of the Board are assumed by different persons to prevent any impairment on objectivity of the Board’s review of the Audit Committee’s findings and recommendations.

As per the TOR, the Chairman of the Audit Committee should engage on a continuous basis with Senior Management of the Company in order to be kept informed of matters affecting the Company. In this respect, the Audit Committee has decided that this would be carried out in the form of Audit Committee/Management meeting whenever the situation warrants such a meeting.

During the financial year, five (5) Audit Committee/Management meetings were held which were attended by the Audit Committee members and Senior Management of the Company to discuss operational issues.

The TOR requires a former key audit partner to observe a cooling-off period of at least three (3) years before being appointed as a member of the Audit Committee. None of the members of the Audit Committee was a former audit partner.

# AUDIT COMMITTEE REPORT

## SUMMARY OF WORK

During the financial year under review, the Audit Committee carried out its duties in accordance with its TOR. The work undertaken were as follows:

### Financial results

- Reviewed the quarterly interim financial reports with the Management before recommending them for the Board's approval for release to Bursa Malaysia Securities Berhad (**"Bursa Securities"**); and
- Reviewed the annual audited financial statements with the External Auditors prior to submission to the Board for approval for release to Bursa Securities.

The reviews above were to focus particularly on (if any):

- (i) changes in or implementation of major accounting policies;
- (ii) significant matters highlighted including financial reporting issues, significant judgements made by Management, significant and unusual events or transactions, and how these matters are addressed;
- (iii) compliance with the provisions of the Companies Act 2016, the Listing Requirements, the Malaysian Financial Reporting Standards (**"MFRSs"**), the IFRS Accounting Standards and other statutory and regulatory requirements; and
- (iv) that all audit issues were satisfactorily resolved.

### External audits

- Reviewed and approved the annual audit planning memorandum, which detailed the areas of audit emphasis;
- Apprised of and reviewed the updates on the MFRSs and the material effects on the Company's financial reporting on adoption of new and revised MFRSs for the current financial year;
- Reviewed with the External Auditors, the results of their audit, the annual audited financial statements and the internal control recommendations in respect of the weaknesses noted in the Company's internal control system, if any, in the course of their audit and the Management's responses and remedial actions to be undertaken in relation to the weaknesses noted therein; and
- Reviewed the External Auditors' performance, independence and suitability and made recommendation to the Board for their remuneration and re-appointment.

### Related party transactions

- The Audit Committee reviewed the procedures for related party transactions that took place during the financial year, including the recurrent related parties' transactions (**"RRPT"**) of a revenue and trading nature. The Audit Committee is satisfied that the procedures are sufficient to ensure that the related party transactions undertaken were on arm's length basis and on terms not more favourable to the related parties than those generally available to the public, nor were detrimental to the Company's minority shareholders.
- The Audit Committee is also satisfied that the Company has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner. The Audit Committee conducts a review of these procedures and processes at least once in a financial year.

### Share issuance scheme

- The Company has not established any share issuance scheme and has no subsisting share issuance scheme during the financial year under review.

During the Board Meeting, the Chairman of the Audit Committee briefed the Board on the matters discussed at the Audit Committee meetings. The Chairman also briefed the Board on the discussion on any issues raised in respect of the Company's internal control system, the quarterly interim financial reports, the annual audited financial statements and the recommendations of the Audit Committee thereon to the Board to approve the quarterly interim financial reports and the annual audited financial statements.

# AUDIT COMMITTEE REPORT

## INTERNAL AUDIT FUNCTION

During the financial year under review, no internal audit works were carried out as there is no active business operations within the Company, subsequent to the completion of the disposal of all assets and liabilities of the Company to Ancom Nylex Berhad on 26 January 2022. The Internal Audit functions will be re-established upon the Company establishing and activating a new core business in future.

## ASSESSMENT OF INDEPENDENCE AND PERFORMANCE

### External Auditors

Under its TOR and External Auditors Assessment Policy, the Audit Committee is empowered by the Board to assess the independence and performances of the External Auditors and to review all issues in relation to their appointment, re-appointment, resignation or dismissal.

The assessment of independence focuses on whether there exists any relationship between the External Auditors and the Directors or senior management and major shareholders of the Company as well as any conflict of interest, including the extent of non-audit services performed by the External Auditors during the financial year that may impact their independence and objectivity. The assessment of performance focuses on the External Auditors' experience, competency, resources of the firm, quality of the staff assigned and the Audit Committee's opinion on the quality of the reports to the Audit Committee.

During the financial year, the Audit Committee assessed the External Auditors' performance and independence and was satisfied with the External Auditors' competency and independence. The External Auditors have given written assurance to the Audit Committee that they have complied with the relevant ethical requirements regarding their professional independence.

The Audit Committee has recommended to the Board to re-appoint Messrs BDO PLT as the External Auditors.

The Board concurred with the Audit Committee's recommendation and will recommend that the shareholders approve Messrs BDO PLT's re-appointment at the forthcoming 54<sup>th</sup> Annual General Meeting of the Company.

## RISK MANAGEMENT

The Audit Committee reviewed the Risk Management Framework and the Risk Registry of the Company and the ongoing identification, evaluation and management of the significant risks affecting the Company, as has been reported in the *Statement on Risk Management and Internal Control* of this Annual Report.

Please refer the *Statement on Risk Management and Internal Control* in this Annual Report.

## CONCLUSION

The Audit Committee is of the opinion that it has discharged its duties in accordance with the TOR as established above during the financial year under review, and that the Company's risk management and internal control system was effective and adequate.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Pursuant to Paragraph 15.26(b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

## INTRODUCTION

This Statement on Risk Management and Internal Control by the Board of Directors (**“the Board”**) is prepared in accordance with the *Malaysian Code on Corporate Governance 2021* issued by the Securities Commission Malaysia and the *Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers* issued by the Taskforce on Internal Control with the support and endorsement of Bursa Malaysia Securities Berhad. It outlines the nature and scope of risk management and internal control of Nylex (Malaysia) Berhad (**“the Company”**) during the financial year under review.

On 26 January 2022, the Company completed the disposal of all its assets and liabilities including all its subsidiaries to its holding company, Ancom Nylex Berhad (formerly known as “Ancom Berhad”) (“Disposal”). The Company has since triggered Paragraph 8.03A(2) of the Main Market Listing Requirements (**“Listing Requirements”**) of Bursa Malaysia Securities Berhad (**“Bursa Securities”**) whereby the Company has ceased all of its business and entire operations and accordingly, and the Company is now classified as an affected listed issuer under the Listing Requirements.

## RESPONSIBILITY OF BOARD AND MANAGEMENT

The Board recognised its responsibilities in establishing and maintaining a sound risk management and internal control system in the Company. The Board also recognised its responsibilities in reviewing the adequacy, effectiveness and integrity of the Company’s risk management and internal control system through ongoing and independent reviews carried out by the Internal Audit function of the Company.

The system of internal control covers governance, risk management, financial, strategy, organisational, operational, regulatory and compliance control matters. The Board recognises that this system is designed to manage, rather than eliminate the risks of not adhering to the Company’s policies and achieving goals and objectives within the risk tolerance established by the Board and Management. Therefore, the system provides reasonable but not absolute, assurance against the occurrence of any material misstatement, loss or fraud.

## KEY ELEMENTS OF RISK MANAGEMENT AND INTERNAL CONTROL

The Company adopts an Enterprise Risk Management (**“ERM”**) framework and the Board has established a process for identifying, evaluating, monitoring and managing the significant risks that may materially affect the achievement of objectives and strategies since 2014.

Key elements of risk management and internal control that the Board has established in reviewing the adequacy and integrity of the system of internal control are described below. During the financial year under review and up to the date of approval of this Statement, these elements were in place.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## Organisational Structure

- The Audit Committee in its advisory capacity was established with specific terms of reference which include the overseeing and monitoring of the Company's financial reporting system and the review of the effectiveness of the Company's risk management framework and system of internal control periodically.
- A Risk Management Working Committee, which comprises the Group Managing Director, the Deputy Chief Executive Officer, Chief Financial Officer and selected committee members from the Corporate Office, was established by the Board to oversee and monitor all identified risks and assess the effectiveness and benefits of internal control in mitigating these risks based on the risk management framework adopted by the Company.
- The Company has in place an organisation structure with formally defined lines of responsibility and delegation of authority. A process of hierarchical reporting has been established which provides for a documented and auditable trail of accountability.

## Written Communication of Company Policies and Procedures

- Operational manuals and procedures on authority limits and day-to-day operations are provided to ensure compliance with the Company's risk management and internal control system and the relevant laws and regulations.
- The Board Charter sets out the authorities, roles, functions, compositions and responsibilities of the Board to assist the Directors to be aware of their duties and responsibilities to effectively discharge their fiduciary duty in managing the affairs of the Company. The Board Charter is complemented by the terms of reference of the Audit Committee and the Remuneration & Nomination Committee, which sets out the composition, responsibilities and administrative rights of the relevant Board Committees.

## Information and Communications Processes

- Limits of Authority have been established within the Company to define the necessary reporting procedures and appropriate authorised personnel to make decisions on operational matters, such as policy approval and capital and operational expenditure. These limits serve as a control whereby a cross-check system has been incorporated to minimise any abuse of authority.
- The Company prepares its own annual business plans and budgets, which is reviewed by Senior Management. The approved budget serves as a benchmark for the performance of the business units in the ensuing financial period. Monthly comparisons are made between the performance and budget, and also comparing the actual results with the previous year's results, where significant variances are investigated and explained to the Senior Management so that corrective actions can be taken in a timely manner, if necessary.
- The computers and internal server of the Company are outfitted with antivirus systems to protect the Company's database from cybersecurity threats. All software programs used in the Company are sourced from authorised dealers only, to ensure the authenticity and integrity of its information systems.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## Internal Control

- The Company's internal audit function is outsourced to a public accounting firm of international standing. The internal audit function facilitates the Board in its review and evaluation of the adequacy and integrity of the Company's internal control system.

During the financial year under review, no internal audit works were carried out as there is no active business operations within the Company, subsequent to the completion of the disposal of all assets and liabilities of the Company to Ancom Nylex Berhad on 26 January 2022. The Internal Audit functions will be re-established upon the Company establishing and activating a new core business in future.

The Board will continue to take measures and maintain an on-going commitment to strengthen the Company's risk management and internal control system upon establishing a new core business.

The principal risk currently faced by the Company is outlined below:

Risks	Mitigation plan
Financial reporting risk	<ul style="list-style-type: none"> <li>The Company continues to ensure that it is kept abreast with updates on relevant financial reporting standards and that the relevant accounting personnel maintain an adequate level of competency in financial reporting.</li> </ul>
Going concern risk - delisting	<ul style="list-style-type: none"> <li>The Company received a letter dated 4 March 2024 from Bursa Securities, allowed the Company's appeal against the de-listing and granted the Company a further extension of time until 26 July 2024 to submit a regularisation plan to the Securities Commission ("<b>SC</b>").</li> <li>On 19 July 2024, the Company has submitted an application to Bursa Securities in respect of the followings:               <ol style="list-style-type: none"> <li>appeal against the decision of Bursa Securities to de-list the securities of the Company from the Official List of Bursa Securities; and</li> <li>subject to the appeal being considered favourably by Bursa Securities, to seek a further extension of time of six (6) months to submit a regularisation plan to the SC.</li> </ol> </li> </ul> <p>The Company is actively working on the Proposed Johor Bahru LRT Project and will continue to work with its Principal Adviser, Maybank Investment Bank to handle the compliances matters in relation to SC and/or Bursa Securities.</p>



# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

## REVIEW OF THIS STATEMENT

Pursuant to Paragraph 15.23 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the External Auditors have reviewed this Statement in accordance with Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* and the scope set out in the Audit and Assurance Practice Guide (“**APPG 3**”) issued by the Malaysian Institute of Accountants for inclusion in the Annual Report for the financial year ended 31 May 2024. AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Company. The External Auditors have reported to the Board that 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 has not been 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 the Statement on Risk Management and Internal Control factually inaccurate.

## CONCLUSION

The Board is satisfied with the adequacy and effectiveness of the Company’s risk management and internal control system, given the no active business operation situation for the financial year under review. The Board has received assurance from the Group Managing Director, Deputy Chief Executive Officer and Chief Financial Officer that the Company’s risk management and internal control system, in all material aspects, is operating adequately and effectively, based on the risk management and internal control system adopted by the Company. For the financial year under review, there was no material control failure that has resulted in any material losses that would require disclosure in the Company’s Annual Report. The Board will continue to take measures and maintain an on-going commitment to strengthen the Company’s risk management and internal control system.

# SUSTAINABILITY STATEMENT

Pursuant to Paragraph 29, Part A of Appendix 9C of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

The Board of Directors (**“the Board”**) is pleased to present the Sustainability Statement (**“Statement”**) of the Company for the financial year ended 31 May 2024.

## GOVERNANCE STRUCTURE

At Nylex (Malaysia) Berhad (**“Nylex”**), we recognise the importance of integrating sustainability in the Company's operations when developing business strategy and management process.

The Company's sustainability strategy is driven by the Board who is involved in formulating plans to identify, evaluate and manage sustainability matters within the Company. The Board is assisted by Senior Management who oversees the implementation of sustainability at their respective operation units.

## SCOPE OF DISCLOSURE

This Statement covers the period from 1 June 2023 to 31 May 2024 (**“FY 2024”**) and it covers the Company's operations in Malaysia. At Nylex, we understand that a holistic approach to business management, where decisions are based not just on economic considerations but also on environmental, social and governance issues, will serve as a sound business model that supports business continuity and competitiveness over the long term. We have worked to incorporate sustainability as an essential element of our corporate culture and business decision making, strive for transparent business practices that are based on ethical values and respect for the stakeholders.

## STAKEHOLDER ENGAGEMENT

We engage regularly with key stakeholders via different platforms to build relationships based on openness and trust. Through these formal and informal sessions, we are able to obtain relevant input on our stakeholders' concerns.

Stakeholder	Main Interests of Stakeholder	Engagement Channels
<b>Employees</b>	<ul style="list-style-type: none"> <li>Occupational safety and health</li> <li>Career development</li> <li>Employees welfare</li> </ul>	<ul style="list-style-type: none"> <li>Health and safety campaigns</li> <li>Periodic management meeting</li> <li>Employee engagement activities such as annual dinner</li> <li>Other on-going multiple internal engagement channels (e.g. emails, training, meeting)</li> </ul>
<b>Vendors &amp; Suppliers</b>	<ul style="list-style-type: none"> <li>Fair procurement system</li> <li>Sustainable partnerships with Nylex</li> <li>Pricing and credit term</li> </ul>	<ul style="list-style-type: none"> <li>Vendor evaluation and registration</li> <li>Formal and informal briefings and meetings</li> </ul>
<b>Customers</b>	<ul style="list-style-type: none"> <li>Product and service quality</li> <li>Timely product delivery</li> <li>Pricing and credit terms</li> </ul>	<ul style="list-style-type: none"> <li>Customer feedback sessions</li> <li>On-going multiple engagement channels (e.g. emails, meetings)</li> </ul>
<b>Shareholders and investment community</b>	<ul style="list-style-type: none"> <li>Shareholders' returns</li> <li>Growth potential</li> <li>Business sustainability</li> </ul>	<ul style="list-style-type: none"> <li>Annual and quarterly reports</li> <li>General Meetings</li> <li>Announcements via Bursa Malaysia Securities Berhad (<b>“Bursa Securities”</b>)</li> <li>Corporate website</li> </ul>

# SUSTAINABILITY STATEMENT

Pursuant to Paragraph 29, Part A of Appendix 9C of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Stakeholder	Main Interests of Stakeholder	Engagement Channels
<b>Regulators</b>	<ul style="list-style-type: none"> <li>Compliance with regulations</li> </ul>	<ul style="list-style-type: none"> <li>Regular reporting to relevant regulators</li> <li>Regular engagement with regulators</li> </ul>
<b>Financial Institutions</b>	<ul style="list-style-type: none"> <li>Timeliness of repayment</li> <li>Provide insight on our sustainable business performance</li> </ul>	<ul style="list-style-type: none"> <li>Contractual arrangements and business transactions</li> <li>Annual and quarterly reports</li> <li>General Meetings</li> <li>Announcements via Bursa Securities</li> <li>Corporate website</li> <li>On-going multiple engagement channels (e.g. emails, meetings)</li> </ul>
<b>Communities</b>	<ul style="list-style-type: none"> <li>Environment, education and social support</li> </ul>	<ul style="list-style-type: none"> <li>Corporate Social Responsibility programmes</li> </ul>

## ECONOMIC ENHANCEMENT

### Customer Management

The Company is of the view that maintaining products and services quality is essential to contribute to business success. We make great efforts to deliver positive customer experience, and this is always high on our priority list. We work closely with our customers to understand their needs by way of conducting annual customer satisfaction survey which includes aspect such as responsive enquiry and order handling, product quality, delivery performance, service performance and overall satisfaction. Customers feedback or complain will be attended by our sales personnel along with quality assurance personnel. Corrective and preventive actions will be carried out and monitored by our Quality Assurance Department to prevent recurrence of complaints. We do our best to ensure products we produce meet our customers' requirements.

### Supply Chain Management & Procurement Practices

There has been an increased focus around the world on integrating the sustainability practices into the supply chain. Supply chain management is important in facilitating the business operations and the Company aims to build mutually beneficial relationships with the suppliers in the long run. The Company engages with suppliers fairly, transparently and ethically.

We have an all-encompassing approach to maximise value creation by reducing supply chain costs, improving transactional processes, complying with laws and regulations and enhancing efficiency, while providing sustainable fit for purpose solutions. We source from different suppliers of respective industries and trade globally. We believe in contributing back to the economy which has given us much in economic benefits.

Suppliers' performances are monitored through vendor evaluation. Evaluations on suppliers are generally focusing on areas such as price and payment terms, product and service quality, operation scale, reliability and credibility. Identified issues are communicated with the suppliers for necessary rectification action and improvement.

# SUSTAINABILITY STATEMENT

Pursuant to Paragraph 29, Part A of Appendix 9C of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

## ENVIRONMENT

We are aware that our operations need to be managed carefully to minimise our impact on the environment. Our initiatives to address the environmental concerns in our operations include the management of energy and water consumption, responsible disposal of our effluent and other waste products.

### Energy Use

The Company monitors its energy consumption closely. To minimise energy usage, energy-saving light bulbs are used whenever possible throughout our operations. We also encourage our employees to switch off the lights and air conditioners when the office is not in use. In addition, meetings are conducted to discuss the energy saving issues when necessary.

The Company is continuously looking for ways to ensure business operations are energy efficient. By minimising energy consumption, we can lower our operational cost and reduce our carbon footprint.

### Freshwater Consumption

Water is mainly used to generate steam and for cooling on certain production processes and cleaning purposes. Water is reused whenever possible. Nylex takes an active approach to reduce water consumption through the implementation of various initiatives and we aim to reduce our water footprint by fostering water conservation practices and habits among the users.

### Waste and Effluent Management

Some of the by-products of our manufacturing operations are hazardous. As a responsible corporate citizen, we strive to minimise possibility of harm resulting from unintended contact with hazardous waste.

Other wastes or materials such as papers, plastics and wood are re-used where possible or sent to recycling centres. Our production is moving forward to use more recyclable materials in the future.

### Greenhouse Gas Emission

Carbon emissions are inevitable in our business, and we do our very best in minimising these emissions. Regular and scheduled maintenance are prepared on vehicles and plants to ensure optimal performance and efficiency.

## SOCIAL CONTRIBUTION

Nylex endeavours to safeguard high standards of governance across its operations, encourage responsible business practices, manage the environmental impact of its businesses, provide a safe and caring workplace and meet the social needs of its community. Our social contribution efforts are aimed for the benefit of the society and mirrored in the corporate social responsibility or community patronage activities undertaken.

# SUSTAINABILITY STATEMENT

Pursuant to Paragraph 29, Part A of Appendix 9C of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

## Workplace Diversity and Inclusion

The Company values its employees and understands that the welfare of its employees is the linchpin to its success. We believe discrimination bars people from living up to their full potential, creates inequality as well as less stable and prosperous societies. We observed basic human rights and will embrace diversity and inclusion of individuals in our business activities.

Talent is diverse by nature and we aim to build a diverse workforce begins with offering same opportunities and career perspectives to women and men regardless of races. However, the challenge will be the business nature and working models of our industry, which is still considered a male dominated industry. We strive to increase the involvement of women in all area.

Our people are the crucial system underpinning organisation's ability to grow and thrive. Therefore, it is crucial to provide employee benefits that suit the Company's goals and objectives.

## Occupational Health and Safety

Keeping our people safe is our first and primary responsibility. It is a core value for us, and an unequivocal expectation from our employees, their families and communities. We aim to establish a "Safety First" culture in the Company. Training, coaching, and recognition are critical components to continuously encourage a culture of safety. The Company takes a proactive approach towards mitigating occupational hazards and risks, by ensuring employees operate in a secure environment at all times.

For health benefits provided to employees, we provide medical coverage and insurance benefits. We are also constantly reviewing our policies and management systems on Occupational Safety and Health and to ascertain they are effective and appropriate.

## Whistle-Blowing

The combination of sound corporate governance and ethical business conduct are fundamental to the achievement of our objectives to grow our business sustainably and enhance stakeholders' value. It is our policy to conduct business in a fair, honest and transparent manner.

The Board had adopted a Whistle-Blowing Policy ("**Policy**"), which is accessible on the Company's website at [www.nyllex.com](http://www.nyllex.com) under the *Corporate Governance* section. This Policy provides an avenue for all employees of the Company and other stakeholders to raise concerns about any improper conduct without fear of retaliation. Offering protection to those who report improper conduct, the Policy strengthens the Company's accountability and transparency in conducting its business affairs.

## Workforce Training and Development

The Company believes that talent development and retention are important to a sustainable entity as it depends on the quality of its people to bring the Company forward. Trainings have been carried out in-house or participated externally to aim for improvement in employees' knowledge, skillsets and competencies allowing them to excel in their work and meet challenges head-on. Management and Supervisory Development programmes which provide career advancement opportunities were also organised for certain employees to develop key talents and successors for key management positions.

# SUSTAINABILITY STATEMENT

Pursuant to Paragraph 29, Part A of Appendix 9C of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

## Compliance

An effective governance structure and risk management system forms the backbone of our business operations. Risk assessments are conducted to identify and mitigate significant risks that are affecting our business operations. Additionally, we also review the adequacy of insurance coverage of all our business operations to safeguard against potential threats.

Employees of the Company are involved in identifying and mitigating sustainability risks across all areas of the Company's operations. The Company's Internal Audit function oversees the adequacy and effectiveness of the risk management framework while monitoring compliance with policies and procedures and with other relevant professional and regulatory requirements.

## Corporate Philanthropy

Consistent with one of the important focal area of its sustainability outlook, the Company welcome undergraduates or technical students from local and international institutions to apply for industrial training or factory visits.

## CONCLUSION

Towards integrating sustainability into our business, we continue our efforts to strengthen the risk management framework and enhance stakeholder value by adopting and applying good corporate governance framework, environmentally responsible practices and sound social policies.

# DIRECTORS' RESPONSIBILITIES STATEMENT ON FINANCIAL STATEMENTS

Pursuant to Paragraph 15.26(a) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

In accordance with the Companies Act 2016, the Directors of the Company are required to prepare the financial statements for each financial year which shall give a true and fair view of the state of affairs and financial position of the Company and its financial performance and cash flows as at the end of the financial year.

Pursuant to paragraph 15.26(a) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**"Listing Requirements"**), the Directors are required to issue a Statement explaining their responsibilities in the preparation of the annual audited financial statements.

The Directors hereby state that they are responsible for ensuring that the Company keep proper accounting records to enable the Company to disclose, with reasonable accuracy and without any material misstatement, the financial position of the Company as at 31 May 2024 and the statement of profit or loss and other comprehensive income and statement of cash flows of the Company for the financial year ended on that date. The Directors are also responsible for ensuring that the financial statements comply with the Malaysian Financial Reporting Standards, the International Financial Reporting Standards, the Companies Act 2016 in Malaysia, the Listing Requirements, and other statutory and regulatory requirements.

In preparing the financial statements of the Company for the financial year ended 31 May 2024, the Directors have:

- adopted the appropriate accounting policies, which are consistently applied;
- made judgements and estimates that are reasonable and prudent;
- adopted all applicable accounting standards, material departures, if any, will be disclosed and explained in the financial statements; and
- adopted the assumption that the Company will operate as a going concern.

The Directors have provided the auditors with every opportunity to take all steps, undertake all inspections and seek all explanations they considered appropriate to enable them to give their audit report on the financial statements.

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# DIRECTORS' REPORT

The Directors hereby submit their report together with the audited financial statements of the Company for the financial year ended 31 May 2024.

## PRINCIPAL ACTIVITIES

The Company is principally involved in investment holding, manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting, rotomoulded plastic products, and other plastic products, including geotextiles, prefabricated sub-soil drainage systems, bulk chemical containers, road barriers, playground equipment and disposal bins as well as property development and trading activities.

There has been no significant changes in the nature of activities of the Company during the financial year.

## RESULTS

The results of the operations of the Company for the financial year are as follows:

	<b>RM'000</b>
Net loss for the year	2,926

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

## RESERVES AND PROVISIONS

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

## ISSUE OF SHARES AND DEBENTURES

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

## TREASURY SHARES

At the 53<sup>rd</sup> Annual General Meeting held on 27 October 2023, the shareholders of the Company approved the proposed renewal of shareholders' mandate for the Company to repurchase up to 10% of its own ordinary shares. The Company did not purchase any of its ordinary shares during the financial year.

As at 31 May 2024, a total of 14,550,648 (2023: 14,550,648) treasury shares with a carrying amount of RM9,678,119 (2023: RM9,678,119) were held by the Company. Details of the treasury shares movement are disclosed in Note 13 to the financial statements.

## DIVIDENDS

No dividend has been paid, declared or proposed since the end of the previous financial year.

# DIRECTORS' REPORT

## DIRECTORS

The Directors who served on the Board of the Company since the date of the last report and at the date of this report are as follows:

Datuk Anuar bin Ahmad  
 Dato' Siew Ka Wei (*Group Managing Director*)  
 Edmond Cheah Swee Leng  
 Khamis bin Awal  
 Tan Sri Dato' Dr Lin See Yan  
 Datin Joanne Marie Lopez

In accordance with Clause 125 of the Company's Constitution, Edmond Cheah Swee Leng and Khamis bin Awal retire by rotation at the forthcoming annual general meeting and being eligible, offer themselves for re-election.

## DIRECTORS' INTERESTS

The interests in shares in the Company and its related companies of those who were Directors at the end of the financial year, as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016, are as follows:

	← Number of ordinary shares →			
	Balance as at 1.6.2023	Acquired	Disposed	
<b>The Company</b>				
<i>Direct interest</i>				
Dato' Siew Ka Wei	899,646	324,192	(200,000)	1,023,838
<i>Deemed interest*</i>				
Dato' Siew Ka Wei	76,475,892	266,782	(590,974)	76,151,700
<b>Holding Company, Ancom Nylex Berhad</b>				
<i>Direct interest</i>				
Dato' Siew Ka Wei	148,439,116	18,544,229	(40,398,400)	126,584,945
<i>Deemed interest*</i>				
Dato' Siew Ka Wei	50,103,386	45,101,825	(64,981,813)	30,223,398
<b>Related Company, Ancom Logistics Berhad</b>				
<i>Direct interest</i>				
Dato' Siew Ka Wei	6	-	-	6
<i>Deemed interest*</i>				
Dato' Siew Ka Wei	160,779,900	-	(33,609)	160,746,291

## DIRECTORS' REPORT

### DIRECTORS' INTERESTS *(continued)*

The interests in shares in the Company and its related companies of those who were Directors at the end of the financial year, as recorded in the Register of Directors' Shareholdings kept by the Company under Section 59 of the Companies Act 2016, are as follows *(continued)*:

	← Number of Warrants B (2020/2025) →			
	Balance as at 1.6.2023	Bought	Sold	
<b>Warrants in Holding Company, Ancom Nylex Berhad</b>				
<i>Direct interest</i>				
Dato' Siew Ka Wei	21,477,931	3,449,300	(7,000,000)	17,927,231
<i>Deemed interest*</i>				
Dato' Siew Ka Wei	2,400,000	-	(2,400,000)	-

\* *Deemed interested by virtue of Dato' Siew Ka Wei's direct and indirect interest in Ancom Nylex Berhad, Rhodemark Development Sdn. Bhd., Datin Young Ka Mun, Siew Ka Kheong, Siew Yuen Tuck and Quek Lay Kheng.*

By virtue of his interest in the shares in the holding company, Ancom Nylex Berhad ("ANB"), Dato' Siew Ka Wei is also deemed to have an interest in the shares in all the other subsidiaries of ANB to the extent ANB has an interest.

Other than as disclosed above, none of the other Directors holding office at the end of the financial year had any interest in the ordinary shares of the Company and its related companies during the financial year.

### DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than those benefits included in the aggregate amount of remuneration received or due and receivable by the Directors, or the fixed salary received in his capacity as a full-time employee of the Company) by reason of a contract made by the Company or by a related corporation with a 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 as disclosed in Note 15 to the financial statements.

During and at the end of the financial year, no arrangement subsisted to which the Company was a party whereby Directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

# DIRECTORS' REPORT

## DIRECTORS' REMUNERATION

Fees and other benefits of the Directors of the Company who held office during the financial year ended 31 May 2024 are as follows:

	2024 RM'000	2023 RM'000
<b>Executive Directors</b>		
Salaries and allowances	24	24
Defined contribution plan	1	1
	<b>25</b>	25
<b>Non-Executive Directors</b>		
Fees	521	472
Allowances	21	18
	<b>542</b>	490
Total directors' remuneration	<b>567</b>	515

## INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

The Company effected Directors' and officers' liability insurance during the financial year to protect the Directors and officers of the Company against potential costs and liabilities arising from claims brought against the Directors and officers. The total amount of insurance premium paid for the Directors and officers of the Company during the financial year was RM13,000.

There were no indemnity given to or insurance effected for the auditors of the Company during the financial year.

## OTHER STATUTORY INFORMATION

- (a) Before the financial statements of the Company were prepared, the Directors took reasonable steps:
- (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that there were no known bad debts to be written off and that no allowance for doubtful debts was necessary; and
  - (ii) to ensure that any current assets which were unlikely to realise their book values in the ordinary course of business had been written down to an amount which they might be expected so to realise.

## DIRECTORS' REPORT

### **OTHER STATUTORY INFORMATION** *(continued)*

- (b) At the date of this report, the Directors are not aware of any circumstances which would render:
- (i) the necessity to write off any bad debts or to make allowance for doubtful debts in the financial statements of the Company; and
  - (ii) the values attributed to the current assets in the financial statements of the Company misleading.
- (c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate.
- (d) At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or financial statements which would render any amount stated in the financial statements of the Company misleading.
- (e) At the date of this report, there does not exist:
- (i) any charge on the assets of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
  - (ii) any contingent liability of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the Directors:
- (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve (12) months after the end of the financial year which will or may substantially affect the ability of the Company to meet its obligations as and when they fall due; and
  - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Company for the financial year in which this report is made.

### **HOLDING COMPANY**

The holding company of the Company is Ancom Nylex Berhad, a company incorporated in Malaysia and listed on the Main Market of the Bursa Malaysia Securities Berhad.

## DIRECTORS' REPORT

### SIGNIFICANT EVENTS DURING THE YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

Significant events during the year and significant events between the end of the reporting period and the date when the financial statements are authorised for issue are disclosed in Note 19 to the financial statements.

### AUDITORS

The auditors, BDO PLT (201906000013 (LLP0018825-LCA) & AF 0206), have expressed their willingness to continue in office.

Auditors' remuneration of the Company for the financial year ended 31 May 2024 are as follows:

	<b>RM'000</b>
Statutory audit	35
Other services	5
	<b>40</b>

Signed on behalf of the Board in accordance with a resolution of the Directors dated 30 August 2024.

**Dato' Siew Ka Wei**  
Director

**Datin Joanne Marie Lopez**  
Director

# STATEMENT BY DIRECTORS

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

We, Dato' Siew Ka Wei and Datin Joanne Marie Lopez, being two of the Directors of Nylex (Malaysia) Berhad, do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 50 to 68 are drawn up in accordance with Malaysian Financial Reporting Standards, IFRS Accounting 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 Company as at 31 May 2024 and of its financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board in accordance with a resolution of the Directors dated 30 August 2024.

**Dato' Siew Ka Wei**  
Director

**Datin Joanne Marie Lopez**  
Director

# STATUTORY DECLARATION

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

I, Chen Tai Ngoh (CA 32025), being the officer primarily responsible for the financial management of Nylex (Malaysia) Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 50 to 68 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly  
declared by the abovenamed  
at Kuala Lumpur  
on 30 August 2024

**Chen Tai Ngoh**

Before me,  
**Mardhiyyah Abdul Wahab** (No. W729)  
Pesuruhjaya Sumpah  
Malaysia

# INDEPENDENT AUDITORS' REPORT

To the Members of Nylex (Malaysia) Berhad (Incorporated in Malaysia)

## REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

### Opinion

We have audited the financial statements of Nylex (Malaysia) Berhad, which comprise the statement of financial position as at 31 May 2024 of the Company, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 50 to 68.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 May 2024, and of its financial performance and its cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards ("MFRSs"), IFRS Accounting 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 ("ISAs"). 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 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 current year. These matters were addressed in the context of our audit of the financial statements of the Company as a whole, in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Key Audit Matter of the Company

### Recognition and recoverability of deferred tax assets

The carrying amount of deferred tax assets as at 31 May 2024 amounted to RM7,785,000, as disclosed in Note 8 to the financial statements.

We determined the recognition and recoverability of deferred tax assets to be a key audit matter because it requires significant management judgement and estimates of the key assumptions applied in determining the future taxable profits necessary to utilise the deferred tax assets. These judgements and key assumptions include proposed business plans of the Company as well as profit projections and growth rates.



# INDEPENDENT AUDITORS' REPORT

To the Members of Nylex (Malaysia) Berhad (Incorporated in Malaysia)

## **Key Audit Matters** *(continued)*

### Key Audit Matter of the Company *(continued)*

#### **Recognition and recoverability of deferred tax assets** *(continued)*

Our audit procedures included the following :

- (a) Discussed with management on the status of the proposed business plans of the Company to utilise the deferred tax assets;
- (b) Evaluated the reasonableness of the key assumptions applied by management in estimating future taxable profits necessary to utilise the deferred tax assets; and
- (c) Discussed with tax specialists and assessed the reasonableness of the amounts to be utilised in the estimated period of time in accordance with the tax legislation.

#### **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 Company and our auditors' report thereon.

Our opinion on the financial statements 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 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 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 Company that give a true and fair view in accordance with MFRSs, IFRS Accounting 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 Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Company, the Directors are responsible for assessing the ability of the Company 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 Company or to cease operations, or have no realistic alternative but to do so.

# INDEPENDENT AUDITORS' REPORT

To the Members of Nylex (Malaysia) Berhad (Incorporated in Malaysia)

## Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements 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 ISAs 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 ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- (a) Identify and assess the risks of material misstatement of the financial statements 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.
- (b) 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 internal control of the Company.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (d) 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 ability of the Company 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 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 Company to cease to continue as a going concern.
- (e) Evaluate the overall presentation, structure and content of the financial statements of the Company, including the disclosures, and whether the financial statements of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

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

# INDEPENDENT AUDITORS' REPORT

To the Members of Nylex (Malaysia) Berhad (Incorporated in Malaysia)

## Other Matters

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

### **BDO PLT**

201906000013 (LLP0018825-LCA) & AF 0206  
Chartered Accountants

Kuala Lumpur  
30 August 2024

### **Brendan Francis Lim Jern Zhen**

03591/09/2025 J  
Chartered Accountant

# STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the Financial Year Ended 31 May 2024

	Note	2024 RM'000	2023 RM'000
Revenue	3	114	211
Cost of sales	3	(102)	(190)
<b>Gross profit</b>		<b>12</b>	21
Other income	4	299	256
Administrative expenses		(3,231)	(1,785)
Other expenses		(6)	-
<b>Loss before tax</b>		<b>(2,926)</b>	(1,508)
Taxation	6	-	-
<b>Loss for the financial year</b>		<b>(2,926)</b>	(1,508)
Other comprehensive income, net of tax		-	-
<b>Total comprehensive loss for the financial year</b>		<b>(2,926)</b>	(1,508)
<b>Basic and diluted:</b>			
Loss per share (sen)	7	(1.6)	(0.8)
Dividends per ordinary share (sen)		-	-

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

# STATEMENT OF FINANCIAL POSITION

As at 31 May 2024

	Note	2024 RM'000	2023 RM'000
<b>ASSETS</b>			
<b>Non-current asset</b>			
Deferred tax assets	8	7,785	7,785
<b>Current assets</b>			
Trade and other receivables	9	308	409
Current tax assets		179	773
Bank balances	10	10,998	13,029
		<b>11,485</b>	14,211
<b>TOTAL ASSETS</b>		<b>19,270</b>	21,996
<b>EQUITY AND LIABILITY</b>			
<b>Equity attributable to the owners of the Company</b>			
Share capital	11	30,856	30,856
(Accumulated losses)/Retained earnings	12	(2,766)	160
Treasury shares, at cost	13	(9,678)	(9,678)
<b>TOTAL EQUITY</b>		<b>18,412</b>	21,338
<b>LIABILITY</b>			
<b>Current liability</b>			
Other payables	14	858	658
<b>TOTAL LIABILITY</b>		<b>858</b>	658
<b>TOTAL EQUITY AND LIABILITY</b>		<b>19,270</b>	21,996

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

# STATEMENT OF CHANGES IN EQUITY

For the Financial Year Ended 31 May 2024

	Share capital RM'000	Treasury shares RM'000	(Accumulated losses)/ Retained earnings RM'000	Total equity RM'000
Balance as at 1 June 2023	30,856	(9,678)	160	21,338
Net loss for the year, representing total comprehensive loss for the year	-	-	(2,926)	(2,926)
<b>Balance as at 31 May 2024</b>	<b>30,856</b>	<b>(9,678)</b>	<b>(2,766)</b>	<b>18,412</b>
Balance as at 1 June 2022	30,856	(9,678)	1,668	22,846
Net loss for the year, representing total comprehensive loss for the year	-	-	(1,508)	(1,508)
Balance as at 31 May 2023	30,856	(9,678)	160	21,338

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

# STATEMENT OF CASH FLOWS

For the Financial Year Ended 31 May 2024

	Note	2024 RM'000	2023 RM'000
<b>Cash Flows From Operating Activities</b>			
Loss before tax		(2,926)	(1,508)
Adjustments for:			
Interest income		(299)	(256)
Operating cash flows before working capital changes		(3,225)	(1,764)
<b>Working Capital Changes</b>			
Receivables		10	(276)
Payables		200	(22)
Related company		91	(133)
Cash flows used in operations		(2,924)	(2,195)
Tax refunded		594	491
<b>Net Cash Flows Used In Operating Activities</b>		<b>(2,330)</b>	<b>(1,704)</b>
<b>Cash Flows from Investing Activity, representing Net Cash Flows from Investing Activity</b>			
Interest received		299	256
<b>Net Decrease In Cash And Cash Equivalents</b>		<b>(2,031)</b>	<b>(1,448)</b>
<b>Cash and Cash Equivalents at Beginning of Financial Year</b>		<b>13,029</b>	14,477
<b>Cash and Cash Equivalents at End of Financial Year</b>	10	<b>10,998</b>	13,029

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

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 1. CORPORATE INFORMATION

Nylex (Malaysia) Berhad (“the Company” or “Nylex”) is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad (“Bursa Securities”). The registered office of the Company is located at Unit C508, Block C, Kelana Square, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, while the principal place of business is located at Lot 16, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan.

The Company is a subsidiary of Ancom Nylex Berhad, a company incorporated in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad.

The Company is principally involved in investment holding and the manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting, rotomoulded plastic products, and other plastic products, including geotextiles, prefabricated sub-soil drainage systems, bulk chemical containers, road barriers, playground equipment and disposal bins as well as property development and trading activities.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 30 August 2024.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of preparation

The financial statements of the Company have been prepared in accordance with Malaysian Financial Reporting Standards (“MFRSs”), IFRS Accounting Standards and the provisions of the Companies Act 2016 in Malaysia.

The accounting policies adopted are consistent with those of the previous financial year except for the effects of adoption of new MFRSs during the financial year. The new MFRS and Amendments to MFRSs adopted during the financial year are disclosed in Note 2(b) to the financial statements.

The financial statements of the Company have been prepared under the historical cost convention except as otherwise stated in the financial statements.

The financial statements are presented in Ringgit Malaysia (“RM”) and all values are rounded to the nearest thousand (“RM’000”) except when otherwise indicated.

In the previous financial year, the Company had disposed all of its polymer, industrial chemical and logistics segments, which represent the entire core businesses of the Company. The Company had been classified as an affected listed issuer under Paragraph 8.03A(2) of the Main Market Listing Requirements (“Listing Requirement”) of Bursa Malaysia Securities Berhad (“Bursa Securities”). The Company has been granted an extension until 26 July 2024 to submit its proposal for acquiring a new core business in order to enable the Company to regularise its condition and to maintain the listing status on Bursa Securities. Meanwhile the securities of Nylex have been suspended since 7 February 2024. On 19 July 2024, the Company had further submitted an application to Bursa Securities to appeal against the decision of Bursa Securities to de-list the securities of the Company from the Official List of Bursa Securities and subject to the appeal being considered favourably by Bursa Securities, to seek an extension of time to submit a regularisation plan to the Securities Commission Malaysia (“SC”).



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (a) Basis of preparation (continued)

On 21 March 2022, the Company has entered into a Heads of Agreement (“HOA”) with Sinar Bina Infra Sdn Bhd, LBS Bina Group Berhad, BTS Group Holdings Public Company Limited and Ancom Nylex Berhad (collectively “Parties”) for the collaboration to build and operate a light rail transport system connected with the railway shuttle link currently being built from Singapore to Johor Bahru, with an integrated property development using the “Transit-Oriented Development” concept in Johor Bahru metropolitan region. The Parties are working together exclusively to agree on the terms of the definitive agreements to effect the proposals stipulated in the HOA (“Proposals”).

The Proposals will form part of the regularisation plan to be undertaken by the Company to regularise its affected listed issuer status. The regularisation plan will result in a significant change in the business direction or policy of the Company and is subject to the approval of the SC.

In view of the Directors’ intention and financial ability to pursue new business opportunities, the Directors are of the opinion that the preparation of the financial statements of the Company on the going concern basis is appropriate.

### (b) New MFRSs adopted during the financial year

On 1 June 2023, the Company adopted the following applicable MFRS and Amendments to MFRSs which are mandatory for financial periods beginning on or after 1 January 2023.

<b>MFRSs and amendments to MFRSs</b>	<b>Effective date</b>
MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendments to MFRS 17 <i>Insurance Contracts</i>	1 January 2023
Amendments to MFRS 101 <i>Disclosure of Accounting Policies</i>	1 January 2023
Amendments to MFRS 108 <i>Definition of Accounting Estimates</i>	1 January 2023
Amendments to MFRS 112 <i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023
Amendments to MFRS 112 <i>International Tax Reform – Pillar Two Model Rules</i>	See paragraph 98M of MFRS 112

Adoption of the above Standards and Amendments did not have any material effect on the financial performance or position of the Company.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

### (c) Applicable MFRS and amendments to MFRS that are not yet effective and not adopted

MFRSs and amendments to MFRSs	Effective date
Amendments to MFRS 16 <i>Lease liability in a Sale and Leaseback</i>	1 January 2024
Amendments to MFRS 101 <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to MFRS 101 <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to MFRS 107 and MFRS 7 <i>Supplier Finance Arrangements</i>	1 January 2024
Amendments to MFRS 121 <i>Lack of Exchangeability</i>	1 January 2025
Amendments to MFRS 9 and MFRS 7 <i>Amendments to the Classification and Measurement of Financial Instruments</i>	1 January 2026
MFRS 18 <i>Presentation and Disclosure in Financial Statements</i>	1 January 2027
MFRS 19 <i>Subsidiaries without Public Accountability: Disclosures</i>	1 January 2027
Amendments to MFRS 10 and MFRS 128 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Deferred

The Company is in the process of assessing the impact of implementing these Standards and Amendments, since the effects would only be observable for the future financial years.

## 3. REVENUE AND COST OF SALES

- (a) Revenue from sale of products is recognised at a point in time when the products have been transferred to the customer and coincides with the delivery of products and acceptance by customers.

There is no right of return and warranty provided to the customers on the sale of products.

There is no significant financing component in the revenue arising from sale of products as the sales are made on the normal credit terms not exceeding twelve (12) months.

Disaggregation of revenue from contracts with customers has not been presented as the Company evaluates its business performance based on geographical location and the business of the Company is focused only in Malaysia.

- (b) Cost of sales represents the cost of products sold.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 4. OTHER INCOME

	2024 RM'000	2023 RM'000
Interest income	299	256

Interest income is recognised as on a time proportion basis that reflects the effective yield on assets.

## 5. STAFF COSTS

	2024 RM'000	2023 RM'000
Short-term employee benefits	108	108
Defined contribution plan and social security costs	12	12
	<b>120</b>	120

Included in staff costs of the Company are Executive Director's remuneration amounting to RM24,960 (2023: RM24,960).

## 6. TAXATION

- (a) There is no tax expense in the current and previous financial years as the Company is in a tax loss position.
- (b) Malaysian income tax is calculated at the statutory tax rate of 24% (2023: 24%) of the estimated taxable profit for the fiscal year.
- (c) A reconciliation of the taxation applicable to loss before tax at the statutory income tax rate against the taxation at the effective income tax rate of the Company is as follows:

	2024 RM'000	2023 RM'000
Loss before tax	<b>(2,926)</b>	(1,508)
Tax at Malaysian statutory tax rate of 24% (2023: 24%)	<b>702</b>	362
Expenses not deductible for tax purposes	<b>(534)</b>	(198)
Deferred tax assets not recognised	<b>(168)</b>	(164)
	-	-

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 7. LOSS PER SHARE

Basic loss per share amounts are calculated by dividing loss for the year, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

	2024 RM'000	2023 RM'000
Loss net of tax, attributable to equity holders of the Company	(2,926)	(1,508)
	Number of shares	Number of shares
Weighted average number of ordinary shares	179,787,212	179,787,212
Basic earnings per share (sen)	(1.6)	(0.8)

The Company has no potential ordinary shares in issue as at reporting date and therefore, diluted earnings per share equals to basic earnings per share.

There have been no other transactions involving ordinary shares or potential shares since the reporting date and before the completion of these financial statements.

## 8. DEFERRED TAX ASSETS

	2024 RM'000	2023 RM'000
As at 31 May	(7,785)	(7,785)

The components and movements of deferred tax assets during the financial year are as follows:

Deferred tax assets	Tax losses RM'000
<b>As at 31 May 2024/31 May 2023</b>	<b>(7,785)</b>

Deferred tax assets have been recognised to the extent that it is probable that future taxable profits will be available against which the tax losses recognised can be utilised prior to expiry. The estimation of future taxable profits involved significant assumptions in respect of the proposed business plans of the Company, including profit projections and the growth rates.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 8. DEFERRED TAX ASSETS (continued)

### Unrecognised tax losses

As at 31 May 2024, the Company has tax losses of approximately RM22,652,000 (2023: RM21,949,000) that are available for offset against future taxable profits, for which no deferred tax asset is recognised due to uncertainty of its realisation. The availability of unused tax losses for offsetting against future taxable profits is subject to guidelines issued by the tax authority.

The amounts of unrecognised tax losses are as follows:

	2024 RM'000	2023 RM'000
Expires by year of assessment 2028	22,652	21,949

## 9. TRADE AND OTHER RECEIVABLES

	2024 RM'000	2023 RM'000
<b>Trade receivables</b>		
Related company	42	133
<b>Other receivables</b>		
Sundry receivables	-	10
Prepayments	266	266
	<b>308</b>	409
Trade and other receivables	<b>308</b>	409
Less: Prepayments	<b>(266)</b>	(266)
Add: Short-term deposits with licensed banks (Note 10)	-	12,600
Add: Bank balances (Note 10)	<b>10,998</b>	429
Total financial assets, measured at amortised cost	<b>11,040</b>	13,172

Trade and other receivables are denominated in RM.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 9. TRADE AND OTHER RECEIVABLES *(continued)*

### (a) Trade receivable

Trade receivable is non-interest bearing and generally on 60 days (2023: 60 days) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Impairment for trade receivable that does not contain significant financing component is recognised based on the simplified approach using the lifetime expected credit losses ("ECL"). The Company uses an allowance matrix to measure the expected credit loss of trade receivables based on grouping of receivables sharing the same credit risk characteristics and past due days. Expected loss rates are calculated using the roll rate method.

During this process, the probability of non-payment by the trade receivables is adjusted by forward looking information (i.e. gross domestic products growth rate) and multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such impairments are recorded in a separate impairment account with the loss being recognised within administrative expenses in the consolidated statement of profit or loss and other comprehensive income. On confirmation that the trade receivable would not be collectable, the gross carrying value of the asset would be written off against the associated impairment.

Management exercised significant judgement in determining the probability of default by trade receivables and appropriate forward looking information.

No expected credit loss is recognised arising from trade receivable as it is negligible.

### (b) Other receivables

Related company refer to a company within the Ancom Nylex Berhad group.

Impairment for other receivables and inter-company balances are recognised based on the 3 stages general approach within MFRS 9 using the forward looking ECL model. The methodology used to determine the amount of the impairment is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset by comparing the risk of default occurring over the expected life with the risk of default since initial recognition. For those in which the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those in which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Company defined significant increase in credit risk as twenty percent (20%) on relative basis and including operating performance of the receivables, payment delays and past due information. It requires management to exercise significant judgement in determining the probability of default by receivables, appropriate forward looking information and significant increase in credit risk.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 9. TRADE AND OTHER RECEIVABLES *(continued)*

### (b) Other receivables *(continued)*

The probability of non-payment by other receivables and inter-company balances are adjusted by forward-looking information on macroeconomic factors, which the Company has identified as unemployment rate, gross domestic product growth rate and inflation rate and multiplied by the amount of the expected loss arising from default to determine the 12-month or lifetime expected credit loss for other receivables and inter-company balances.

The carrying amount of the financial asset is reduced through the use of an allowance for impairment loss account and the amount of the impairment loss is recognised in profit or loss. When a financial asset becomes uncollectible, it is written off against the allowance for impairment loss account.

- (c) The Company has only one (1) customer, which is the related company, constituting 100% of trade receivable of the Company at the end of the reporting period. The Company does not anticipate the carrying amount recorded at the end of each reporting period to be significantly different from the amount that would eventually be received.

## 10. BANK BALANCES

Cash and cash equivalents included in the statement of cash flows comprise the following:

	<b>2024</b> <b>RM'000</b>	<b>2023</b> <b>RM'000</b>
Short-term deposits with licensed banks (Note 9)	-	12,600
Bank balances (Note 9)	<b>10,998</b>	429
	<b>10,998</b>	13,029

Cash and bank balances are denominated in RM.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one (1) day and twelve (12) months, depending on the immediate cash requirements of the Company, and earn interest at respective short-term deposit rates.

The average interest rate of deposits and bank balance as at the reporting date is 2.8% (2023: 2.3%) per annum.

No expected credit losses were recognised on the deposits with licensed banks because the probabilities of default by these financial institutions were negligible.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 11. SHARE CAPITAL

	Number of ordinary shares		Amount	
	2024 '000	2023 '000	2024 RM'000	2023 RM'000
<b>Issued and fully paid:</b>				
As at 31 May	<b>194,338</b>	194,338	<b>30,856</b>	30,856

Owners of ordinary shares of the Company are entitled to receive dividends as and when declared by the Company and are entitled to one (1) vote per ordinary share at meetings of the Company. All ordinary shares rank pari passu with regard to the residual assets of the Company.

## 12. (ACCUMULATED LOSSES)/RETAINED EARNINGS

The balance of the entire retained earnings of the Company, if any, may be distributed as dividends under the single-tier system. Dividends paid under this system are tax-exempt in the hands of shareholders.

## 13. TREASURY SHARES

	Number of ordinary shares		Amount	
	2024 '000	2023 '000	2024 RM'000	2023 RM'000
As at 31 May	<b>14,551</b>	14,551	<b>9,678</b>	9,678

As at 31 May 2024, a total of 14,550,648 (2023:14,550,648) treasury shares with a carrying amount of RM9,678,119 (2023: RM9,678,119) were held by the Company.

## 14. OTHER PAYABLES

	2024 RM'000	2023 RM'000
Other payables	<b>673</b>	556
Accrued liabilities	<b>185</b>	102
Other payables	<b>858</b>	658
Total financial liabilities, measured at amortised cost	<b>858</b>	658



# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 14. OTHER PAYABLES *(continued)*

- (a) Other payables and accrued liabilities are denominated in RM.
- (b) Information on financial risk of other payables and accrued liabilities are disclosed in Note 17 to the financial statements.
- (c) Maturity profile of other payables of the Company at the end of the reporting period based on contractual undiscounted repayment obligations is repayable within twelve (12) months.

## 15. RELATED PARTY DISCLOSURES

### (a) Significant related party transactions

#### Identities of related parties

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

Related parties of the Company include:

- (i) Direct and indirect subsidiaries, and associates of Ancom Nylex Berhad group.
- (ii) Key management personnel are defined as those persons having the authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly. The key management personnel include the Executive Directors of the Company.

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Company and related parties took place on terms agreed between the parties during the financial year:

	Note	2024 RM'000	2023 RM'000
<i>Sales to related companies</i>	(i)		
Entopest Environmental Services Sdn. Bhd.		114	211

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 15. RELATED PARTY DISCLOSURES (continued)

### (a) Significant related party transactions (continued)

- (i) The Directors are of the opinion that the sales to related company are entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

### (b) Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Directors of the Company.

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

	2024 RM'000	2023 RM'000
Fees	521	472
Short-term employee benefits	72	72
Defined contribution plan and social security costs	8	8
Other emoluments	21	17
	<b>622</b>	569

Included in the total remuneration of key management personnel are:

	2024 RM'000	2023 RM'000
Directors' remuneration	567	515

## 16. FAIR VALUE OF FINANCIAL INSTRUMENTS

### (a) Determination of fair values

The carrying amounts of financial assets and liabilities of the Company at the reporting date approximate their fair values.

The following methods and assumptions are used to estimate fair values of the following classes of financial instruments:

#### (i) Current receivables, cash and bank balances and current payables

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 16. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

### (b) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

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

## 17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Company's business whilst managing their risks. The Company operates within clearly defined guidelines and the Company's policy is not to engage in speculative transactions.

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

### (a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates.

The Company manages its interest rate exposure by maintaining a mix of fixed and floating rate borrowings. The Company reviews its debt portfolio, taking into account the investment holding period and nature of its assets. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes.

The interest profile of the financial assets and liabilities of the Company as at the reporting date are as follows:

	<b>2024</b>	<b>2023</b>
	<b>RM'000</b>	<b>RM'000</b>
<b>Financial assets</b>		
Fixed rate	<b>10,763</b>	12,600
Interest free	<b>277</b>	572
	<b>11,040</b>	13,172
<b>Financial liabilities</b>		
Interest free	<b>858</b>	658

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 17. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### (a) Interest rate risk (continued)

The weighted average interest rates on the financial assets is as follows:

	2024 %	2023 %
<b>Financial assets</b>		
Fixed rate	2.8	2.3

### (b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of credit facilities and short-term borrowings.

The maturity profile of the liability of the Company at the reporting date based on contractual undiscounted payment obligations are payable on demand or within the next twelve (12) months.

### (c) Credit risk

Credit risk is the risk of loss on outstanding financial instruments should a counterparty default on its obligations. The Company's exposure to credit risk is controlled by the application of credit approvals, limits and monitoring procedures and are minimised by limiting the Company's associations to business partners with high credit worthiness. Trade receivables are monitored on an ongoing basis via Company management reporting procedures.

At the reporting date, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statement of financial position.

The Company does not have any significant exposure to any individual customer or counterparty nor does it have any risk related to any financial instruments. Information regarding trade and other receivables is disclosed in Note 9 to the financial statements. Deposits with licensed banks are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

## 18. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to maintain a strong capital base and safeguard the Company's ability to continue in operations as a going concern in order to provide fair returns for shareholders and to maintain an optimal capital structure.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions or expansion plans of the Company. The Company may, from time to time, adjust the dividend pay-out to shareholders, issue new shares, return capital to shareholders, redeem debt or sell assets to reduce debts, where necessary. No changes were made in the objectives, policies or processes during the financial year ended 31 May 2024 and 31 May 2023.

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 19. SIGNIFICANT EVENTS DURING THE YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD

### (a) **Heads Of Agreement entered into between Nylex, Sinar Bina Infra Sdn Bhd, LBS Bina Group Berhad, BTS Group Holdings Public Company Limited and Ancom Nylex Berhad**

The Company had on 21 March 2022 entered into a Heads of Agreement (“HOA”) with Sinar Bina Infra Sdn. Bhd., LBS Bina Group Berhad, BTS Group Holdings Public Company Limited and Ancom Nylex Berhad (collectively “Parties”) for the collaboration to build and operate a light rail transport system connected with the railway shuttle link currently being built from Singapore to Johor Bahru, with an integrated property development using the “Transit-Oriented Development” concept in Johor Bahru metropolitan region (“LRT Project”). The Parties are working together exclusively to agree on the terms of the definitive agreements to effect the proposals stipulated in the HOA (“Proposals”). The LRT Project is subject to the feasibility study as defined in the HOA being completed and the grant of the concession award for the LRT Project by the state government of Johor. The Proposals will form part of the regularisation plan to be undertaken by Nylex to regularise its affected listed issuer status.

The Company has on 13 December 2022, signed a letter of Intent (“LOI”) with CRRC Changchun Railway Vehicles Co., Ltd for the purposes of entering into good faith discussions and negotiations with regards to the construction, commissioning, installation and testing of the Project. The LOI is entered by the Company as part of its efforts to complete the feasibility study for the Project.

Bursa Securities has via its letter dated 30 January 2023, granted the Company an extension of time (“EOT”) of 6 months up to 26 July 2023 for the Company to submit its regularisation plan to the regulatory authorities.

On 22 March 2023, the Parties have agreed to extend the long stop date of the HOA by another three (3) months to 21 June 2023. On 21 June 2023, the Parties have further agreed to extend the long stop date of the HOA to 31 January 2024.

On 16 August 2023, Bursa Securities has rejected the Company’s EOT application submitted on 18 July 2023 with the reason the Company has not demonstrated to the satisfaction of Bursa Securities any material development towards the finalisation and submission of the regularisation plan to the regulatory authorities. On the same day, the Company has received a notice to show cause on commencement of suspension and de-listing procedures pursuant to Paragraph 8.03a(3)(b) of the Listing Requirements from Bursa Securities (“Notice”). The Company had on 23 August 2023 submitted the written representations to Bursa Securities in relation to why a suspension should not be imposed on the trading of the securities of the Company; and why the securities of the Company should not be de-listed from the Official List of Bursa Securities.

On 13 October 2023, Bursa Securities had decided to grant Nylex a further extension of time until 26 January 2024 to submit the regularisation plan to the relevant authorities for approval (“Extended Timeframe”).

On 29 January 2024, Bursa Securities had decided to suspend the securities of Nylex with effect from 7 February 2024 (“Suspension Date”) as Nylex had failed to submit the proposed regularisation plan to the relevant authorities for approval within the extended timeframe of 26 January 2024 as granted by the Listing Committee via its letter dated 13 October 2023 (“LC Decision Letter”).

# NOTES TO THE FINANCIAL STATEMENTS

For the Financial Year Ended 31 May 2024

## 19. SIGNIFICANT EVENTS DURING THE YEAR AND SUBSEQUENT TO THE END OF THE REPORTING PERIOD *(continued)*

### (a) **Heads Of Agreement entered into between Nylex, Sinar Bina Infra Sdn Bhd, LBS Bina Group Berhad, BTS Group Holdings Public Company Limited and Ancom Nylex Berhad** *(continued)*

On 4 March 2024, Bursa Securities has granted Nylex a further extension of time until 26 July 2024 as requested by the Company to submit the regularisation plan to the relevant authorities for approval ("Extended Timeframe"). Bursa Securities has further decided to de-list the securities of the Company from the Official List of Bursa Securities pursuant to paragraph 8.03A(3) of the Listing Requirements in the event:

- (i) the Company fails to submit the proposed regularisation plan to the relevant authorities for approval within the Extended Timeframe i.e. on or before 26 July 2024;
- (ii) the Company fails to obtain the approval for the implementation of its regularisation plan and does not appeal within the timeframe (or extended timeframe, as the case may be) prescribed to lodge an appeal;
- (iii) the Company does not succeed in its appeal; or
- (iv) the Company fails to implement its regularisation plan within the timeframe or extended timeframes stipulated by the relevant authorities.

On 19 July 2024, the Company has submitted an application to Bursa Securities in respect of the followings:

- (a) appeal against the decision of Bursa Securities to de-list the securities of the Company from the Official List of Bursa Securities; and
- (b) subject to the appeal being considered favourably by Bursa Securities, to seek a further extension of time of six (6) months to submit a regularisation plan to the SC.

As at the date of this report, the terms of the definitive agreements to effect the proposals stipulated in the HOA have not been finalised.

## 20. SEGMENT INFORMATION

Segment information is presented in respect of the Company's business and geographical segments. The primary format, business segments, is based on the Company's management and internal reporting structure. Inter-segment pricing is determined based on negotiated terms.

During the financial year, small scale trading activities has been carry out by the Company which is classified under the investment holding segment.

# ADDITIONAL INFORMATION

## UTILISATION OF PROCEEDS

The Company has not raised any funds from any of its corporate exercises during the financial year.

In the previous financial year, the Company has completed the disposal of the entire assets and liabilities of the Company and distribution of the proceeds to the entitled shareholders of the Company. The status of utilisation of proceeds as at 31 May 2024 are as follows:

No.	Description of use	Intended time frame for utilisation of proceeds from the date of completion of the disposal	Proposed utilisation RM'000	Actual utilisation RM'000	Balance RM'000
1.	Retained Cash				
	(a) Acquisition of new businesses	Within 12 months	11,250	2,803	8,447
	(b) Working capital	Within 12 months	1,250	704	546
	(c) Defraying expenses relating to the Proposals	Within 3 months	2,500	2,154 <sup>(1)</sup>	346
			15,000	5,661	9,339
2.	Distribution to non-controlling interest of Nylex	Within 3 months	35,000	35,000	-
			50,000	40,661	9,339

### Note:

(1) Of which approximately RM1,507,000 has been incurred and paid by the Company before the receipt of the cash proceeds. Upon receipt of the cash proceeds, the said amount has been used to replenish the internally generated fund of the Company, which forms part of the Company's cash and bank balances of RM10,998,000 as at 31 May 2024.

## AUDIT AND NON-AUDIT FEES

The audit and non-audit fees of the Company are disclosed in Directors' Report on page 44 of this Annual Report. The Company paid RM5,000 to the external auditors for review of the Statement on Risk Management and Internal Control for the financial year ended 31 May 2024.

## MATERIAL CONTRACTS INVOLVING DIRECTORS' AND/OR MAJOR SHAREHOLDERS' INTERESTS

The Company does not have any contracts not being contracts entered into in the ordinary course of business which involves the Directors' and/or major shareholders' interests, either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

## ADDITIONAL INFORMATION

### RECURRENT RELATED PARTY TRANSACTIONS (“RRPT”)

The aggregate value of RRPT made during the financial year, pursuant to the shareholders’ mandate obtained at the last annual general meeting of the Company are as follows:

<b>Related party</b>	<b>Nature of transaction</b>	<b>Value of RRPT RM’000</b>	<b>Interested Directors, major shareholders and connected person</b>
Entopest Environmental Services Sdn Bhd (“Entopest”)	Sale of pest control, hygiene and sanitation related products.	114	1) Ancom Nylex Berhad 2) Rhodemark Development Sdn Bhd 3) Dato’ Siew Ka Wei



# ANALYSIS OF SHAREHOLDINGS

As at 3 September 2024

## No. of holders of each class of equity securities

Class of securities	:	Ordinary shares
Total no. issued	:	194,337,860
No. of holders	:	11,894
Voting rights	:	One vote per ordinary share on a poll

## Distribution schedule

Holdings	No. of holders	No. of shares	%
Less than 100	3,245	86,782	0.05
100 to 1,000	4,454	1,717,188	0.96
1,001 to 10,000	3,010	10,674,239	5.94
10,001 to 100,000	1,028	32,418,410	18.03
100,001 to less than 5% of issued shares	154	61,007,610	33.93
5% and above of issued shares	3	73,882,983	41.09
	11,894	179,787,212	100.00
Treasury shares	-	14,550,648	-
	<b>11,894</b>	<b>194,337,860</b>	<b>100.00</b>

## Substantial holders

	Direct No. of shares	%	Indirect No. of shares	%
1. Dato' Siew Ka Wei	1,023,838	0.57	76,151,700 <sup>(1)</sup>	42.36
2. Ancom Nylex Berhad	18,507,921	10.29	57,385,535 <sup>(2)</sup>	31.92
3. Rhodemark Development Sdn Bhd	57,385,535	31.92	-	-

### Notes:

- Deemed interested through his direct and indirect interest in Ancom Nylex Berhad, Rhodemark Development Sdn Bhd, Datin Young Ka Mun, Siew Ka Kheong, Siew Yuen Tuck and Quek Lay Kheng.
- Deemed interested by virtue of its direct interest in Rhodemark Development Sdn Bhd pursuant to Section 8 of the Companies Act 2016.

## Directors' holdings

	Direct No. of shares	%	Indirect No. of shares	%
1. Dato' Siew Ka Wei	1,023,838	0.57	76,151,700 <sup>(1)</sup>	42.36

### Note:

- Deemed interested through his direct and indirect interest in Ancom Nylex Berhad, Rhodemark Development Sdn Bhd, Datin Young Ka Mun, Siew Ka Kheong, Siew Yuen Tuck and Quek Lay Kheng.

# ANALYSIS OF SHAREHOLDINGS

As at 3 September 2024

## Thirty largest shareholders

(Without aggregating securities from different securities accounts belonging to the same person)

Name	No. of shares	%
1. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account for Rhodemark Development Sdn Bhd (01-00845-000)</i>	37,411,483	20.81
2. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account for Ancom Berhad (01-00846-000)</i>	21,525,000	11.97
3. Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Rhodemark Development Sdn Bhd</i>	14,946,500	8.31
4. Kenanga Nominees (Tempatan) Sdn Bhd <i>Exempt An for Phillip Securities Pte Ltd (Client Account)</i>	3,341,586	1.86
5. Alliancegroup Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Koay Xing Boon (7006931)</i>	3,200,000	1.78
6. Lee Yoke Hean	3,140,100	1.75
7. Goh Ten Fook	2,683,000	1.49
8. Ancom Nylex Berhad	1,982,921	1.10
9. Ch'ng Yew Kiat	1,400,000	0.78
10. CIMSEC Nominees (Tempatan) Sdn Bhd <i>CIMB for Toh Hooi Hak (PB)</i>	1,283,300	0.71
11. Lim Chin Tong	1,193,163	0.66
12. Kenanga Nominees (Tempatan) Sdn Bhd <i>Rakuten Trade Sdn Bhd for Lor Huai Yuan</i>	1,116,000	0.62
13. Public Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Chaw Kong Ying (E-KUG)</i>	1,100,000	0.61
14. Maybank Nominees (Tempatan) Sdn Bhd <i>Chua Eng Ho Wa'a @ Chua Eng Wah</i>	1,088,500	0.61
15. Maybank Nominees (Tempatan) Sdn Bhd <i>Lee Yoke Hean</i>	1,080,300	0.60
16. Zakaria Rakesh Bin Abu Bakkar Seddek	1,013,400	0.56
17. Ting Kwong Chai	858,925	0.48
18. Ng Teng Yau	854,289	0.48
19. Cartaban Nominees (Tempatan) Sdn Bhd <i>Exempt An for Standard Chartered Bank Malaysia Berhad (Wealth Management) (Tempatan)</i>	793,400	0.44
20. CGS International Nominees Malaysia (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Navinchandra A/L R.G. Sheth (LUCKY GDN-CL)</i>	775,200	0.43
21. Affin Hwang Nominees (Asing) Sdn Bhd <i>Phillip Securities Pte Ltd for Kong Hwai Ming</i>	750,000	0.42
22. Neo Say Yeow	730,000	0.41
23. Zaid Bin Mohamad Nor	730,000	0.41
24. Kenanga Nominees (Asing) Sdn Bhd <i>Exempt An for Phillip Securities Pte Ltd (Client Account)</i>	704,582	0.39
25. TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Hafidah Binti Pawanchik</i>	700,000	0.39
26. Kenanga Nominees (Tempatan) Sdn Bhd <i>Rakuten Trade Sdn Bhd for Norhaslina Binti Mohd Hanafi</i>	660,300	0.37
27. Tan Kok Meng	650,000	0.36
28. Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Grace Yeoh Cheng Geok</i>	637,341	0.35
29. CIMSEC Nominees (Tempatan) Sdn Bhd <i>CIMB for Ahmad Johari Bin Abdul Razak (PB)</i>	623,500	0.35
30. TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Wan Azuan Bin Awang</i>	616,000	0.34
<b>Total</b>	<b>107,588,790</b>	<b>59.84</b>

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 54<sup>th</sup> Annual General Meeting (“AGM”) of the Company will be conducted entirely through live streaming from the broadcast venue at No. 2A, Jalan 13/2, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“Broadcast Venue”) on Tuesday, 29 October 2024 at 9:30 a.m. using remote participation and voting facilities provided by the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, via TIIH Online website at <https://tiih.online>, to transact the following businesses:

## AGENDA

### AS ORDINARY BUSINESS

- |    |  |  |
|----|--|--|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 May 2024 together with the Reports of the Directors and the Auditors thereon.  | <b>(Please refer to Explanatory Note 1)</b>                      |
| 2. | To re-elect the following Directors who are retiring by rotation, pursuant to Clause 125 of the Company’s Constitution:<br>(i) Edmond Cheah Swee Leng<br>(ii) Khamis bin Awal                                  | <b>(Ordinary Resolution 1)</b><br><b>(Ordinary Resolution 2)</b> |
| 3. | To approve the payment of Non-Executive Directors’ fees for the financial year ending 31 May 2025, to be paid quarterly in arrears.  | <b>(Ordinary Resolution 3)</b>                                   |
| 4. | To approve the payment of Directors’ benefits (excluding Non-Executive Directors’ fees) for the Non-Executive Directors from the date of the AGM until the next annual general meeting of the Company in 2025. | <b>(Ordinary Resolution 4)</b>                                   |
| 5. | To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>(Ordinary Resolution 5)</b>                                   |

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without modification(s):

- |    |  |                                |
|----|--|--------------------------------|
| 6. | <b>PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS (“RRPTs”) OF A REVENUE OR TRADING NATURE</b> | <b>(Ordinary Resolution 6)</b> |
|----|--|--------------------------------|

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), approval be and is hereby given to the Company to enter into the RRPTs of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 30 September 2024, provided that such transactions are necessary for the Company’s day-to-day operations and carried out in the ordinary course of business at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

## NOTICE OF ANNUAL GENERAL MEETING

THAT the authority conferred by such mandate shall continue to be in force until:

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

Whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents) as the Directors may consider expedient or necessary or in the best interest of the Company to give effect to this resolution.”

### 7. **PROPOSED RENEWAL OF AUTHORITY ON SHARE BUY-BACK MANDATE**

**(Ordinary Resolution 7)**

“THAT subject always to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company (“Share Buy-Back Mandate”) provided that:

- (i) the aggregate number of ordinary shares in the Company purchased and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (iii) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees’ share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

# NOTICE OF ANNUAL GENERAL MEETING

THAT the authority conferred by this resolution will be effective upon passing of this resolution and will continue to be in force until:

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

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company."

8. **PROPOSED AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

(Ordinary Resolution 8)

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised, pursuant to Section 75 and 76 of the Act, to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per-centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company, AND THAT the Directors be authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities."

9. **OTHER ORDINARY BUSINESS**

To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Companies Act 2016.

# NOTICE OF ANNUAL GENERAL MEETING

By Order of the Board,  
**CHOO SE ENG** (MIA 5876) (SSM PC No. 202208000036)  
**STEPHEN GEH SIM WHYE** (MICPA 1810) (SSM PC No. 201908001029)  
Company Secretaries

Petaling Jaya  
30 September 2024

## NOTES:

- (1) Pursuant to Section 327(2) of the Companies Act 2016, the Chairman will be present at the Broadcast Venue being the main venue of the AGM. **Members will not be allowed to attend the 54<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.** Members are to participate, speak (via real time submission of typed texts only) and vote remotely. Please refer to the Administrative Guides for Shareholders available on the Company's website at <http://www.nylex.com/agm.php> for information on registration, participation and voting at the AGM.
- (2) In respect of deposited securities, only members whose names appear on the Record of Depositors as at 21 October 2024 shall be entitled to participate, speak and vote or appoint proxy(ies) to participate, speak and vote on his/her behalf at the AGM.
- (3) A member, including an authorised nominee, who is entitled to participate, speak and vote at the AGM may appoint not more than two (2) proxies to participate and vote for him/her. A proxy may but need not be a member of the Company.
- (4) Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (5) Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy in the Proxy Form.
- (6) The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company's Share Registrar at least forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting at which the person named in the appointment proposes to vote:
  - (i) In hardcopy form  
Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - (ii) By electronic means  
The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIH Online website at <https://tiah.online>. Please refer to the Administrative Guides for Shareholders on the appointment and registration of proxy for the AGM by electronic means.
- (7) Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
- (8) **Last date and time for lodging the Proxy Form is Sunday, 27 October 2024 at 9:30 a.m..**
- (9) Any authority pursuant to which such an appointment is made by a Power of Attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM at which the person named in the appointment proposes to vote. A copy of the Power of Attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

# NOTICE OF ANNUAL GENERAL MEETING

- (10) For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL Certificate of Appointment of Authorised Representative ("Certificate") with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia before the time appointed for holding the AGM or adjourned meeting at which the person named in the appointment proposes to vote. The Certificate should be executed in the following manner:
- (i) If the corporate member has a Common Seal, the Certificate should be executed under seal in accordance with the constitution of the corporate member.
  - (ii) If the corporate member does not have a Common Seal, the Certificate should be affixed with the rubber stamp of the corporate member (if any) and executed by: (a) at least two (2) authorised officers, of whom one shall be a director; or, (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (11) A member who has appointed a proxy or attorney or authorised representative to participate in the AGM must request his/her proxy or attorney or authorised representative to register himself/herself for the remote participation and voting facilities (RPV) at the Share Registrar's TIH Online website at <https://tjih.online>. Please read and follow the procedures provided in the Administrative Guides for Shareholders.
- (12) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of AGM will be put to vote by way of poll.

## EXPLANATORY NOTES

### 1. Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 31 May 2024

This Agenda item is meant for discussion only. The provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 require the audited financial statements and the reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a motion to be put forward for voting by shareholders.

### 2. Ordinary Resolutions 1 and 2 - Re-election of Retiring Directors

Edmond Cheah Swee Leng and Khamis bin Awal are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 54<sup>th</sup> AGM.

Their profiles are disclosed in the Annual Report 2024.

Save as disclosed in the Annual Report 2024, all the retiring Directors have no conflict of interest with the Company and have no family relationship with any Director and/or major shareholder of the Company. The Board had, through the Remuneration and Nomination Committee, assessed the performance and contribution of the retiring Directors including their personality, experience, integrity, competence, time commitment and fit and properness to effectively discharge their roles as Directors in accordance with the Company's Directors' Fit and Proper Policy. Based on the assessment conducted, the Board is satisfied that the aforesaid Directors have devoted sufficient time to carry out their responsibilities throughout their tenure. They also possess relevant qualification, knowledge and experience which complement the Board's competencies.

Based on the above, the Board recommends that the above retiring Directors be re-elected to continue to serve on the Board of the Company.

# NOTICE OF ANNUAL GENERAL MEETING

### 3. Ordinary Resolution 3 - Non-Executive Directors' Fees for the Financial Year Ending 31 May 2025

At the 53<sup>rd</sup> annual general meeting of the Company, the shareholders approved the payment of up to RM520,956 to the Non-Executive Directors ("NEDs") of the Company for the financial year ended 31 May 2024.

The actual amount of NED fees paid were RM520,956 for the financial year ended 31 May 2024.

For the financial year ending 31 May 2025, the Company proposed to pay the NEDs of up to RM640,000. These amounts are calculated based on the responsibilities assumed by the NEDs based upon their memberships in the Board and Board Committees, and assuming that all NEDs will hold office until 31 May 2025 and any possible new additions to the Board members. This resolution is to facilitate payment of Directors fees to the NEDs on current year basis.

The Proposed fees payable by the Company to each of the NEDs are as detailed below:

NEDs	Fee (RM) per annum
<u>Board of Directors</u>	
- Chairman	90,000
- Member	70,000
<u>Audit Committee</u>	
- Chairman/Members	30,000
<u>Remuneration &amp; Nomination Committee</u>	
- Chairman/Members	20,000

### 4. Ordinary Resolution 4 - Non-Executive Directors' Benefits

The Directors' benefits comprise the meeting attendance allowance and other benefits (car, fuel, driver, allowance and other emoluments) payable to the Non-Executive Directors ("NEDs").

In determining the estimated total amount of benefits (excluding Directors' fees) for the NEDs, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees as well as the number of Directors involved. The Board is recommending to the shareholders for approval to pay benefits to the NEDs of up to RM60,000 from the date of the forthcoming AGM until the next AGM of the Company. In the event the proposed amount is insufficient (due to more meetings/enlarged board size), approval will be sought at the next AGM for the shortfall.

### 5. Ordinary Resolution 5 - Re-appointment of Auditors

The Audit Committee has evaluated the performance of Messrs BDO PLT, the External Auditors, as enumerated in the Audit Committee Report and has recommended the re-appointment of Messrs BDO PLT as the External Auditors of the Company.

The Board has concurred with the recommendation of the Audit Committee.



# NOTICE OF ANNUAL GENERAL MEETING

## **6. Ordinary Resolution 6 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

This proposed resolution, if passed, will allow the Company to enter into recurrent related party transactions of a revenue or trading nature with the related party(ies) in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Company or affecting the business opportunities available to the Company. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company and is subject to renewal on an annual basis.

Further details relating to this proposed resolution are set out in the Company's Circular to Shareholders dated 30 September 2024.

## **7. Ordinary Resolution 7 – Proposed Renewal of Authority for Share Buy-Back Mandate**

This proposed resolution, if passed, will empower the Company to purchase its own shares up to ten percent (10%) of the total number of issued ordinary shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next annual general meeting of the Company.

Further details relating to this proposed resolution are set out in the Company's Share Buy-Back Statement dated 30 September 2024.

## **8. Ordinary Resolution 8 – Proposed Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act**

This proposed resolution, if passed, will empower the Directors to issue and allot up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next annual general meeting of the Company.

This is a renewal of the mandate obtained from the shareholders at the Company's 53<sup>rd</sup> annual general meeting held on 27 October 2023 ("Previous Mandate"). This proposed resolution is to provide flexibility to the Company for any possible fund-raising exercises including but not limited to further placement of new ordinary shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings, acquisitions and/or for issuance of new ordinary shares as settlement of purchase consideration or such other application as the Directors may deem fit and in the best interest of the Company, without the need to convene separate general meeting to obtain shareholders' approval so as to avoid incurring additional costs and time.

The Board, having considered the current and prospective financial positions of the Company, is of the view that this mandate is in the best interest of the Company and its shareholders to ensure long term sustainability of the Company.

As at the date of this Notice, the Company has not issued any new shares pursuant to the Previous Mandate.

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CDS A/C. No.	No. of shares held

I/We \_\_\_\_\_ NRIC No. \_\_\_\_\_  
(Full Name in Block Letters)

of \_\_\_\_\_  
(Full Address)

being (a) member(s) of NYLEX (MALAYSIA) BERHAD, hereby appoint

Full Name in Block Letters		Proportion of Shareholdings to be represented  %
NRIC No.		
Full Address		
Full Name in Block Letters		Proportion of Shareholdings to be represented  %
NRIC No.		
Full Address		
		100 %

or failing \*him/her, the Chairman of the Meeting as \*my/our \*proxy/proxies to participate and to vote for \*me/us on \*my/our behalf at the 54<sup>th</sup> Annual General Meeting (“AGM”) of the Company to be conducted entirely through live streaming from the broadcast venue at No. 2A, Jalan 13/2, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“Broadcast Venue”) on Tuesday, 29 October 2024 at 9:30 a.m. and to vote as indicated below:-

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To re-elect Edmond Cheah Swee Leng as a Director of the Company		
2	To re-elect Khamis bin Awal as a Director of the Company		
3	To approve the payment of Non-Executive Directors' fees for the Financial Year Ending 31 May 2025, to be paid in arrears		
4	To approve the payment of Directors' benefits		
5	To re-appoint Messrs BDO PLT as Auditors of the Company		
6	To approve the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		
7	To approve the Proposed Renewal of Authority on Share Buy-Back Mandate		
8	To approve the Proposed Authority to Issue and Allot Shares		

(Please indicate with an “X” on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Telephone number during office hours:

\_\_\_\_\_  
(Signature/Common Seal of Shareholder(s))

(\*Delete if not applicable)

**NOTES:**

1. Pursuant to Section 327(2) of the Companies Act 2016, the Chairman will be present at the Broadcast Venue being the main venue of the AGM. **Members will not be allowed to attend the 54<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.** Members are to participate, speak (via real time submission of typed texts only) and vote remotely. Please refer to the Administrative Guides for Shareholders available on the Company's website at <http://www.nylex.com/agm.php> for information on registration, participation and voting at the AGM.
2. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 21 October 2024 shall be entitled to participate, speak and vote or appoint proxy(ies) to participate, speak and vote on his/her behalf at the AGM.
3. A member, including an authorised nominee, who is entitled to participate, speak and vote at the AGM may appoint not more than two (2) proxies to participate and vote for him/her. A proxy may but need not be a member of the Company.
4. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy in the Proxy Form.
6. The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company's Share Registrar at least forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting at which the person named in the appointment proposes to vote:
  - i. In hardcopy form  
Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
  - ii. By electronic means  
The Proxy Form can be electronically lodged with the Share Registrar of the Company via TIH Online website at <https://tih.online>. Please refer to the Administrative Guides for Shareholders on the appointment and registration of proxy for the AGM by electronic means.
7. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.
8. **Last date and time for lodging the Proxy Form is Sunday, 27 October 2024 at 9:30 a.m..**
9. Any authority pursuant to which such an appointment is made by a Power of Attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM at which the person named in the appointment proposes to vote. A copy of the Power of Attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL Certificate of Appointment of Authorised Representative ("Certificate") with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia before the time appointed for holding the AGM or adjourned meeting at which the person named in the appointment proposes to vote. The Certificate should be executed in the following manner:
  - i. If the corporate member has a Common Seal, the Certificate should be executed under seal in accordance with the constitution of the corporate member.
  - ii. If the corporate member does not have a Common Seal, the Certificate should be affixed with the rubber stamp of the corporate member (if any) and executed by: (a) at least two (2) authorised officers, of whom one shall be a director; or, (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
11. A member who has appointed a proxy or attorney or authorised representative to participate in the AGM must request his/her proxy or attorney or authorised representative to register himself/herself for the remote participation and voting facilities (RPV) at the Share Registrar's TIH Online website at <https://tih.online>. Please read and follow the procedures provided in the Administrative Guides for shareholders.
12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of AGM will be put to vote by way of poll.

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**NYLEX (MALAYSIA) BERHAD**

(Registration No.: 197001000148 (9378-T))

The Share Registrar:  
Tricor Investor & Issuing House Services Sdn Bhd  
Unit 32-01, Level 32, Tower A  
Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur, Malaysia.

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