



VST ECS
VSTECS BERHAD

[Registration No: 199501021835 (351038-H)]

DIGITAL CATALYST

ANNUAL REPORT 2021

TO be the leading provider of information & communication technology products and value-added services.

WE strive for sustainable growth to achieve optimum returns to shareholders.

OUR VISION

OUR MISSION

WE shall strive to be a leading provider within Malaysia of reputable, quality computer systems, hardware, software, services and support for our customers.

WE shall conduct business with our valued customers and suppliers with professionalism and integrity.

WE shall have an environment to develop, motivate and reward our employees by providing training and incentives for productivity.

WE shall achieve the profitability for future growth and to give an adequate return to shareholders.

WE shall be good corporate citizens with social responsibilities to our communities.

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COVER RATIONALE

The ubiquity of silicon devices has accelerated the technological frontiers in all aspects of life. From hyper scalar processing capacities to high availability services, the advancement of humankind is on an exponential path pushing towards new frontiers in all aspects of life.

CORPORATE PROFILE



VSTECs Berhad (“**VSTECs**”) and its subsidiaries (“**the Group**”) started in 1985 with the establishment of VSTECs KU Sdn. Bhd. Today, the Group is a leading distribution hub for Information and Communication Technology (“**ICT**”) products in Malaysia via VSTECs Astar Sdn. Bhd. and VSTECs Pericom Sdn. Bhd..

Listed on the Main Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) on 15 April 2010, VSTECs is an associate company of VSTECs Holdings (Singapore) Limited, which is one of the leading ICT distributors in Asia Pacific, accessing to a network of more than 25,000 channel partners across China, Thailand, Malaysia, Singapore, Indonesia, the Philippines, Cambodia, Laos and Myanmar. VSTECs Holdings (Singapore) Limited is a wholly-owned subsidiary of VSTECs Holdings Limited listed on the Hong Kong Stock Exchange.

VSTECs distributes a comprehensive range of ICT products comprising notebooks, personal computers (“**PCs**”), smartphones, tablets, printers, software, network and communication infrastructure, servers, and enterprise software from more than 40 leading principals.

With a nationwide channel network of more than 4,600 resellers comprising of retailers, system integrators (“**SI**”) and corporate dealers, VSTECs also provides value-added product support and technical services. For more information, please visit www.vstecs.com.my.



DATA MEGATRENDS

"You cannot manage what you cannot measure."

- Bill Hewlett (Co-founder of HP).

It is also always better to have too much information than not enough of it. With the advent of abundant digital storage, raw data from every imaginable source can now be filtered, sorted and processed into insightful information and guidance for decision-making processes. The dawn of big data analytics and artificial intelligence has brought forth emerging trends that impact the entire fabric of society.



CHAIRMAN'S STATEMENT

LEE MARN FONG @ WU MARN FONG
Non-Independent Non-Executive Chairman

A portrait of Lee Marn Fong, an elderly woman with short grey hair and glasses, wearing a black blazer over a red top. She is positioned on the left side of the page, with a city skyline at night in the background.

“2021 was filled with triumphs and tribulations. At the time I’m writing this as the newly appointed Chairman, VSTECS has announced a new record of financial performance for the financial year under review, and mourned the passing of our two co-founders, Mr Foo Sen Chin and Dato’ Teo Chiang Quan. ”

CHAIRMAN'S STATEMENT

cont'd

Dear Valued Stakeholders,

Throughout the global pandemic, our first priority was to protect the health, safety and wellbeing of our workforce. During the various lockdown periods, we implemented business-agile operations to ensure that our warehouse and fulfilment centres operated without interruption, with careful headcount management and planned duty rosters that enabled a COVID-resilient and compliant environment with social distancing guidelines. We were well prepared to face this pandemic with our robust Business Continuity Plan (“BCP”) activated immediately, helping us to address the situation quickly. It was remarkable to see all our employees adapting to changes so rapidly, allowing us to continue normal business operations while serving new opportunities arising during this shift to the next normal.

RECORD PERFORMANCE IN FY2021

As we look back, 2021 was a year of remarkable achievements. The Group delivered outstanding performance, driven by strong growth across all three business segments, namely ICT Distribution, Enterprise Systems and ICT Services. We attained a record revenue of RM2.63 billion and net profit of RM55.0 million.

In line with our increased profitability, the Board declared a second interim dividend of 3.7 sen per share and a special dividend of 0.5 sen. Together with the interim cash dividend of 1.5 sen distributed in October 2021, we will be paying a total cash dividend of 5.7 sen per share or an aggregate of RM20.3 million, our highest ever pay-out to shareholders to-date. Creating value for shareholders is one of our priorities. In addition to dividends, we also completed a 1-for-1 bonus issue in August 2021.

OUTLOOK AND PROSPECTS

Daily activities, social interaction, and the way work is performed will continuously be digitalised. Digital strategies are becoming increasingly amplified in policy agendas as we have seen in the Twelfth Malaysian Plan and Budget 2022. Looking ahead to 2022, we are well poised to capitalise on the demand from this acceleration. We will continue to enhance our distribution reach with new channels and to gain market share by serving new segments. Although the long-term effect of the pandemic on the economy remains to be seen, we are in a strong position to weather these challenges moving forward.

CORPORATE RESPONSIBILITY AND SUSTAINABILITY

It is more important than ever to keep our sight of the big picture during these trying times. Alongside our improved fiscal performance, we intensified our Corporate Social Responsibility (“CSR”) programmes, providing food aid to frontliners during the height of the pandemic and extended assistance to flood victims in our local community by distributing food packages and household amenities to the affected local communities. We believe in the need to drive a transparent, responsible and inclusive culture to make a sustainable impact. The Sustainability Report set out from pages 65 to 81 comprehensively details our sustainability performance, key highlights and achievements for the year under review.

ACKNOWLEDGEMENTS

I wish to extend our appreciation to the board and management team for their commendable leadership which resulted in us delivering another record performance year. I want to take this opportunity to thank our channel partners and vendors for your unwavering support as we come through this stronger together. To our employees, your talent, commitment and enthusiasm is what drives our success. On behalf of VSTECS, I would also like to extend our sincere gratitude to the frontliners across the nation. Thank you for your sacrifices.

2021 will be remembered as a poignant year, with the passing of our two founders and former chairman of the Group. I want to take a moment to acknowledge their vision, guidance and contributions that have brought the Group to its current standing. Their memory and legacy will always be with us through VSTECS' continued success.

MADAM LEE MARN FONG @ WU MARN FONG

Non-Independent Non-Executive Chairman

CEO'S STATEMENT AND MANAGEMENT DISCUSSION & ANALYSIS

SOONG JAN HSUNG

*Executive Director/
Chief Executive Officer*



CEO'S STATEMENT AND MANAGEMENT DISCUSSION & ANALYSIS

cont'd

2021: CEO'S OVERVIEW

It has been an extremely challenging environment for the global economy as we weather the uncertainties of a global pandemic that has caused much disruption to the global supply chain. In such times, adaptability and flexibility are of paramount importance to ensure the survival and sustainability of any business.

As the global pandemic continues to persist and morph, we are thankful of medical advancements in 2021 such as vaccine availability, improved medical treatments, and subsequently reduced mortality rates. We are ever hopeful that the world shall eventually emerge from this pandemic in the not-so-distant future. With relaxations on restrictions and borders re-opening, we are entering into a transition into the endemic phase. However, one thing is certain, the last two years have re-set the way we live, work and conduct business interactions. New trends have taken hold, such as remote work, schooling, and the acceleration of e-Commerce adoption. These major shifts to the "*next normal*" are here to stay and as one of the nation's leading distributor of ICT products, we are well-positioned to catalyse these trends, in driving Malaysia's digital economy with strength and sustainability.

SUMMARY AND OVERVIEW OF THE GROUP'S BUSINESS

VSTECs Berhad, via its wholly-owned subsidiaries ("**the Group**"), is the leading distributor of ICT products to consumers and enterprises in Malaysia. Founded in 1985, the Group distributes a wide range of ICT products and provide IT services in the form of pre-sales, integration and post-sales in support of the brands we represent. The key activities of our business are the following:

- the marketing, sales and channel management of the brands we carry;
- warehouse facilities and channel logistics to cover nationwide sales; and
- related services in terms of pre-sales system solutioning, post-sales implementation, and warranty support services.

We maintain distributorship agreements with more than 40 brand principals, enabling us to offer comprehensive products and solutions to IT retailers and enterprise System Integrators ("**SI**").

Our head office and warehouse facilities are situated in Kota Damansara, Petaling Jaya with sales offices located in Pulau Pinang, Kuantan, Johor Bahru, Kuching and Kota Kinabalu. Our channel coverage of more than 4,600 resellers nationwide comprise mainly of IT retailers, SI resellers and corporate dealers. In line with our expanding portfolio of smart consumer-electronics and Internet-of-Things ("**IoT**") products, we are also supplying products to consumer electronics retailers and electronic lifestyle stores. Our presence in major local e-Commerce platforms is by way of operating the official online Brand Stores to fulfil the online Business-to-Business ("**B2B**") and Business-to-Consumer ("**B2C**") coverage on behalf of the brand principals.

We also hold a 40% equity interest in an IT services and software development company, ISATEC Sdn. Bhd. ("**ISATEC**") serving the enterprise and public sector market segments. Our investment in ISATEC is part of our strategic expansion into the IT Software and Service segments and it is expected to unlock synergies within our expanded group with regards to offering new products and services to serve the greater ICT market.

As at the end of 2021, our Group has 394 employees in which 17% of our work force are technical personnel and solution architects and 55% are in sales and marketing roles.

REVIEW OF FINANCIAL PERFORMANCE

While the financial year ended 31 December 2021 ("**FY2021**") carried numerous uncertainties with lockdowns spanning from May to July, we navigated it with exceptional success and momentum, delivering a record-breaking performance owing to strong execution.

In FY2021, we achieved a revenue of RM2.63 billion, which translated to a growth of 30.2% as compared to RM2.02 billion in the previous financial year ended 31 December 2020 ("**FY2020**"). This was driven by the continued digitalisation of daily lives and the urgency of businesses adapting to the future of work. All three of our business segments being ICT Distribution, Enterprise Systems and ICT Services, recorded positive growth. The ICT Distribution segment spearheaded our performance as demand for end-point devices such as notebooks, tablets and printers remain elevated stemming from work-from-home and learn-from-home arrangements during the lockdown period.

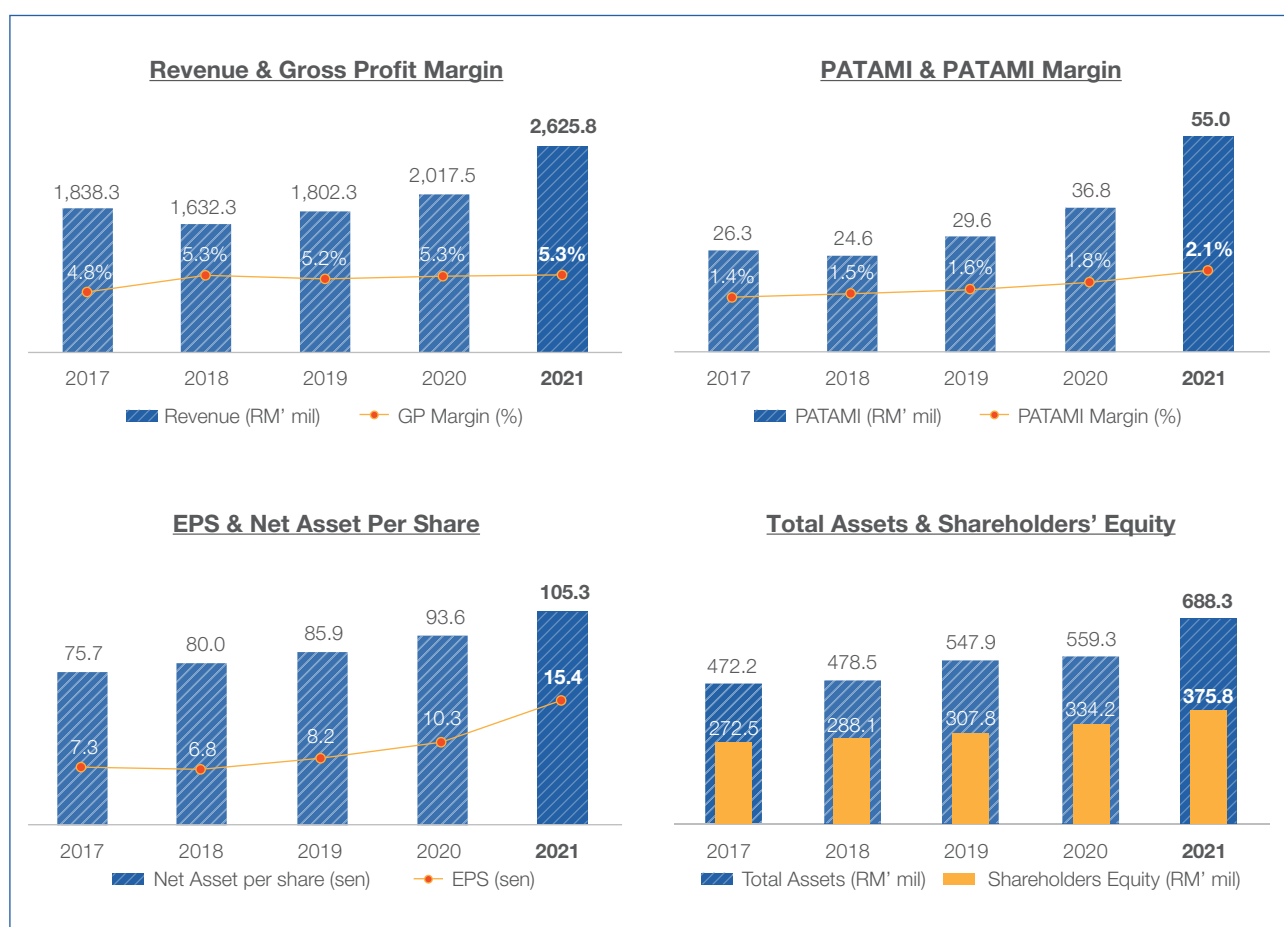
CEO'S STATEMENT AND MANAGEMENT DISCUSSION & ANALYSIS

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We registered a gross profit of RM139.4 million, an increase of 31.5% from the previous year. Gross profit margin was maintained at 5.3%. The growth in profit before tax ("**PBT**") outpaced revenue, increasing by 53.5% to RM74.4 million. Effective tax rate for the year was 26.1% and we wrapped FY2021 with a record profit after tax of RM55.0 million, an increase of 49.5% measured against FY2020. Our 40% associate company, ISATEC, contributed RM2.2 million to our profitability.

Our balance sheet remains healthy with a net cash position of RM68.6 million compared to RM92.9 million in the preceding financial year. Net assets stood at RM375.8 million which translates to NTA per share of RM1.05. As a measure of liquidity, our current ratio at the end of the year was healthy at 2.1 times and we achieved return on equity of 15.5% in FY2021.

Our financial performance in the last 5 years are depicted in the following charts:



CEO'S STATEMENT AND MANAGEMENT DISCUSSION & ANALYSIS

cont'd

REVIEW BY BUSINESS SEGMENT

The Group's business segments are as follows:

- i. ICT Distribution : Distribution of consumer ICT products to resellers, comprising mainly of retailers;
- ii. Enterprise Systems : Distribution of commercial and enterprise ICT products to resellers, comprising mainly of SI and corporate dealers; and
- iii. ICT Services : Provision of ICT services

Our revenue and gross profit composition by segment are depicted on the charts below:



CEO'S STATEMENT AND MANAGEMENT DISCUSSION & ANALYSIS

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ICT Distribution

Consumer's digital spending continued to accelerate in 2021 and the ICT Distribution segment performed remarkably despite the lockdown restrictions which caused a temporary closure of retailers' physical stores since mid-May up to July 2021. With the shift towards working and learning from home coupled with the extended personal income tax relief of RM2,500 on computer products until the end of 2021, market demand for mobile phone, tablet and notebook PC remained robust during the year.

In FY2021, revenue from ICT Distribution increased by 35.0% as compared to FY2020, to RM1.51 billion. Accordingly, gross profit increased by 38.9% to RM56.7 million. This division accounted for 57.4% and 40.7% of our Group's revenue and gross profit, respectively.

The global semiconductor chip shortage issue has resulted in supply disruption for notebooks and tablets which was further exacerbated by the increased demand for these product segments due to the pandemic. Nowadays, every person in a typical household needs to own multiple devices for school, work and play. Despite widespread and persistent industry supply disruptions, we are shipping almost double the quantity of notebooks and tablets, as compared with pre-pandemic times. Our understanding of market trends, product placement, robust inventory management and efficient control measures have enabled us to deliver a strong performance amid operational challenges.

Having endured the pandemic since 2020, we were better equipped this year to manage the various disruptions caused by the various levels of lockdown severities and duration. Experiencing such momentum during another lockdown year meant taking a critical look at our business and internal operations, to ensure that we were able to manage the increased volumes while prioritising the health and safety of our employees. Some of our key operational changes which were critical to our growth in 2021 included the following:

- Implementation of an efficient Inventory and Warehousing System to augment and replace manual inventory movement and control tasks;
- Enhanced health and safety protocols exceeding the mandated requirements in terms of isolation, contact-tracing and vaccination awareness programs to ensure the protection and safety of every member of the workforce; and
- Bi-weekly RTK testing for warehouse-based employees.

Due to these key initiatives, we were able to process and fulfil a much higher transaction volume, with a much reduced physical manpower presence in our warehouse facilities.

Taking care of our ICT Distribution business meant taking care of our channel partners. Our online B2B portal allowed our retail channel partners to submit orders and remit payment electronically. This enabled our channel partners to obtain stocks seamlessly during the lockdown and minimise business interruptions.

Over the last few years, we have also built our presence in major local e-Commerce platforms and this has positioned us to capitalise on the accelerated shift in demand towards online shopping. As at the end of 2021, we operated fourteen (14) official online brand stores across two major e-Commerce Marketplace platforms and one specific online store directly with our brand principal.

We shall strive to continue growing the ICT Distribution segment by gaining more market share and serving new market segments by means of a strong product mix and enhanced collaboration with our channel partners.

Enterprise Systems

The Enterprise Systems segment continues to be the pillar for future growth as demand for cloud computing and cybersecurity will surge from the pandemic aftermath and we are well positioned to benefit from such opportunities. Both the public sector and commercial enterprises are pushing for digital transformation for improved efficiency, enhanced resiliency and assured continuity to remain relevant in their respective segments. We believe our efforts since 2016 to grow this segment is bearing fruit as we continue to expand this segment which allowed us to finish the year with better profits. We are now at a pivotal moment with massive opportunities as organisations seek to transform traditional offices to the future of a hybrid workplace.

In FY2021, revenue from our Enterprise Systems segment grew 23.3% to exceed the RM1.0 billion milestone for the first time. Gross profit grew by 18.5% to RM66.9 million at the back of higher revenue. During the lockdown, certain projects in the Enterprise Systems segment were affected by temporary delays due to the various lockdown conditions. We also experienced component supply shortages which interfered with project hardware deployment, and we are continuously working with our suppliers to resolve such issues. Despite such challenges, we are optimistic of continued growth in the enterprise segment.

CEO'S STATEMENT AND MANAGEMENT DISCUSSION & ANALYSIS

cont'd

In FY2020, we have invested in a dedicated cloud team to provide services to assist our current resellers and software developers to embrace cloud and migrate their applications to cloud. We accelerated the cloud initiatives in FY2021 and announced our appointment as a Microsoft Cloud Solution Provider and Alibaba Cloud Distributor in Malaysia. We have witnessed positive momentum and foresee that the gestation period will be approximately 12 to 18 months for our efforts to translate into profits.

During FY2021, we further bolstered our enterprise offerings to include artificial intelligence, data analytics, IT automation and compliance, just to name a few. This will complement our existing range of products and services and equip us to better serve enterprise clients.

ICT Services

The ICT Services segment contributed RM108.0 million to revenue which was an increase of 33.4% as compared to FY2020. Gross profit grew by 80.1% to RM15.8 million.

In FY2021, our revenue under ICT Services were mostly derived from project implementation stemming from the Enterprise Systems segment. Cloud services will be the key catalyst for the next phase of growth. During the year under review, we worked on building our internal infrastructure and invested into cloud business opportunities to drive cloud adoption and the results thus far are promising. The spike in ICT Services revenue was mainly from deployment of cloud services and we expect this to accelerate moving forward. We are also growing the maintenance and managed services under this segment to increase recurring services revenue and provide further earnings visibility for the Group.

PROSPECTS, FUTURE PLANS & STRATEGIES

ICT Distribution

With the re-opening of schools and offices nationwide, supply shortages have somewhat abated as demand for notebooks and tablets normalised. With this, we have witnessed a reduction in backlog for consumer products from the high of 15 weeks to about 8 weeks at this current juncture.

International Data Corporation ("IDC") forecasted a growth rate of 1.2% in 2022 on those ICT products that we are representing, as compared with growth of 7.1% in 2021. With the extended personal income tax relief of RM2,500 on computer products until end of 2022, market demand for mobile phone, tablet and notebook PC should remain healthy.

We have identified several drivers in this segment which include e-Commerce trends, exponential increase of demand for 5G enabled devices and a growing market for lifestyle and IoT products. We will strive to maintain our leading position in the ICT Distribution segment to achieve greater reach.

e-Commerce

As a consequence of the pandemic, more businesses are selling online and more consumers are buying online, leading to an acceleration of e-Commerce transactions. Even after the pandemic ends, consumers would have adopted strong online purchasing habits to continue in this manner of buying goods and effecting payment.

E-Commerce channels will continue to play a critical role in connecting with customers to meet their needs for digital technology products and services. We aim to further grow our presence and market share through alternative channels in collaboration with telecommunication ("Telco") companies, consumer electronics stores and community-specific super-apps. We are on the verge of launching several new and exciting channels to enhance our distribution strength and to drive growth momentum. We will be unveiling these new initiatives in 2022.

Expanding Product Range

In FY2021, Metaverse was the buzzword that could radically change content creation and touted as the next-generation internet powered by virtual reality. Metaverse is slated to help creators make more interactive and immersive content than ever before, with the help of new tools for consumers to experience this alternate reality. This represents another opportunity for the Group, and we are excited to embark on such product offerings in the near future.

CEO'S STATEMENT AND MANAGEMENT DISCUSSION & ANALYSIS

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Enterprise Systems and ICT Services

The anticipated infrastructure for 5G, cybersecurity and intelligent transformation will drive growth in the Enterprise Systems segment. Enterprises of all sizes are scaling up on IT systems and services and the RM200.0 million earmarked for SME Digitalisation Grant Scheme will further encourage SMEs to embrace the new normal to remain competitive in today's business environment.

Over the past two years, organisations have significantly accelerated their digital roadmaps, focusing on technologies such as cloud, Artificial Intelligence ("AI") digital infrastructure IoT and cyber security. A recent global IDC study shows that 79% of organisations worldwide have shifted to a digital-first strategy as a result of the pandemic. Looking ahead to 2022, it's clear that digital technologies will continue to play a seminal role in enterprise strategy and success. Every organisation is looking for ways to capitalise on the opportunities presented by the digital economy by leveraging on data to unlock business potential.

During the year, we continued to bolster our offering suite by signing several new distribution agreements for analytics and AI, cloud services and infrastructure, and IT automation. These new distributorships complement our existing range of products and services to better serve our enterprise customers. Both public and private sectors are looking for solutions which are data-driven, automated, and secure across private and multi-cloud environments. We have positioned ourselves well to address these requirements.

Towards the second half of 2021, Telco service providers have commenced their 5G initiatives with hardware acquisition projects and this will garner further momentum in 2022. The Telco sector has always been key to our Enterprise Systems segment business and in 2021, we have invested into more human capital to cover this sector in preparation of 5G related opportunities. The next wave of network transformation will be fuelled by 5G infrastructure requirements and this would be a key driver for the Enterprise Systems segment over the next few years.

AWARD AND ACCOLADES

VSTECS Astar Sdn. Bhd.

1	Hewlett-Packard Enterprise	Hewlett Packard Enterprise FY2021 Top Distributor Award
2		Hewlett Packard Enterprise FY2021 Top Compute Distributor Award
3		Hewlett Packard Enterprise FY2021 Top Pointnext Distributor Award
4	Huawei	IT Strategic Partnership Award FY2020
5		Best Strategic Partner Award (IT) FY2021
6	Nutanix	Malaysia Appreciation for Commitment & Dedicated Support FY2021
7	Microsoft	Managed Partner Global Partner Solutions FY2022
8	ASUS	Top Commercial Notebook Distributor FY2021
9		Top Gaming Notebook Contribution Distributor FY2021

VSTECS Pericomp Sdn. Bhd.

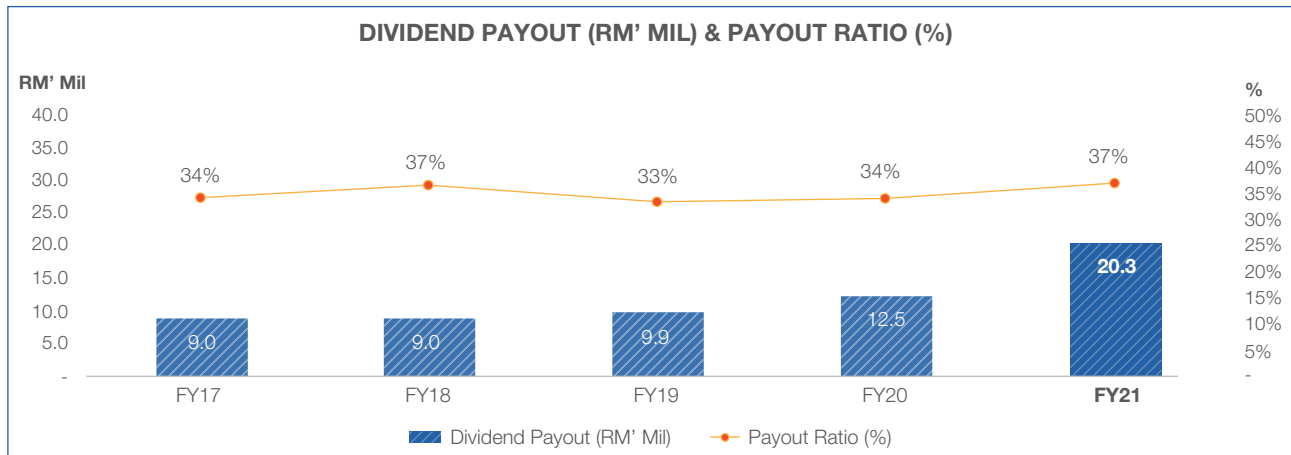
1	Huawei	Excellence Distributor Partner Award FY2021
2		Channel Partner Program: Four-Star Data Communication CSP Program FY2022
3	Veeam	Distributor of the Year Award FY2021
4	IBM	2021 Top Cloud, Data & AI Distributor

DIVIDEND

We are committed to creating long-term value for our shareholders and we have been providing consistent cash returns through the payment of dividends. For the financial year under review, we rewarded shareholders with two interim dividends and a special dividend aggregating to 5.7 sen per share. This translates to a payout ratio of 37%. The Group shall continue to practise distributing a minimum 30% of net profit as dividend to our shareholders. We also completed a one-for-one bonus issue in August 2021 as a further avenue to reward our shareholders on top of cash dividends.

CEO'S STATEMENT AND MANAGEMENT DISCUSSION & ANALYSIS

cont'd



⁽¹⁾ Based on number of outstanding ordinary shares of 357.0 Mil as at 31.12.2021 after the issuance of 1:1 bonus issue on August 2021.

ANTICIPATED/KNOWN RISKS & MITIGATING PLANS

The main operational risks faced by us are credit default from accounts receivables, inventory holding costs and stock obsolescence. These form the major portion of the total current assets.

The Group therefore places a strong emphasis on policies and monitoring on the following areas:

- Control of credit facilities;
 - o Credit approval,
 - o Debt management and collection,
- Inventory sell-through and stock aging; and
- Cash flow management for working capital.

We are not generally exposed to currency exchange risks as we have a practice of hedging forward our USD-denominated purchases by fixing the currency exchange rates on payment due dates. This practice ensures stability in the costing of our trade purchases irrespective of currency market fluctuations.

We depend on brand principals to supply ICT products that we sell, and the loss of, or a material change in, our business relationship with a major original equipment manufacturer (OEM) supplier could adversely affect our business, financial position and operating results. Accordingly, we would also be affected if we are not able to secure and maintain an adequate supply of products to fulfil our customers' orders on a timely basis.

In our ICT Distribution segment, our transactions with channel partners are on a purchase order basis, rather than long-term agreements or contracts. Consequently, our sales are subject to demand variability and the level and timing of orders placed by our customers vary for a variety of reasons, including seasonal buying by consumers, the introduction of new hardware and software technologies and general economic conditions. Our Enterprise Systems and ICT Services segments counterbalance this risk as enterprise projects typically have longer tenure, creating better earnings visibility.

CONCLUDING STATEMENTS

We are moving into 2022 with continued focus on sustainable growth and execution, building on the momentum on positive returns achieved since our IPO in 2010. The digital agenda is continuously gaining visibility in public policies and was clearly outlined in the Twelfth Malaysia Plan. Digital contribution to Malaysia's GDP is targeted to reach 25.5% by 2025, synonymous with the vision to transform Malaysia into a digitally-enabled and technology-driven high-income nation.

Although we've seen accelerated growth in digital transformation within the past two years, we believe this is still in its infancy with much more to come, providing long-term and sustainable growth potential to our business. I am confident that our position as one of the leading ICT distributors in the nation will allow us to capture the opportunities ahead.

SOONG JAN HSUNG
Chief Executive Officer



EXPONENTIAL ADOPTION

The accelerated adoption of digital transformation is affecting a generational change in the interactions and transactions in all areas of public, private and social spheres of human activity. With universal access to trends and discoveries from global locations, one must constantly strive to keep informed and updated at all times.



BOARD OF DIRECTORS



**LEE MARN FONG @
WU MARN FONG**

*Non-Independent
Non-Executive Chairman*



SOONG JAN HSUNG

*Executive Director/
Chief Executive Officer*



WONG HENG CHONG

*Senior Independent
Non-Executive Director*

BOARD OF DIRECTORS

cont'd



**DATO'
KHOO SIN AIK**

*Independent
Non-Executive Director*

**ABDUL AZIZ BIN
ZAINAL ABIDIN**

*Independent
Non-Executive Director*

**CHERYL KHOR
HUI PENG**

*Independent
Non-Executive Director*

ONG WEI HIAM

*Non-Independent
Non-Executive Director*

PROFILE OF BOARD OF DIRECTORS



LEE MARN FONG @ WU MARN FONG

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Non-Independent Non-Executive Chairman
Malaysian, Female

Date of appointment as Director	:	16 February 2022
Length of service as director since appointment (as at 18 April 2022)	:	0 year 2 months
Board Committee(s) served on	:	Nil
Academic/Professional Qualification(s)	:	Fellowship of the Chartered Institute of Management Accountants (CIMA), United Kingdom Certified Educator for Secondary Education from the Specialist Teachers Training Institute (Ministry of Education)
Present Directorship(s)		
(i) Other Public Listed Companies	:	Nil
(ii) Public Companies	:	Nil
Working experience	:	<p>Madam Lee Marn Fong has more than 25 years of experience in a multinational corporation group of companies with diversified business activities consisting of manufacturing of material handling equipment, engineering projects and services, trading of chemical, pharmaceutical, medical, consumer electronics and communications equipment.</p> <p>Madam Lee's term of service with the multinational group involved in multiple discipline management experiences in Finance, Human Resource, Business Risk, Operational Quality Assurance, Business Restructuring, Enterprise Resource Planning ("ERP") Project implementation and Sustainability Certification programs.</p> <p>Madam Lee is a Fellowship of the Chartered Institute of Management Accountants ("CIMA"), United Kingdom. She is also a Certified Educator for Secondary Education from the Specialist Teachers Training Institute (Ministry of Education) who began her career in the civil service as an educator for secondary level education prior to entering the private sector.</p> <p>Since 2008, Madam Lee has been an Advisor to VSTECS group of companies in business process engineering in the support of business goals and continuous improvement of operational and administrative functions.</p> <p>She is a substantial shareholder of VSTECS Berhad through her substantial shareholdings in Sengin Sdn. Bhd. and the shareholdings of her child and spouse, late Mr. Foo Sen Chin, the Co-founder and the former Non-Independent Non-Executive Chairman of VSTECS Berhad.</p>
Time Committed	:	Not applicable

PROFILE OF BOARD OF DIRECTORS

cont'd

SOONG JAN HSUNG

58

Executive Director/Chief Executive Officer
Malaysian, Male



Date of appointment as Director	:	21 February 1997
Length of service as director since listing on 15 April 2010 (as at 18 April 2022)	:	12 years 0 month
Board Committee(s) served on	:	Nil
Academic/Professional Qualification(s)	:	Bachelor of Science (Honours) majoring in Mathematics from the University of Malaya in 1987
Present Directorship(s)		
(i) Other Public Listed Companies	:	Nil
(ii) Public Companies	:	Nil
Working experience	:	<p>Soong began his career as a Sales Executive with VSTECS Pericomp Sdn. Bhd. in 1987. During the next seven years, Soong's hard work and dedication led to several promotions in sales and marketing position to become the General Manager in 1994. Soong was promoted to Executive Director in 2001 and was appointed as a Deputy Chief Executive Officer of VSTECS Berhad on 1 January 2014. Subsequently, Soong has been promoted to Executive Director/Chief Executive Officer of VSTECS Berhad with effect from 1 January 2015 to lead and manage the Group, in conjunction with the elevation of the late Mr. Foo Sen Chin as the Executive Chairman of the Board.</p> <p>Soong has more than 30 years of experience in the ICT distribution market. He is also an Executive Director of the subsidiary companies, namely, VSTECS Pericomp Sdn. Bhd., VSTECS Astar Sdn. Bhd., VSTECS KU Sdn. Bhd. and VSTECS Kush Sdn. Bhd.. Soong has been primarily responsible for the development of new sales and marketing strategies as well as the ICT product distribution and enterprise systems operations in VSTECS Pericomp Sdn. Bhd. and VSTECS Astar Sdn. Bhd..</p> <p>Soong has contributed significantly to the Group in becoming the leading ICT hub in Malaysia.</p>
Time Committed	:	Soong attended all the 4 Board Meetings.
Sustainability Governance Initiative:-		
Management Committee(s) served on	:	Sustainability Committee Chairman; and Enterprise Risk Management Committee Chairman

PROFILE OF BOARD OF DIRECTORS

cont'd



WONG HENG CHONG

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Senior Independent Non-Executive Director
Malaysian, Male

Date of appointment as Director	:	17 December 2009
Length of service as director since listing on 15 April 2010 (Tenure including the position as Non-Independent Non-Executive Director) (as at 18 April 2022)	:	12 years 0 month
Length of service as director since re-designation as Independent Non-Executive Director on 8 August 2012 (as at 18 April 2022)	:	9 years 8 months
Board Committee(s) served on	:	Chairman of the Nominating Committee; and Member of the Audit Committee
Academic/Professional Qualification(s)	:	Chartered Accountant:- Chartered Accountants Australia and New Zealand; and Malaysian Institute of Accountants. Diploma in Management Studies from University of Chicago Graduate School of Business
Present Directorship(s)		
(i) Other Public Listed Companies	:	Nil
(ii) Public Companies	:	Nil
Working experience	:	Wong began his working career in Coopers & Lybrand in Australia and in Malaysia. He had previously served as an Executive Director of VSTECS Holdings (Singapore) Limited, Boustead Singapore Limited, QAF Limited and Sunshine Allied Investments Limited. His working experience during the last 40 years spanned over diverse industries including Information Technology, engineering, food-manufacturing, retail and wholesale, trading and auditing. He has been re-designated from Non-Independent Non-Executive Director to Independent Non-Executive Director on 8 August 2012 and subsequently, Wong has been re-designated from Independent Non-Executive Director to Senior Non-Independent Director on 16 June 2020.
Time Committed	:	Wong attended all the 4 Board Meetings.

PROFILE OF BOARD OF DIRECTORS

cont'd

DATO' KHOO SIN AIK

60

Independent Non-Executive Director
Malaysian, Male



Date of appointment as Director	:	1 January 2020
Length of service as director since appointment (as at 18 April 2022)	:	2 years 3 months
Board Committee(s) served on	:	Chairman of Remuneration Committee; and Member of Nominating Committee
Academic/Professional Qualification(s)	:	Diploma in Business Administration from Business School University of Hull, United Kingdom
Present Directorship(s)		
(i) Other Public Listed Companies	:	Nil
(ii) Public Companies	:	Nil
Working experience	:	<p>Dato' Khoo is presently a Chairman Emeritus of World Information Technology and Services Alliance ("WITSA") and a Member of the Board of FPT Corporation (Vietnam).</p> <p>Dato' Khoo has more than 30 years of experience in the Information Technology industry. He has served in various capacities in public and private sector organisations such as The National Tech Association of Malaysia (PIKOM) (Chairman from 1995 to 1997), Patimas Computers Bhd. (Executive Director from 1996 to 1998), Malaysia Digital Economy Corporation Sdn. Bhd. (MDEC) (Vice President of Corporate Strategy from 2006 to 2015), WCIT 2008 Sdn. Bhd. (CEO from 2006 to 2008) and WITSA (Chairman of the Board from 2008 to 2012).</p> <p>Dato' Khoo was the President and Chief Executive Officer of MDEC Americas Inc. (Silicon Valley) from 2015 to 2019.</p>
Time Committed	:	Dato' Khoo attended all the 4 Board Meetings.

PROFILE OF BOARD OF DIRECTORS

cont'd



ABDUL AZIZ BIN ZAINAL ABIDIN

63

Independent Non-Executive Director
Malaysian, Male

Date of appointment as Director	:	1 January 2020
Length of service as director since appointment (as at 18 April 2022)	:	2 years 3 months
Board Committee(s) served on	:	Chairman of Audit Committee; and Member of Remuneration Committee
Academic/Professional Qualification(s)	:	Certificate of Insurance from MARA Institute of Technology ("ITM"); and Fellowship of the Malaysian Insurance Institute
Present Directorship(s)		
(i) Other Public Listed Companies	:	Nil
(ii) Public Companies	:	Islamic Banking & Finance Institute Malaysia; and Progressive Insurance Berhad
Working experience	:	Abdul Aziz has more than 35 years of experience in the Insurance industry and holds a Fellowship of the Malaysian Insurance Institute ("FMII"). Abdul Aziz was formerly the Chief Executive Officer and a member of the Board of Directors of Sime Darby Lockton Insurance Brokers Sdn. Bhd.. Prior to joining Sime Darby Lockton Insurance Brokers Sdn. Bhd., Abdul Aziz was the Marketing Director of Asia Capital Reinsurance, Malaysia from 2008 to 2012. He was also the Deputy Chairman of Malaysian Insurance Takaful Brokers Association ("MITBA"). Abdul Aziz began his career with Tugu Insurance, Malaysia in 1977. He joined Tokio Marine and Fire Insurance as Head of Reinsurance Department handling treaty reinsurance program and facultative reinsurance and had his training in Tokyo, Japan. Currently, Abdul Aziz is the Director of Islamic Banking & Finance Institute Malaysia ("IBFIM").
Time Committed	:	Abdul Aziz attended all the 4 Board Meetings.

PROFILE OF BOARD OF DIRECTORS

cont'd

CHERYL KHOR HUI PENG

47

Independent Non-Executive Director
Malaysian, Female



Date of appointment as Director	:	1 June 2021
Length of service as director since appointment (as at 18 April 2022)	:	0 year 9 months
Board Committee(s) served on	:	Member of Audit Committee; and Member of Remuneration Committee
Academic/Professional Qualification(s)	:	Bachelor Degree in Mathematics from Universiti Putra Malaysia; Member of Malaysian Institute of Accountants; and Member of Malaysian Institute of Certified Public Accountants
Present Directorship(s)		
(i) Other Public Listed Companies	:	Alliance Bank Malaysia Berhad; Hong Leong Industries Berhad; and Kuala Lumpur Kepong Berhad
(ii) Public Companies	:	Chubb Insurance Malaysia Berhad
Working experience	:	Cheryl has more than 24 years of experience covering financial, operational and internal audits as well as governance, controls, sustainability, internal audit and risk assessments for many clients across a broad range of industries. Cheryl began her career in 1998 as a financial auditor and chartered accountant at Ernst & Young Advisory Services Sdn. Bhd.. Cheryl diversified her skill sets and breadth of experience when she joined Deloitte in 2013 where she led the Risk Advisory practice, complementing her chartered accountant experience with sustainability, governance and risk expertise. She was appointed as its Managing Director in 2014 and held the position until 2021. Whilst in Deloitte, she held numerous leadership positions culminating her career as the Asia Pacific Accounting and Internal Control Leader and was also a member of the Deloitte South East Asia Board of Directors. Currently, Cheryl serves as an Independent Non-Executive Director of Alliance Bank Malaysia Berhad, Hong Leong Industries Berhad and Kuala Lumpur Kepong Berhad, all of which are listed on Bursa Malaysia. She is also a Director of Chubb Insurance Malaysia Berhad, a public company. Cheryl is also a Fellow Member and Faculty of the Institute of Corporate Directors Malaysia where she conducts training for directors on various board and governance topics across all industries.
Time Committed	:	Cheryl Khor attended all the 2 Board Meetings

PROFILE OF BOARD OF DIRECTORS

cont'd



ONG WEI HIAM

50

Non-Independent Non-Executive Director
Malaysian, Male

Date of appointment as Director	:	4 June 2013
Length of service as director since appointment (as at 18 April 2022)	:	8 years 10 months
Board Committee(s) served on	:	Member of the Audit Committee; and Member of the Nominating Committee
Academic/Professional Qualification(s)	:	Bachelor Degree in Economics from University College London; Master Degree in Analysis, Design & Management of Information Systems from London School of Economics and Political Science; Fellow of the Hong Kong Institute of Certified Public Accountants; and Fellow of Institute of Chartered Accountants in England and Wales
Present Directorship(s)		
(i) Other Public Listed Companies	:	Nil
(ii) Public Companies	:	VSTECS Holdings Limited (Listed on the Stock Exchange of Hong Kong)
Working experience	:	Ong was appointed as the Group Chief Executive Officer of VSTECS Holdings (Singapore) Limited on 1 January 2013 and was appointed as an Executive Director of VSTECS Holdings (Singapore) Limited on 16 April 2012. Ong is concurrently the Group Chief Financial Officer and Executive Director of VSTECS Holdings Limited, the parent company of VSTECS Holdings (Singapore) Limited.
Time Committed	:	Ong attended all the 4 Board Meetings.

Notes:-

Save as disclosed above, none of the Directors has:-

- (a) any family relationship with any Director and/or major shareholder of the Company;
- (b) any conflict of interest with the Company;
- (c) any conviction for offences (other than traffic offences) within the past five (5) years; and
- (d) any particulars of any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

PROFILE OF SENIOR MANAGEMENT TEAM

SOONG JAN HSUNG

58 Years, Malaysian, Male

Executive Director/Chief Executive Officer

Sustainability Committee Chairman

Compliance Committee Member

For the profile of Soong, please refer to page 21 of this Annual Report.



TEE ANG KUAN

60 Years, Malaysian, Male

Group General Manager

Sustainability Committee Member

Compliance Committee Member

Tee was promoted to Group General Manager in 2015 in-charge of the overall distribution and services businesses of the Group. Previously, he was the General Manager of VSTECS Astar Sdn. Bhd. overseeing operations, namely, the design and development of business and marketing strategies, marketing and distribution of our ICT products, and sales staff management.

Tee graduated with Bachelors of Art (Honours) majoring in Economics from the University of Malaya in 1985. After graduation, he began his career with a computer company in sales line. From 1986 to 1995, Tee worked with several ICT distributors in the sales and marketing of ICT products, such as notebook and desktop PCs, printers and software. In 1996, he joined VSTECS Astar Sdn. Bhd. as a Business Manager and was promoted to General Manager in 1999. He has over 30 years of experience in the ICT distribution market. With his experience and knowledge, he has contributed significantly to the growth of the Group.



PROFILE OF SENIOR MANAGEMENT TEAM

cont'd

CHAN PUAY CHAI

*55 Years, Malaysian, Male
Chief Financial Officer*

*Compliance Committee Chairman
Sustainability Committee Member*

Chan was promoted to Chief Financial Officer of the Group in 2016 in-charge of financial planning and control, financial compliances, credit management, risk management, and other financial and management related functions. He is an Associate Member of the Chartered Institute of Management Accountants (U.K.) and a registered Accountant with the Malaysian Institute of Accountants.

His past experiences include review of accounting systems, implementation of computerisation, management accounting, budgeting, corporate exercise, financial analysis and its related functions. In 1995, Chan joined VSTECS Kush Sdn. Bhd. as a Finance Manager and was promoted to Financial Controller in 2005. He has been with the Group for 26 years. With his vast experience in ICT industry and financial management, he has contributed significantly to the success of the Group.



CHUAH KEE HENG

*53 Years, Malaysian, Male
General Manager of VSTECS Astar Sdn. Bhd.*

Sustainability Committee Member

Chuah was appointed as General Manager of VSTECS Astar Sdn. Bhd. in 2016 in-charge of the operations, namely, the design and development of business and marketing strategies, marketing and distribution of our ICT products, and sales staff management.

He graduated with a Degree in Business Administration from Upper IOWA University, USA in 1998. From 1991 to 2016, Chuah worked with several ICT distributors and players in the ICT industry before joining the Group in mid-2016. With his vast experience in ICT industry, he will contribute significantly to the success of our Group.



LI CHIN YEO

*48 Years, Malaysian, Male
General Manager of VSTECS Pericomp Sdn. Bhd.*

Sustainability Committee Member

Li was promoted to General Manager of VSTECS Pericomp Sdn. Bhd. in 2018 in-charge of the operations, namely, the design and development of business and marketing strategies, marketing and distribution of our ICT products, and sales staff management. Previously, he was the Assistant General Manager in VSTECS Pericomp Sdn. Bhd..

He graduated with a Bachelor of Commerce from University Of Wollongong, Australia, in 1999. In 2002, he joined VSTECS Pericomp Sdn. Bhd. as Support Executive and subsequently promoted to Technology Specialist in 2003, Assistant Business Development Manager in 2006, Business Development Manager in 2007, Product Manager in 2008 and Senior Manager (Sales) in 2012.



PROFILE OF SENIOR MANAGEMENT TEAM

cont'd

FOO LEK CHOONG

46 Years, Malaysian, Male
Chief Information Officer

Compliance Committee Member
Sustainability Committee Member

Foo is the Chief Information Officer of the Group responsible for the overall IT strategy and technology implementations within the Group. A graduate from Cornell University in 1998 with a degree in Electrical Engineering, he brings a combined 23 years of experience in systems Integration of LAN/WAN systems in the ICT industry and market engagement strategies including product development, management and product life-cycle evolution in a national Tier-1 Telco/ISP environment. In his previous roles in the Telco industry, his responsibilities included partnership and alliance management, engagement in analysis and strategic direction of corporate strategy and various market engagement strategies. Foo's experience extends to product development, management, and service life-cycle sustenance with in-depth experience relating to wired and wireless broadband access services.

Within VSTECs, he drives the Group's ICT strategy including Enterprise Resource Planning ("ERP") systems and real-time business intelligence and information management. In line with the Group's sustainability strategies, Foo plays an active role in corporate strategy and has undertaken several strategic initiatives including the recent investment into the Group's associate, ISATEC Sdn. Bhd..

Foo is the son of the Non-Independent Non-Executive Chairman, Madam Lee Marn Fong and late Mr. Foo Sen Chin, the Co-founder and the former Non-Independent Non-Executive Chairman.



Notes:-

Save as disclosed above, none of the Senior Management has:-

- (a) any other directorship in public companies and listed issuers;
- (b) any family relationship with any Director and/or major shareholder of the Company;
- (c) any conflict of interest with the Company; and
- (d) any conviction of offences (other than traffic offences) within the past five (5) years and particulars of any public sanction or penalty imposed by the relevant regulatory bodies during the financial year.

Notes 2:-

- (a) **Compliance Committee** – Including Anti-Bribery and Corruption Compliance Committee & Internal Operational Policies Compliance; and
- (b) **Sustainability Committee** – Including Enterprise Risk Management Committee, Environmental, Social and Governance Committee and Health and Safety Committee (Refer to Sustainability Governance Structure in Page 66 - The ESG structure is headed by the CEO and supported by the Environmental, Social and Governance Committee ("ESGC") and Health and Safety Committee ("HSC").).

PROFILE OF MANAGEMENT TEAM

Yap is the Assistant General Manager of VSTECS KU Sdn. Bhd. in-charge of the operations, design and development of business and marketing strategies and sales staff management. He graduated with a Degree Bachelor of Science (Hons) in IT & Computing System from Staffordshire University, England in 2003.

He began his working career in VSTECS Pericomp Sdn. Bhd. since 2008 as a Product Manager and was promoted to Senior Manager in early 2012 in managing overall marketing and strategies for System Infrastructure division. In 2017, he was transferred to VSTECS Astar Sdn. Bhd. to lead the enterprise business development team. On 1 September 2018, he was appointed as Senior Services Manager of VSTECS KU Sdn. Bhd. responsible for the overall ICT sales and services and was promoted to Assistant General Manager in 2021.



YAP SIEW KEE

*41 Years, Malaysian, Male
Assistant General Manager of
VSTECS KU Sdn. Bhd.*

Sustainability Committee Member

Yee is the Human Resource Manager of the Group responsible for the Human Resource management. She graduated with an Advanced Diploma in Business Administration from Stamford College in 2001 and a Diploma in Human Resource Management from Malaysia Institute of Human Resource Management in 2004.

In 1994, she joined a local Bank as a Personal Assistant and was subsequently promoted to Human Resource Officer in 1997. In 2002, she joined a multinational company as an Associate Officer assisting in all HR matters. In 2009, she joined a computer company as a Human Resource & Administration Manager prior joining VSTECS Kush Sdn. Bhd. as a Human Resource Manager in 2014.



YEE CHEE YOON

*48 Years, Malaysian, Female
Human Resource Manager*

Sustainability Committee Member

Chai is the Inventory Manager of the Group since 1 October 2017 and she is responsible for the entire Inventory management of the Group. She holds a Diploma in Business Administration.

In 1997, she joined VSTECS Pericomp Sdn. Bhd. as sales coordinator. She joined VSTECS Astar Sdn. Bhd. in 1998 and was promoted to Order Processing Administrator in 1999, Order Processing Executive in 2006 and subsequently promoted as Senior Order Processing Executive in 2009. In year 2015, she was transferred to VSTECS Kush Sdn. Bhd. as Assistant Inventory Manager and promoted as Inventory Manager in 2017.



CHAI MEIW CHENG

*48 Years, Malaysian, Female
Inventory Manager*

Sustainability Committee Member

PROFILE OF MANAGEMENT TEAM

cont'd

Lai is the Senior Manager of VSTECS Astar Sdn. Bhd. since year 2020, responsible for the development and implementation of product and marketing strategies consistent with the Group's vision.

She graduated with a Diploma in LCCI (London Chamber of Commerce & Industry) Accounting from Systematic Institute of Information Technology in 1996. She began her working career in VSTECS Astar Sdn. Bhd. as a Senior Sales Executive since 2006 and was promoted to Sales Manager in 2007. In 2021, Lai was appointed as Senior Sales Manager.



LAI YOKE KEAN

46 Years, Malaysian, Female

*Senior Manager
(Product & Marketing – Consumer)*

See is the Logistics Manager responsible for the overall warehouse and logistics operations and management of the Group. He graduated from INTI International University and Colleges, Malaysia with Diploma in Electrical Engineering in year 1996.

See was promoted to Logistics Manager in 2018. He has more than 10 years of experience in warehouse and logistics management. Prior to joining VSTECS Kush Sdn. Bhd. in 2015 as Assistant Logistics Manager, See joined several multinational companies as Assistant Logistics Manager in charge of warehouse and logistics management. He represented Malaysia via a multinational logistics company and was nominated as “High Achiever” in Regional System and Process Improvement in Taiwan.



SEE CHEE SENG

45 Years, Malaysian, Male

*Logistics Manager
Sustainability Committee Member*



LIFESTYLE ENRICHMENT

The large capacities of digital bandwidth are now serving as enablers for virtual reality and augmented reality experiences. Real-time processing capabilities have allowed us to experience everyday events in ways previously unimaginable. Today's Internet enabled appliances are putting the power of communication and control into the consumer's hands with particular emphasis on home and personal security and convenience automation.



CORPORATE INFORMATION

BOARD OF DIRECTORS

Non-Independent Non-Executive Chairman
FOO SEN CHIN (Demised on 18 November 2021)
LEE MARN FONG @ WU MARN FONG
 (Appointed on 16 February 2022)

Executive Director/Chief Executive Officer
SOONG JAN HSUNG

Senior Independent Non-Executive Director
WONG HENG CHONG

Non-Independent Non-Executive Director
ONG WEI HIAM

Independent Non-Executive Directors
DATO' KHOO SIN AIK
ABDUL AZIZ BIN ZAINAL ABIDIN
CHERYL KHOR HUI PENG
 (Appointed on 1 June 2021)

AUDIT COMMITTEE

Abdul Aziz Bin Zainal Abidin – *Chairman*
 Wong Heng Chong
 Ong Wei Hiam
 Cheryl Khor Hui Peng
 (Appointed on 1 June 2021)

NOMINATING COMMITTEE

Wong Heng Chong – *Chairman*
 Ong Wei Hiam
 Dato' Khoo Sin Aik

REMUNERATION COMMITTEE

Dato' Khoo Sin Aik – *Chairman*
 Abdul Aziz Bin Zainal Abidin
 Foo Sen Chin
 (Demised on 18 November 2021)
 Cheryl Khor Hui Peng
 (Appointed on 1 January 2022)

SECRETARIES

Chua Siew Chuan (MA/CSA 0777689)
 (SSM PC No. 201908002648)
 Cheng Chia Ping (MA/CSA 1032514)
 (SSM PC No. 202008000730)

REGISTERED OFFICE

Level 7, Menara Milenium
 Jalan Damansara
 Pusat Bandar Damansara
 Damansara Heights
 50490 Kuala Lumpur
 Wilayah Persekutuan
 Telephone : 03-2084 9000
 Facsimile : 03-2094 9940
 Email : jason.cheng@sshbsb.com.my

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
 Wilayah Persekutuan
 Telephone : 03-2783 9299
 Facsimile : 03-2783 9222

AUDITORS

KPMG PLT, Chartered Accountants
 Level 10, KPMG Tower
 8, First Avenue, Bandar Utama
 47800 Petaling Jaya
 Selangor Darul Ehsan

PRINCIPAL BANKERS

CIMB Bank Berhad
 Citibank Berhad
 Hong Leong Bank Berhad
 Malayan Banking Berhad
 OCBC Bank (Malaysia) Berhad
 United Overseas Bank (Malaysia) Berhad

STOCK EXCHANGE LISTING

Listed on Main Market of
 Bursa Malaysia Securities Berhad
 on 15 April 2010
 Stock Code : 5162
 Stock Name : VSTECS
 Sector : Technology

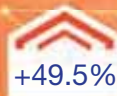
GROUP FINANCIAL HIGHLIGHTS

REVENUE
RM2,625.8 million
2020: RM2,017.5 million



**PROFIT
AFTER TAX**

RM55.0 million
2020: RM36.8 million



**RETURN
ON EQUITY**



15.5%
2020: 11.5%



**DIVIDEND
PER SHARE**

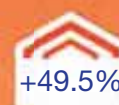


5.7 sen
2020: 3.5 sen



**EARNINGS
PER SHARE**

15.4 sen
2020: 10.3 sen



GROUP FINANCIAL HIGHLIGHTS

cont'd

Financial year ended 31 December	2017 RM'000	2018 RM'000	2019 RM'000	2020 RM'000	2021 RM'000
Key Operating Results					
Revenue	1,838,259	1,632,323	1,802,284	2,017,489	2,625,818
Gross Profit	87,470	86,785	93,174	106,003	139,371
Profit Before Tax	35,643	32,775	39,306	48,478	74,428
Profit For The Year	26,268	24,604	29,594	36,781	54,992
As at 31 December					
Key Financial Data					
Total Assets	472,229	478,539	547,915	559,321	688,270
Total Liabilities	199,737	190,443	240,133	225,098	312,443
Total Equity	272,492	288,096	307,782	334,223	375,827
Financial Ratio					
Revenue Growth/(Decline)	0.8	(11.2)	10.4	11.9	30.2
Return on Equity	9.9	8.8	9.9	11.5	15.5
Dividend Yield ⁽¹⁾	4.1	5.2	3.8	3.5	4.6
Dividend Payout Ratio ⁽²⁾	34.3	36.6	33.3	34.0	37.0

⁽¹⁾ Based on total dividend, inclusive Special Dividend, as a percentage of VSTECS share price as at 31 December

⁽²⁾ Based on total dividend, inclusive Special Dividend, as a percentage of Basic Earning Per Share

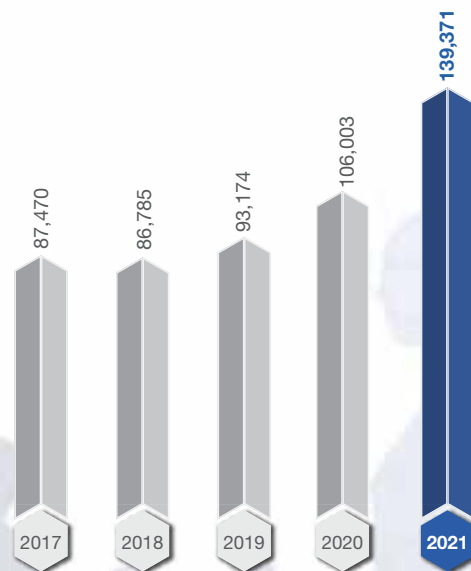
GROUP FINANCIAL HIGHLIGHTS

cont'd

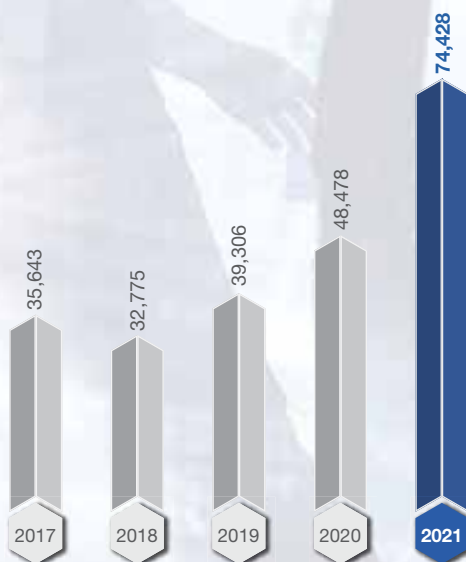
REVENUE (RM'000)



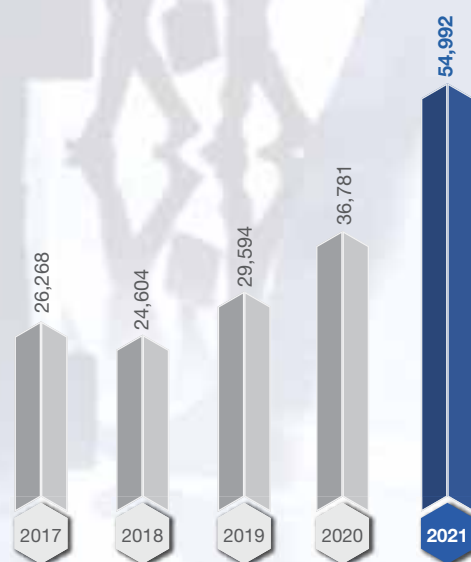
GROSS PROFIT (RM'000)



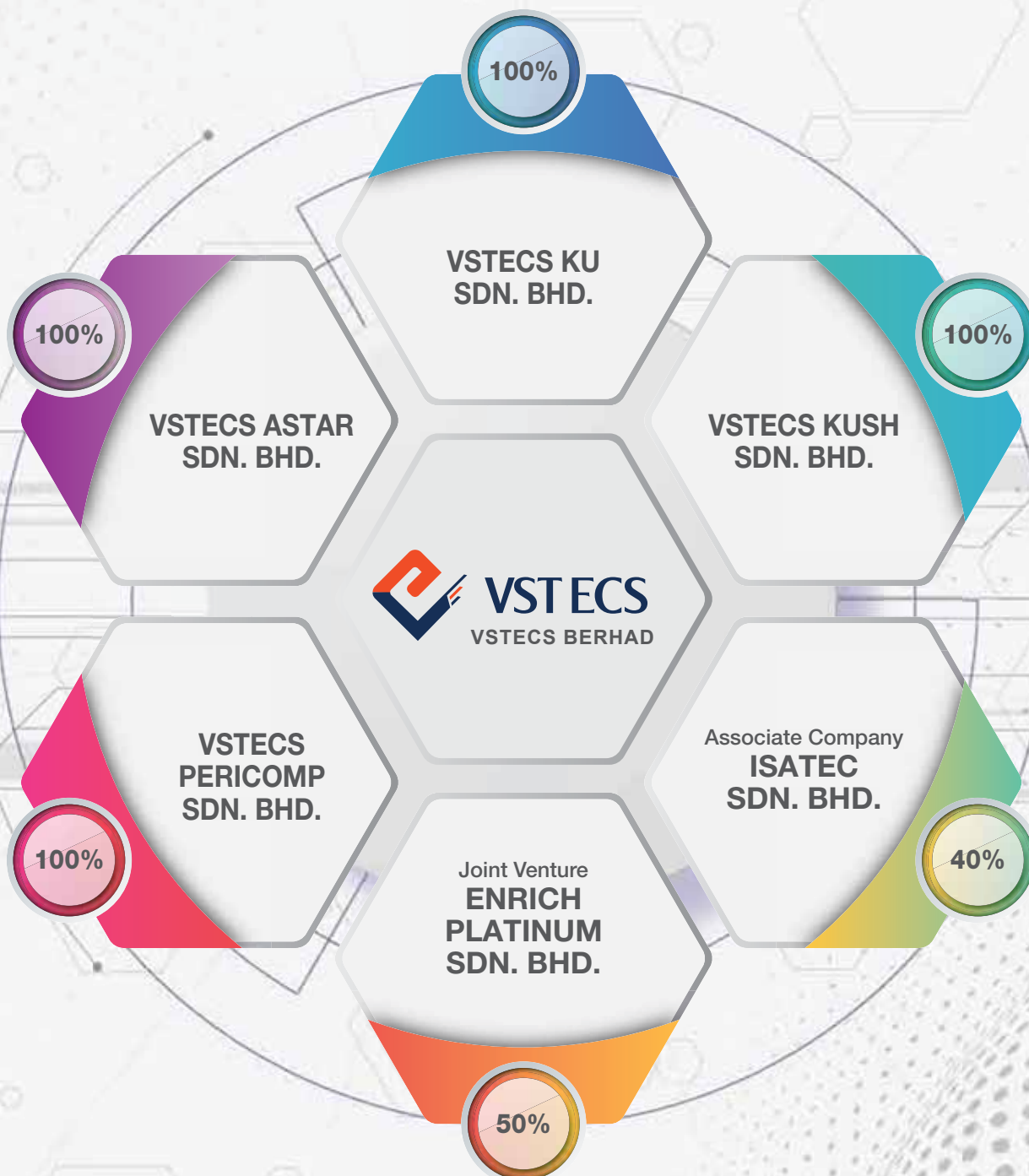
PROFIT BEFORE TAX (RM'000)



PROFIT FOR THE YEAR (RM'000)



GROUP CORPORATE STRUCTURE



CORPORATE GOVERNANCE OVERVIEW STATEMENT

INTRODUCTION

Corporate governance is holding the balance between economic and social goals and between individual and communal goals. The governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of those resources.

(Sir Adrian Cadbury, 20 September 1999)

Subscribing to Sir Cadbury's ethos on corporate governance ("**CG**"), the Board of Directors ("**the Board**") of VSTECS Berhad ("**VSTECS**" or "**the Company**") views CG as a fundamentally essential process contributing towards achieving long-term shareholders' value, taking into account the interest of other stakeholders.

The Board noted that the goal of good CG is to establish an effectively organised management structure and system that will enable the Company to meet the needs and expectation of its stakeholders.

VSTECS's CG Commitment

The Company and its subsidiaries ("**the Group**") are fully committed to business integrity, transparency and professionalism whilst pursuing their corporate objectives to enhance shareholders' value and their overall competitive positioning. As part of this commitment, the Board recognises the importance of governance and plays an active role in administering and reviewing the Group's governance practices and framework to ensure its relevance and ability to meet future challenges.

The Board takes note of the updates on the Malaysian Code on CG issued by the Securities Commission Malaysia ("**SC**") with effect from 28 April 2021 ("**MCCG 2021**"). MCCG 2021 introduces new practices and additional guidance to strengthen the CG culture of public listed companies.

The Board is pleased to present this CG Overview Statement ("**CG Statement**") to provide the investors with an overview of the extent of compliance with three (3) Principles as set out below in MCCG 2021 under the stewardship of the Board for the financial year ended 31 December 2021 ("**FY2021**") and/or up to the date of this CG Statement (where applicable) (hereinafter referred to as "**Applicable Period**"):-

Principle A	Principle B	Principle C
Board Leadership & Effectiveness	Effective Audit & Risk Management	Integrity in Corporate Reporting & Meaningful Relationship with Stakeholders

This CG Statement also serves as a compliance with Paragraph 15.25 of the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). In addition, the Corporate Governance Report ("**CG Report**") which sets out the application of each Practice is available for viewing in the Company's corporate website at

[https:// www.vstecs.com.my](https://www.vstecs.com.my)

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

VSTECS's Key CG Focus Areas

The Board is pleased to provide below a snapshot of the key CG focus areas during the Applicable Period for information:-

MCCG Practices	Applications by VSTECS				
<p>Principle 1.1</p> <p>Key Responsibilities of the Board</p>	<ul style="list-style-type: none"> ✓ Strategic planning and direction to Chief Executive Officer ("CEO") and his management team. ✓ Business overview on consumer trends and Group financial performance oversight. ✓ Risk Management oversight vide the Audit Committee ("AC") – which in turn is assisted by the Enterprise Risk Management ("ERM") Committee. ✓ Internal Control and compliance – ensure robustness, adequacy and with integrity. ✓ Stakeholders' communication – designated spokesperson for external parties and general public. ✓ Human resources planning and remuneration – ensure Executive Management retain key senior management personnel and management with integrity and competence. 				
<p>Principle 4.1</p> <p>The Board and management take responsibility for the governance of sustainability in the Company</p>	<p>Environmental, Social and Governance ("ESG") considerations</p> <ul style="list-style-type: none"> ✓ The Board has been proactively considering sustainability matters, in particular the ESG issues during FY2021 when it receives the strategic planning updates by the CEO. ✓ For FY2021, the Board received industry briefing update by Internal Data Corporation ("IDC") and being kept abreast with sustainability issues relevant to the Group and its businesses. ✓ In respect of risk management oversight, the AC and the Board received updates from ERM Committee on changes to risk rankings and risk mitigation measures on a quarterly basis. ✓ To further enhance the role of the ERM in tandem with the emphasis on ESG considerations, the Board has established two sub-committees under ERM Committees, chaired by key senior management personnel:- <table border="1"> <tr> <td>Environmental, Social and Governance Committee</td><td>Chaired by Chief Financial Officer ("CFO"), Mr. Chan Puay Chai ("Mr. Chan")</td></tr> <tr> <td>Health and Safety Committee</td><td>Chaired by Senior Manager (Network), Mr. Puah Chau Seng</td></tr> </table>	Environmental, Social and Governance Committee	Chaired by Chief Financial Officer (" CFO "), Mr. Chan Puay Chai (" Mr. Chan ")	Health and Safety Committee	Chaired by Senior Manager (Network), Mr. Puah Chau Seng
Environmental, Social and Governance Committee	Chaired by Chief Financial Officer (" CFO "), Mr. Chan Puay Chai (" Mr. Chan ")				
Health and Safety Committee	Chaired by Senior Manager (Network), Mr. Puah Chau Seng				
<p>Principle 5.2</p> <p>At least half the Board comprises independent directors</p>	<ul style="list-style-type: none"> ✓ 57% of the Board comprises Independent Non-Executive Directors ("INEDs"), 29% are Non-Independent Non-Executive Directors ("NINEDs") while the remaining 14% is the Executive Director ("ED"). 				

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

VSTECS's Key CG Focus Areas *cont'd*

MCCG Practices	Applications by VSTECS
<p>Principle 5.8</p> <p>Nominating Committee is chaired by an independent director or Senior Independent Director</p>	<ul style="list-style-type: none"> ✓ Mr. Wong Heng Chong ("Mr. Wong"), the Senior Independent Non-Executive Director ("SINED") is the Chairman of the Nominating Committee ("NC").
<p>Principle 6.1</p> <p>Formal and objective evaluation on Board, its Committees and each individual director</p>	<ul style="list-style-type: none"> ✓ Echoing the theme of "Innovative Transformation", VSTECS has "digitised" the hardcopy assessment forms. ✓ Directors have been completing the online assessment forms at their convenience and the results were electronically compiled. ✓ Mr. Wong, as the Chair of the NC led the annual review of board effectiveness, ensuring the performance of each director, the Board Committees as well as the Board as a whole were duly assessed by the NC and documented by the Company Secretaries.
<p>Principle 10.1</p> <p>The Board should establish an effective risk management and internal control framework</p>	<ul style="list-style-type: none"> ✓ A Management Committee known as the ERM Committee, which reports directly to the AC, was established by the Board with the primary responsibility of ensuring the effective functioning of the adopted ERM Framework. ✓ The ERM Committee advises the AC and the Board on a regular basis on areas of high risk and the adequacy of compliance and control procedures throughout the Group. ✓ For FY2021, there were four (4) ERM Meetings conducted to review all the risk inputs given through all quarters of the year for all risks together with the impact recorded for risk-ranking purpose. The ERM Committee had also attended and worked on to the risk elements reference as requested by the Internal Auditors.

Adoption of Step Up Practices

The Board is pleased to inform that VSTECS has gone a step further in strengthening its governance practices and processes by adopting the following Step Up Practice of MCCG 2021:-

MCCG Practices	Applications by VSTECS
<p>Step Up Practice 4.5</p> <p>A designated person within management to provide dedicated focus to manage sustainability strategically</p>	<ul style="list-style-type: none"> ✓ The Board has designated Mr. Chan, the CFO of the Company as the Head of ESGC. ✓ As a key senior management personnel, Mr. Chan has been tasked to lead the ESGC with the following key responsibility areas:- <ul style="list-style-type: none"> – Identify, evaluate and manage environmental impacts arising from business operations; and – Identify, address and improve on workforce environment and social well-being.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

The detail applications of each of the three (3) key CG principles are set out below:-

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

(1) Board Responsibilities

Intended Outcome 1.0

Every company is headed by a board, which assumes responsibility for the Company's leadership and is collectively responsible for meeting the objectives and goals of the Company.

(i) Roles and Responsibilities of the Board

The Board is responsible for the overall CG, strategic direction, corporate goals and therefore monitors the achievement of these goals. It provides effective leadership and manages overall control of the Group's affairs through the discharge of the following principal duties and responsibilities:-

- (a) Reviewing the strategic plan for the Group (including strategies on economic, environmental and social considerations underpinning sustainability) as tabled by the CEO;
- (b) Reviewing, discussing and deciding on Management's proposals and business plans, and monitoring their implementation by Management;
- (c) Supervise and assess Management performance to determine whether the Company's business have been properly managed;
- (d) Take cognisance of the principal risks of the Company's business and understanding the rationale and business decisions made arising from taking appropriate risks;
- (e) To receive updates from ERM Committee on a quarterly basis on the risk ranking and risk mitigation of Management in managing financial and non-financial risks;
- (f) Providing advices/guidance to Management on business issues faced by Management;
- (g) Ensuring business continuity of the Group by reviewing the emergency succession plan of senior management and board;
- (h) Reviewing the stakeholders' communication activities undertaken by the Company's nominated spokesperson;
- (i) Reviewing the adequacy and the integrity of the Group's internal control systems and ERM Framework;
- (j) Ensuring order succession of the vacant position of the Board's Chairman;
- (k) Receiving financial and non-financial reporting from Management/advisor such as External Auditor/Internal Auditors and whether any disclosure made were consistent with directors' own knowledge of the Company's affairs; and
- (l) Promote good CG culture within the Group by establishing all the governance policies and procedures and monitor the implementation thereof by the Management.

Details of the roles and responsibilities of the Board are set out in Practice 1.1 of the CG Report, available for viewing in the Company's corporate website at www.vstecs.com.my.

(ii) Key Responsibilities of the Chairman of the Board

The roles and responsibilities of the Chairman of the Board have been clearly specified in Paragraph 5.2 of the Board Charter, available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

The late Mr. Foo Sen Chin ("**late Mr. Foo**"), the former Chairman of the Board was primarily responsible for:-

- leading the Board in the oversight of management;
- representing the Board to shareholders and to chair and to ensure the efficient organisation and conduct of the Board and/or meeting of the shareholders;
- ensuring the integrity of the governance process and issues;
- maintaining regular dialogue with the CEO over all operational matters and consulting with the remainder of the Board promptly over any matters that gives him cause for major concern;
- ensuring that CEO and senior management look beyond their executive function and accept their share of responsibilities in governance;

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(1) Board Responsibilities *cont'd*

Intended Outcome 1.0 *cont'd*

(ii) Key Responsibilities of the Chairman of the Board *cont'd*

- guiding and mediating Board actions with respect to organisational priorities and governance concerns; and
- performing other responsibilities assigned by the Board from time to time.

(iii) Separation of the positions of the Chairman of the Board and the CEO

The Board recognises the importance of having a clearly accepted division of roles and responsibilities at the head of the Group to ensure a balance of power and authority.

The re-designation of the late Mr. Foo as Non-Independent Non-Executive Chairman of VSTECS with effect from 1 January 2018 marked the full transition of the remaining executive functions from the Chairman of the Board to the CEO.

For FY2021, the late Mr. Foo, the Non-Independent Non-Executive Chairman, although not an INED, provides strong leadership and objective judgement with regards to ensuring the adequacy and effectiveness of the Board's governance process during his tenure with VSTECS.

Whereas Mr. Soong Jan Hsung ("**Mr. Soong**"), the CEO in essence is to ensure the effective implementation of the Group's Business Plan and policies established by the Board as well as to manage the daily conduct of the business and affairs to ensure its smooth operation.

The Board is of the view that the separation of the positions of the Chairman of the Board and the CEO together with the INEDs, provides further assurance that there is a balance of power and authority on the Board and effective stewardship of the Group in terms of strategies and business performance.

The roles of the Chairman of the Board and the CEO are clearly demarcated and defined in the Board Charter of the Company and is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vsteecs.com.my.

(iv) The Chairman of the Board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee

For FY2021, the Board has departed from the recommendation of Practice 1.4 of the MCCG 2021, whereby the Chairman of the Board should not be a member of any of the Board Committees.

However, the Board has announced to Bursa Securities on 22 November 2021 in respect of the demise of Mr. Foo on 18 November 2021. Consequent thereto, the late Mr. Foo also ceased as a member of the Remuneration Committee ("**RC**"). The Board has subsequently announced to Bursa Securities on the appointment of Madam Lee Marn Fong @ Wu Marn Fong ("**Madam Lee**") as the new Non-Independent Non-Executive Chairman in place of the late Mr. Foo effective from 16 February 2022. As at the date of this Statement, Madam Lee does not sit on any Board Committees.

(v) Company Secretaries

In compliance with Practice 1.5 of the MCCG 2021, the Board is supported by two (2) suitably qualified and competent Company Secretaries as follows:-

- Ms. Chua Siew Chuan, FCIS
- Mr. Cheng Chia Ping, ACIS

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(1) Board Responsibilities *cont'd*

Intended Outcome 1.0 *cont'd*

(v) Company Secretaries *cont'd*

Both the Company Secretaries are members of the Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and are qualified to act as Company Secretaries under Section 235(2) of the Companies Act 2016 ("CA 2016"). Both the Company Secretaries have also obtained their Practising Certificate issued by the Companies Commission of Malaysia pursuant to Section 241(1) of the CA 2016. Details of the qualifications and experience of the Company Secretaries are set out in Practice 1.5 of the CG Report, available for viewing in the Company's corporate website at www.vstecs.com.my.

The appointment and removal of the Company Secretaries is a matter for the Board. All Directors have access to the advice and services of the Company Secretaries, who are responsible for ensuring that board procedures are followed and that applicable rules and regulations are complied with. Moreover, the Company Secretaries ensure that the deliberations at the Board meetings are well captured and minuted. The Company Secretaries also play a key role to facilitate communication between the Board and Management.

The Company Secretaries had and will continue to constantly keep themselves abreast on matters concerning company law, capital market, corporate governance, other pertinent matters and with changes in the same regulatory environment, through continuous training and industry updates. For FY2021, the Company Secretaries have attended the relevant continuous professional development programmes as required by MAICSA for practising Company Secretaries to enhance their ability in discharging their duties and responsibilities. The Board is satisfied with the performance and support rendered the Company Secretaries to the Board in discharging its functions.

(vi) Circulation of meeting materials

As a standing practice, the notice of the Board Meetings is served at least seven (7) days before each Board Meetings. In compliance with Practice 1.6 of the MCCG 2021 as well as the Board Charter of the Company, by leveraging on technology, comprehensive meeting materials have been circulated in electronic form via e-mail at least seven (7) days prior to the Meetings to allow ample time for the Directors to consider the relevant information.

Minutes of the Board Meetings have been accurately recorded by the Company Secretaries to reflect the deliberations, in terms of the issues discussed, and the conclusions thereof in discharging its duties and responsibilities. The minutes were then tabled at the next following Board Meeting for perusal and confirmation. Upon Directors' confirmation, the Chairman of the Board Meeting signs the minutes as a correct record of the proceedings and thereafter, the said minutes of all proceedings are kept in the statutory book at the registered office of the Company to be made available for inspection under the CA 2016.

Intended Outcome 2.0

There is demarcation of responsibilities between the board, board committees and management.

There is clarity in the authority of the board, its committees and individual directors.

(vii) Board Charter

In compliance with Practice 2.1 of the MCCG 2021, the Board has adopted a Board Charter which governs how the Board conducts its affairs. The Board Charter is applicable to all Directors of the Company and, amongst other things, provides for that all Directors must avoid conflicts of interest between their private financial activities and their part in the conduct of Company's business.

The Board Charter sets out the authority, responsibilities, membership and operation of the Board of the Group, adopting principles of good corporate governance and practice, in accordance with applicable laws in Malaysia.

A copy of the Board Charter is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(1) Board Responsibilities *cont'd*

Intended Outcome 3.0

The board is committed to promoting good business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.

The board, management, employees and other stakeholders are clear on what is considered acceptable behaviour and practice in the company.

(viii) Code of Conduct and Ethics

One of the key roles of the Board is to promote good business conduct which engenders integrity, transparency and fairness that permeates throughout the Group. Consequently, the Board has formalised the following Codes in compliance with Practice 3.1 of the MCCG 2021 to ensure the implementation of appropriate internal systems for the Management to support, promote and ensure its compliance:-

- (a) Directors' Code of Ethics; and
- (b) VSTECS's Code of Conduct.

(Collectively, referred to as the "**Codes**")

A copy of each of the Codes is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vsteecs.com.my.

(ix) Anti-Bribery and Corruption Policy

In line with global trends in anti-corruption legislations, amendments to the Malaysian Anti-Corruption Commission Act 2009 ("**MACC Act 2009**") have been passed by Parliament and the Board has on 28 May 2020 adopted an Anti-Bribery and Corruption Policy to prevent the occurrence of corrupt practices within the Group.

Stand guided by the five principles as illustrated in the Guidelines on Adequate Procedures pursuant to Section 17A(5) of the MACC Act 2009, the Board had taken steps and actions to prevent the occurrence of corrupt practices:-

- Top Level Commitment;
- Risk Assessment;
- Undertake Control Measures,
- Systematic Review, Monitoring and Assessment; and
- Training and Communication.

A copy of this Policy is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vsteecs.com.my.

For FY2021, the Group has undertaken the following activities:-

- (1) Online Anti-Bribery and Corruption trainings for staff; and
- (2) Integrity pledge/declaration by the staff of the Group.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(1) Board Responsibilities *cont'd*

Intended Outcome 3.0 *cont'd*

(x) Whistle-Blowing Policy and Procedures

Whistle-blowing is an act of voluntary disclosure/reporting to Management of the Group for further action of any improper conduct committed or about to be committed by an employee, officer or Management of the Group.

As guided by Guidance 3.2 of the MCGG 2021, the Board has adopted a Whistle-Blowing Policy and Procedures. This Policy shall also similarly apply to all the vendors, partners, associates or any individuals, including the general public, in the performance of their assignment or conducting the business for or on behalf of the Group.

A copy of this Policy is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

Handling of Reported Allegation(s)

The AC is responsible for the interpretation and supervision of the enforcement of this Policy. The action to be taken by the Group in response to a report of concern under this Policy will depend on the nature of the concern. The AC shall receive information on each report of concern and ensure that follow-up actions be taken accordingly.

Communication and Feedback Channels

In general, whistle blowers are expected to utilise the appropriate channels provided, prior to making public statements (as a last resort measure).

In line with the advent of technology and electronic communications, report(s) can now be made in verbal or in writing/e-mail and forwarded in a sealed envelope to the designated person(s) as set out in Practice 3.2 of the CG Report which is available for viewing in the Company's corporate website at www.vstecs.com.my, labelling with a legend such as "To be opened by the AC Chairman/Non-Independent Non-Executive Chairman/CEO or Head of Human Resources only" (whenever applicable).

For FY2021, there was one whistleblowing report being made and was duly investigated and resolved by Management under the supervision of the AC.

Intended Outcome 4.0

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

(xi) Sustainability Policy

The Group recognises the importance of sustainability and its increasing impact to the business. The Group is committed to understanding and implementing sustainable practices and to exploring the benefits to the business whilst attempting to achieve the right balance between the needs of the wider community, the requirements of shareholders and stakeholders and economic success.

The Board has adopted a Sustainability Policy which applies to the Group. The Company will set long-term and short-term targets for its sustainability efforts. The targets must be set along with metrics for measurement, tracking and reporting. The Company will integrate the metrics into the Company's performance management as part of the sustainability strategy.

A copy of this Policy is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition

Intended Outcome 5.0

Board decisions are made objectively in the best interests of the company taking into account diverse perspectives and insights.

(i) Re-election/Re-appointment to the Board

Practice 5.1 of the MCGG 2021 states that the NC should ensure that the composition of the Board is refreshed periodically. The tenure of each director should be reviewed by the NC and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the board.

(a) Re-election of Directors

All Directors are subject to election by shareholders at the first opportunity after their appointment in the next annual general meeting ("**AGM**"). The Constitution of the Company ensures that at least one third (1/3) of the Directors are required to retire from office by rotation annually and subject to re-election at each AGM and all Directors stand for re-election at least once in every three (3) years.

Pursuant to Clause 21.6 of the Constitution of the Company, the following Directors are to retire at the forthcoming Twenty-Sixth ("**26th**") AGM (hereinafter referred to as "**the Retiring Directors**"):-

- Mr. Ong Wei Hiam ("**Mr. Ong**"); and
- Dato' Khoo Sin Aik ("**Dato' Khoo**").

The NC has conducted the following assessment based on the criteria as prescribed by the Main LR of Bursa Securities ("**Prescribed Criteria**") for the Retiring Directors:-

- Mix of skills;
- Character;
- Experience;
- Integrity;
- Competence; and
- Time commitment to discharge their roles.

The NC, as guided by the Directors' Assessment Policy, has undertaken a formal assessment of the Retiring Directors using the Prescribed Criteria as well as non-Prescribed Criteria such as the following:-

- Participation at the Board Committee(s)/Board Meeting(s); and
- Advice/Guidance rendered to the Board Committee(s) and/or the Board based on individual experience and background.

Being satisfied with the performance of the Retiring Directors, the NC and in turn, the Board has recommended to shareholders, their re-election at the forthcoming 26th AGM.

(b) Re-appointment to the Board

Pursuant to Clause 21.10 of the Constitution of the Company, any person appointed by the Board either to fill a casual vacancy or as an addition to the existing Directors, shall hold office until the conclusion of the next AGM and shall then be eligible for re-election.

Ms. Cheryl Khor Hui Peng ("**Ms. Cheryl**") has been appointed as an INED on 1 June 2021. She is then required to retire at the forthcoming 26th AGM pursuant to Clause 21.10 of the Constitution of the Company.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition *cont'd*

Intended Outcome 5.0 *cont'd*

(i) Re-election/Re-appointment to the Board *cont'd*

(b) Re-appointment to the Board *cont'd*

Ms. Cheryl, as the INED has been subject to the following further assessment:-

- Satisfactory Test of Independence under the Main LR of Bursa Securities;
- Independence from members of the Board and Management;
- Free from any business relationship and/or other relationship which could interfere with the exercise of independent judgement; and
- Whether she has exercised her independent judgement and opinions in the Board and Board Committee Meetings, respectively.

Upon assessment, the NC was satisfied that Ms. Cheryl has met the spirit, intention and purpose of the definition as prescribed under Paragraph 2.1 of Practice Note 13 of the Main LR of Bursa Securities.

Further thereto, Madam Lee has been appointed as the Non-Independent Non-Executive Chairman on 16 February 2022.

The NC, as guided by the Directors' Assessment Policy, has undertaken a formal assessment of Ms. Cheryl and Madam Lee using the Prescribed Criteria.

Being satisfied with the performance of Ms. Cheryl and Madam Lee, the NC and in turn, the Board has recommended to shareholders, their re-appointment at the forthcoming 26th AGM of the Company.

(c) Retention of Independent Director

Practice 5.3 of the MCCG 2021 states that *"..if the board intends to retain an independent director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process."*

Mr. Wong Heng Chong ("**Mr. Wong HC**") has been appointed as an INED of the Company since 8 August 2012, whereby he would have served in that capacity for a cumulative term of more than nine (9) years.

The Board wishes to retain Mr. Wong HC as INED of the Company under proposed Resolution 8.

The Board vide the NC after having assessed of the independence of Mr. Wong HC regarded him to be independent, recommends that the approval of the shareholders be sought to retain Mr. Wong HC to continue in office as INED based on the following justifications:-

- He has fulfilled the criteria under the definition of an Independent Director pursuant to the Main LR;
- He is able to exercise independent judgement and act in the best interests of the Company;
- There is no potential conflict of interest that Mr. Wong HC could have with the Company as he has not entered into any contract or transaction with the Company and/or its subsidiaries;
- In recognition of his board seniority in terms of length of service on board as well as his good understanding of the Group's business and operations, the Board has identified and designated him as the Senior INED since 16 June 2020; and
- There are significant advantages to be gained by the Board from Mr. Wong HC whom have many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, and have provided invaluable contributions to the Board in his roles as INED.

Being satisfied with the independence of Mr. Wong HC, the NC and in turn, the Board has recommended to shareholders, Mr. Wong HC's retention as INED at the forthcoming 26th AGM of the Company.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition *cont'd*

Intended Outcome 5.0 *cont'd*

(ii) Composition of the Board

For the Applicable Period, the Board of the Company consists of six (6) members, excluding the late Chairman of the Board, comprising one (1) ED and five (5) Non-Executive Directors, of whom four (4) are INEDs and therefore the prescribed requirement for one-third of the membership of the Board to be independent Board members is fulfilled. This also applies to Practice 5.2 of the MCGG 2021 where at least half of the Board comprises Independent Directors. This independent element brings an objective and independent judgement to the decision-making process of the Board. The biographical details of the Board members are set out in the Directors' Profile section of this Annual Report.

(iii) Tenure of Independent Directors

Practice 5.3 of the MCGG 2021 states that the tenure of an independent director should not exceed a cumulative term of nine (9) years. However, an independent director may continue to serve the Board subject to the Independent Director's re-designation as a NINED. In the event the Board intends to retain the Director as independent after a cumulative term of nine (9) years, justifications from the Board and shareholders' approval at a general meeting are required.

Mr. Wong was appointed as an INED of the Company on 8 August 2012, whereby he would have served in that capacity for a cumulative term of more than nine (9) years in the Company.



The Board vide the NC after having assessed the independence of Mr. Wong regarded him to be independent, recommends that the approval of the shareholders be sought to retain Mr. Wong to continue in office as an INED as he remains objective and independent in expressing his views and in participating in deliberations and decision-making of the Board and Board Committees with invaluable contributions.

The length of his service on the Board does not in any way interfere with his exercise of independent judgement or his ability to act in the best interest of the Company.

As at the date of this Statement, save for Mr. Wong, none of the INEDs of the Company has served the Company exceeding a cumulative term of nine (9) years.

(iv) Appointment of the Board and Senior Management

A three-staged review process for the appointment of the Director is as follows:-

Stage 1	Stage 2	Stage 3
		Recommendation
Review of the potential candidates based on stated criteria, with due regard to gender diversity	Board gaps review	Recommendation to the Board

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition *cont'd*

Intended Outcome 5.0 *cont'd*

(iv) Appointment of the Board and Senior Management *cont'd*

For FY2021 and up to the date of this Statement, the NC had reviewed the working experience, skills, capability and competencies of Ms. Cheryl and Madam Lee, and recommended their appointments as the INED and the Non-Independent Non-Executive Chairman of the Company, respectively, to the Board for approval. The Board would in turn, be recommending to shareholders their re-appointment at the forthcoming 26th AGM of the Company.

(v) Board Diversity

The Board has adopted the Board Diversity Policy to affirm its commitment to boardroom diversity as a truly diversified Board can enhance the Board's effectiveness, creativity and capacity to thrive in good times and weather tough times.

Bearing in mind that an appointment to the Board is a long-term commitment to the Company, the Board has not set any quick-fix target or measure for boardroom diversity but nevertheless works to ensure that there is no discrimination on the basis of, but not limited to, ethnicity, race, age, gender, nationality, political affiliation, religious affiliation, sexual orientation, marital status, education, physical ability or geographic region, during the recruitment of new Board members.

Gender Diversity

For FY2021 and up to the date of this Statement, there are two (2) female Directors out of seven (7) Directors, representing 28.6% of the total Board members.

The Board is putting efforts in getting suitable women who could meet the objective criteria, merit and with due regard for diversity in skills, experience, age and cultural background to join the Board.

Bearing in mind that an appointment to the Board is a long-term commitment to the Company and upon assessment for FY2021, the Board opined that the current Board number was at optimum level taking into consideration the size and scale of business operations of the Company. Should the Board decide otherwise in the future which will require the appointment of additional Board members, the Board hereby affirms that due consideration on gender diversity would be one of the assessment criteria during the Stage 1 Review Process.

Ethnicity Diversity

Encik Abdul Aziz Bin Zainal Abidin ("**Encik Abdul Aziz**"), an INED of Malay descent, serves as the Chairman of AC and a member of RC.

Age Diversity

The Board believes that the Directors with younger age profile will be able to provide a different perspective and bring vibrancy to the Group's strategy-making process.

While the general age profile of the majority of the Directors were above fifty years of age, the CEO, Mr. Soong is 58 years of age; while Dato' Khoo, an INED, is 60 years of age, Mr. Ong Wei Hiam, the NINED, is 50 years of age, Encik Abdul Aziz, an INED, is 63 years of age, respectively which underlines the Board's commitment to age diversity at the Board level appointment.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition *cont'd*

Intended Outcome 5.0 *cont'd*

(v) Board Diversity *cont'd*

Geographical Diversity

The Board believes that its composition of Board members of various nationality and expertise/Pan-Asian market experiences greatly enhanced its thought process in strategy making and decision-making process. With its members possessing Pan-Asian market experience in Singapore, Hong Kong and China, the Board could have a better outlook on the trends and development on various jurisdictions in which the Group were operating.

A copy of the Board Diversity Policy is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

(vi) Nominating Committee

The NC is chaired by Mr. Wong, who has been redesignated from an INED to a SINED since 16 June 2020.

The NC is governed by the Terms of Reference ("TOR") of the NC. A copy of this TOR is available for reviewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

For FY2021, the NC comprises exclusively of Non-Executive Directors, majority being INEDs, i.e. two (2) INEDs and one (1) NINED as follows:-

Nominating Committee	Number of Nominating Committee Meetings attended/held in the financial year under review
Wong Heng Chong (<i>Chairman</i>)	1/1
Dato' Khoo Sin Aik (<i>Member</i>)	1/1
Ong Wei Hiam (<i>Member</i>)	1/1

The NC met once during the financial year under review for undertaking the following activities:-

- Conducted the online assessment of the AC Members' Self and Peers and the effectiveness of the AC as a whole;
- Conducted the online assessment of the Board Members' Self and Peers;
- Conducted the online assessment of the Board, the Committees of the Board and the contribution of the CEO and Non-Independent Non-Executive Chairman;
- Assessed the size and composition of the Board and Board Committees;
- Reviewed the adequacy of the Board;
- Reviewed the independence of the Independent Directors;
- Reviewed and recommended to the Board, the re-election of the Directors who will be retiring at the forthcoming AGM of the Company;
- Reviewed the attendance of the Board Members at Board and Board Committees Meetings;
- Reviewed the Directors' training programmes attended by the Board of Directors; and
- Reviewed and recommended to the Board on the appointment of a new Director.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition *cont'd*

Intended Outcome 5.0 *cont'd*

(vii) Directors' Time Commitment

The Board requires its members to devote sufficient time to the workings of the Board, to effectively discharge their duties as the Directors of the Company, and to use their best endeavours to attend meetings, regardless of their principal place of residence. The time committed also forms one of the criteria for determining the quantum of the meeting allowance payable to the Board members.

For FY2021, the Directors have committed a total of 36 hours and 50 minutes in discharging their fiduciary duties and oversight function and responsibilities in Board and Board Committee Meetings, as well as the general meetings:-

Type of Meetings	Time Committed
Board of Directors' Meeting	15 hours and 25 minutes
Audit Committee Meeting	13 hours and 45 minutes
Nominating Committee Meeting	2 hours
Remuneration Committee Meeting	3 hours and 40 minutes
Annual General Meeting	1 hour and 30 minutes
Extraordinary General Meeting	30 minutes
Total	36 hours and 50 minutes

For FY2021, the Board had convened a total of four (4) Board Meetings for the purposes of deliberating on the Group's quarterly financial results at the end of every quarter and discussing important matters which demanded immediate attention and decision-making. During the Board Meetings, the Board reviewed the operation and performance of the Group and other strategic issues that may affect the Group's business. Relevant employees were invited to attend some of the Board Meetings to provide the Board with their views and clarifications on issues raised by the Directors.

The NC has been tasked to review the attendance of the Directors at Board and/or Board Committee Meetings. Upon review, the NC noted the Board members have devoted sufficient time and effort to attend Board and/or Board Committee Meetings for FY2021.

For FY2021, the current Board members achieved a 100% attendance at the Board Meetings held, notwithstanding that two (2) of its current Board members were residing out of Malaysia. The attendance record of each Director at the Board Meetings held during FY2021 is as follows:-

Name of Directors	Attendance	Percentage of Attendance
Foo Sen Chin (Demised on 18 November 2021)	4 out of 4	100%
Soong Jan Hsung	4 out of 4	100%
Wong Heng Chong	4 out of 4	100%
Dato' Khoo Sin Aik	4 out of 4	100%
Abdul Aziz Bin Zainal Abidin	4 out of 4	100%
Cheryl Khor Hui Peng (Appointed on 1 June 2021)	2 out of 2	100%
Ong Wei Hiam	4 out of 4	100%

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition *cont'd*

Intended Outcome 5.0 *cont'd*

(vii) Directors' Time Commitment *cont'd*

The Board will also meet on an ad-hoc basis to deliberate urgent issues and matters that require expeditious Board's direction or approval. In the intervals between Board Meetings, any matters requiring urgent Board's decisions and/or approval can be sought via directors' circular resolution(s) which are supported with all the relevant information and explanations required for an informed decision to be made. Directors' circular resolution(s) which were approved in the intervals between the Board Meetings, would be tabled to the next following Board Meeting for ratification.

(viii) Annual Meeting Timetable

In facilitating the schedule of the Directors, in particular the Directors whose principal place of residence are out of Malaysia, the Company Secretaries will prepare and circulate in advance an annual meeting timetable, which includes all the proposed meeting dates for Board and Board Committee Meetings, as well as the AGM. Upon the concurrence by all the Board members, the annual meeting timetable will be adopted for the applicable financial year.

(ix) Protocol for acceptance of New Directorships

The Board has formalised in the Board Charter its expectations on time commitment for its members as well as the requirement to notify the Chairman prior to accepting any new directorships. Such notification shall also include an indication of time that will be spent on the new appointment.

For FY2021, the Company has received two (2) notifications from Ms. Cheryl on her new appointments.

(x) Directors' Training

The Board acknowledges the importance of continuous education and training to equip itself for the effective discharge of its duties. New appointees to the Board undergo a familiarisation programme, which includes visits to the Group's business operations and meetings with Key Management to facilitate their understanding of the Group's operations and businesses.

All members of the Board have attended the Mandatory Accreditation Programme prescribed by Bursa Securities.

For FY2021, the Directors had participated in the following training programmes in addressing their own training needs (hereinafter referred to as the "2021 Directors' Trainings"):-

Name of Directors	Trainings Programmes/Seminars/Forums Attended
Soong Jan Hsung	<ul style="list-style-type: none"> Updated MCG 2021 - Implications to the Board of Directors and Management of VSTECS Berhad and its subsidiaries by Mr. Lee Min On ("Mr. Lee") Malaysia Digital Resiliency Situation Landscape by IDC
Wong Heng Chong	<ul style="list-style-type: none"> AC Conference 2021 - Agility, Empathy and Resilience: How ACs will thrive in the new normal by Malaysian Institute of Accountants Updated MCG 2021 - Implications to the Board of Directors and Management of VSTECS Berhad and its subsidiaries by Mr. Lee Malaysia Digital Resiliency Situation Landscape by IDC SC's Audit Oversight Board ("AOB") Conversation with AC

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition *cont'd*

Intended Outcome 5.0 *cont'd*

(x) Directors' Training *cont'd*

Name of Directors	Trainings Programmes/Seminars/Forums Attended
Dato' Khoo Sin Aik	<ul style="list-style-type: none"> Updated MCGG 2021 - Implications to the Board of Directors and Management of VSTECS Berhad and its subsidiaries by Mr. Lee SC's Guidelines on Conduct of Directors and Implications to both Directors and Management ("Guidelines on Conduct of Directors") by Malaysian Investor Relations Association ("MIRA") Malaysia Digital Resiliency Situation Landscape by IDC
Abdul Aziz Bin Zainal Abidin	<ul style="list-style-type: none"> Updated MCGG 2021 - Implications to the Board of Directors and Management of VSTECS Berhad and its subsidiaries by Mr. Lee Updated MCGG 2021 by Minority Shareholders Watch Group ("MSWG") SC's Guidelines on Conduct of Directors by MIRA Malaysia Digital Resiliency Situation Landscape by IDC SC's AOB Conversation with AC
Cheryl Khor Hui Peng	<ul style="list-style-type: none"> Updated MCGG 2021 - Implications to the Board of Directors and Management of VSTECS Berhad and its subsidiaries by Mr. Lee Updated MCGG 2021 by MSWG SC's Guidelines on Conduct of Directors by MIRA Mandatory Accreditation Programme Climate Change: Impact on Banks and Role of the Board by Asia School of Business ("ASB") Understanding Board Decision-Making Process by ASB Strategy & Risk Oversight Management by Institute of Corporate Directors Malaysia ("ICDM") Sustainable Reset: The Role of NRC in Post-pandemic World by ICDM A Comprehensive Review of Latest Developments in MFRS by Malaysian Institute of Accountants ("MIA") Climate Change and ESG Conference by MIA Minimising the Liabilities of Corporate Services Providers by MIA The Law behind Corporate Governance by Malaysian Institute of Corporate Governance 2021 Institute of Internal Auditors Malaysia National Conference
Ong Wei Hiam	<ul style="list-style-type: none"> Updated MCGG 2021 - Implications to the Board of Directors and Management of VSTECS Berhad and its subsidiaries by Mr. Lee

In addition, the Company Secretaries and External Auditors update the Board on a regular basis on the respective changes and amendments to regulatory requirements and laws and accounting standards to help Directors keep abreast of such developments.

Upon review, the Board concluded that the 2021 Directors' Trainings were adequate.

2022 Directors' Training Needs

Upon review of the training needs of the Directors for the financial year ending 31 December 2022 ("**FY2022**"), the Board resolved that the training courses as part of the Directors' continuing education programmes to be determined as and when necessary.

Intended Outcome 6.0

Stakeholders are able to form an opinion on the overall effectiveness of the board and individual directors.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(2) Board Composition *cont'd*

Intended Outcome 6.0 *cont'd*

(xi) Annual Assessment of the Board

In compliance with Practice 6.1 of the MCCG 2021, on behalf of the Board, the NC conducted the following assessments annually and subsequently reported the respective results to the Board for notation:-

- (a) Directors' self-assessment and peer assessment survey;
- (b) Evaluation on the effectiveness of the Board of Directors and the Board Committees;
- (c) Evaluation on the contribution of the CEO;
- (d) Evaluation on the contribution of the Non-Independent Non-Executive Chairman; and
- (e) Annual Assessment of Independence of Directors.

Details of the assessments are set out in Practice 6.1 of the CG Report, available for viewing in the Company's corporate website at www.vstecs.com.my.

(3) Remuneration

Intended Outcome 7.0

The level and composition of remuneration of directors and senior management take into account the company's desire to attract and retain the right talent in the board and senior management to drive the company's long-term objectives.

Remuneration policies and decisions are made through a transparent and independent process.

(i) Remuneration Committee

In compliance with Practice 7.2 of the MCCG 2021, the Board has established a RC to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Board and Senior Management.

For FY2021, the RC comprises solely of Non-Executive Directors/Chairman and two (2) of them are Independent Directors during FY2021.

The RC of the Company was formed to recommend to the Board the remuneration package of ED and Non-Executive Directors of the Company and its subsidiaries to attract, retain and motivate Directors. The membership of the RC is set out as follow:-

Remuneration Committee	Number of Remuneration Committee Meetings attended/held in the financial year under review
Dato' Khoo Sin Aik (<i>Chairman</i>)	2/2
Abdul Aziz Bin Zainal Abidin (<i>Member</i>)	2/2
Foo Sen Chin (<i>Member</i>) (<i>Demised on 18 November 2021</i>)	2/2
Cheryl Khor Hui Peng (<i>Appointed on 1 January 2022</i>)	N/A

The remit of the RC is governed by the TOR of the RC. A copy of the TOR of the RC is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(3) Remuneration *cont'd*

Intended Outcome 7.0 *cont'd*

(i) Remuneration Committee *cont'd*

The RC met twice during FY2021, reviewed and recommended to the Board for approval the following matters:-

- (a) the Group's total bonus for year 2020 and total salary increment for year 2021;
- (b) the bonus payments to the CEO for year 2020;
- (c) the bonus payment to the Senior Management Team for year 2020;
- (d) the increments to the Senior Management team for year 2021;
- (e) the Directors' and Board Committee's fees for FY2021;
- (f) the benefits payable to the Directors under Section 230(1)(b) of the CA 2016;
- (g) the remuneration package of the Non-Independent Non-Executive Chairman as an Advisor of the Company for FY2022; and
- (h) the remuneration package of the ED/CEO for FY2022.

(ii) Directors' Remuneration Policy

The policies and procedures for determining the remuneration packages of the Directors and CEO of the Group are formalised in the form of a Directors' Remuneration Policy, adopted by the Board in compliance with Practice 7.1 of the MCGG 2021.

A copy of this Policy is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

Intended Outcome 8.0

Stakeholders are able to assess whether the remuneration of directors and senior management commensurate with their individual performance, taking into consideration the company's performance.

(iii) Details of the Directors' Remuneration for FY2021

The RC recommends to the Board the policy and framework of the Directors' remuneration and the remuneration package of the ED. It is the ultimate responsibility of the Board to approve the remuneration packages of Directors.

In compliance with Practice 8.1 of the MCGG 2021, there is detailed disclosure on named basis for the remuneration of individual directors.

For FY2021, the aggregate of remuneration received and receivable by the Non-Executive Directors/Chairman of the Company and the Group categorised into appropriate components are as follows:-

Received from the Company

Name of Director	Fee RM'000	Meeting Allowance RM'000	Salary RM'000	Benefits- in-kind RM'000	Other Emoluments RM'000	Total RM'000
Executive Director						
Soong Jan Hsung	46	-	-	-	-	46
Sub-total	46	-	-	-	-	46

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS cont'd

(3) Remuneration cont'd

Intended Outcome 8.0 cont'd

(iii) Details of the Directors' Remuneration for FY2021 cont'd

Received from the Company cont'd

Name of Director	Fee RM'000	Meeting Allowance RM'000	Salary RM'000	Benefits- in-kind RM'000	Other Emoluments RM'000	Total RM'000
Non-Executive Directors						
Foo Sen Chin (Demised on 18 November 2021)	76	5	-	-	-	81
Wong Heng Chong	63	6	-	-	-	69
Dato' Khoo Sin Aik	61	5	-	-	-	66
Abdul Aziz Bin Zainal Abidin	66	7	-	-	-	73
Cheryl Khor Hui Peng (Appointed on 1 June 2021)	32	3	-	-	-	35
Ong Wei Hiam	60	6	-	-	-	66
Sub-total	358	32	-	-	-	390
Total	404	32	-	-	-	436

Received on Group Basis

Name of Director	Fee RM'000	Meeting Allowance RM'000	Salary RM'000	Benefits- in-kind RM'000	Other Emoluments RM'000	Total RM'000
Executive Director						
Soong Jan Hsung	50	-	2,306	24	-	2,380
Sub-total	50	-	2,306	24	-	2,380
Non-Executive Directors						
Foo Sen Chin (Demised on 18 November 2021)	80	5	-	20	330	435
Wong Heng Chong	63	6	-	-	-	69
Dato' Khoo Sin Aik	61	5	-	-	-	66
Abdul Aziz Bin Zainal Abidin	66	7	-	-	-	73
Cheryl Khor Hui Peng (Appointed on 1 June 2021)	32	3	-	-	-	35
Ong Wei Hiam	60	6	-	-	-	66
Sub-total	362	32	-	20	330	744
Total	412	32	2,306	44	330	3,124

Note: Salaries include bonus and EPF.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS *cont'd*

(3) Remuneration *cont'd*

Intended Outcome 8.0 *cont'd*

(iv) Details of Top Five (5) Senior Management's Remuneration for FY2021

In accordance with Practice 8.2 of the MCCG 2021, a band of the remuneration for the top five Senior Management (excluding the ED/CEO of the Company), during FY2021 are as follows:-

Remuneration range	Senior Management
RM1,200,001 to RM1,250,000	1
RM750,001 to RM800,000	1
RM500,001 to RM550,000	2
RM450,001 to RM500,000	1

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

Intended Outcome 9.0

There is an effective and independent Audit Committee.

The board is able to objectively review the Audit Committee's findings and recommendations.

The company's financial statement is a reliable source of information.

(1) Audit Committee

The membership, a summary of the activities of the AC and Internal Audit Function and activities are stated in the Report of the AC of this Annual Report on Pages 86 to 91.

As of the date of this Statement, the Chairman of the AC is Encik Abdul Aziz, an INED while Madam Lee is the new Non-Independent Non-Executive Chairman of the Board.

In compliance with Practice 9.1 of the MCCG 2021 which stipulates that Chairman of the AC is not the Chairman of the Board, the TOR of the AC has been updated accordingly.

No Appointment of Former Key Audit Partners as Audit Committee/Board Member

For FY2021, the Board has departed from the recommendation of Practice 9.2 of the MCCG 2021 where the TOR of the AC requires a former key audit partner to observe a cooling-off period of at least two (2) years only before being appointed as a member of the AC.

As a matter of practice, the AC has recommended to the NC not to consider any key audit partner as a candidate for Board Directorship/Audit Committeeship to solidify the AC's stand on such Policy.

Assessment of Suitability, Objectivity and Independence of External Auditors

In compliance with Practice 9.3 of the MCCG 2021, for FY2021, the AC has formalised the policy and procedures to assess the suitability, objectivity and independence of external auditors ("**the EA Policy**").

Pursuant to the EA Policy, the AC has conducted an annual assessment on the external auditors for FY2021.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT *cont'd*

Intended Outcome 9.0 *cont'd*

(1) Audit Committee *cont'd*

Assessment of Suitability, Objectivity and Independence of External Auditors *cont'd*

In its assessment, the AC considered, inter alia, the following factors:-

For assessment on "Suitability" of External Auditors:-

- The External Auditors have the adequate resources, skills, knowledge and experience to perform their duties with professional competence and due care in accordance with approved professional auditing standards and applicable regulatory and legal requirements;
- To the knowledge of the AC, the External Auditors do not have any record of disciplinary actions taken against them for unprofessional conduct by the MIA which has not been reserved by the Disciplinary Board of MIA;
- The External Auditors firm has the geographical coverage required to audit the Group;
- The External Auditors firm advises the AC on significant issues and new developments pertaining to risk management, corporate governance, financial reporting standards and internal controls on a timely basis;
- The External Auditors firm consistently meets the deadlines set by the Group;
- The level of quality control procedures in the external audit firm, including the audit review procedures; and
- The External Auditors scope is adequate to cover the key financial and operational risks of the Group.

For assessment on "Objectivity" of External Auditors:-

- The nature and extent of the non-audit services rendered and the appropriateness of the level of fees.

For assessment on "Independence" of the External Auditors:-

- The engagement partner has not served for a continuous period of more than seven (7) years with the Company;
- The AC receives written assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements; and
- Tenure of the current auditors.

The AC noted, for FY2021, KPMG PLT, the External Auditors of the Group confirmed in writing that the engagement quality control reviewer and members of the engagement team in the course of their audits were and had been independent for the purpose of the audit in accordance with the terms of relevant professional and regulatory requirements.

Upon completion of its assessment, the AC was satisfied with KPMG PLT's technical competency and audit independence during the financial year under review and recommended to the Board the re-appointment of KPMG PLT as External Auditors for FY2022. The Board has in turn recommended the same for shareholders' approval at the forthcoming 26th AGM of the Company.

During FY2021, the AC met twice with the External Auditors without the presence of the Executive Board Members and Management to discuss issues of concern to the External Auditors.

Provision of Non-Audit Services

The EA Policy has outlined the circumstances and the approval threshold/process for the engagement of the External Auditors or its affiliates to perform non-audit services that are not, and are not perceived to be, in conflict with the role of the External Auditors. This excludes audit related work in compliance with statutory requirements.

Before appointing the External Auditors or its affiliates to undertake any non-audit services, considerations would be given as to whether such appointment would create a threat to the External Auditors' independence or objectivity on the statutory audit of the Company's financial statements, including any safeguards that are available to address such a threat.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT *cont'd*

Intended Outcome 10.0

Companies make informed decisions about the level of risk they want to take and implement necessary controls to pursue their objectives.

The board is provided with reasonable assurance that adverse impact arising from a foreseeable future event or situation on the company's objectives is mitigated and managed.

(2) Risk Management and Internal Control Framework

The Directors are responsible for the Group's system of internal controls and its effectiveness. The principal aim of the system of internal controls is the management of financial and business risks that are significant to the fulfilment of the Group's business objectives, which is to enhance the value of shareholders' investment and safeguarding the Group's assets.

In compliance with Practice 10.1 of the MCGG 2021, the Board has adopted an ERM Framework to manage its risk and opportunities. A Management Committee known as the ERM Committee which reports directly to the AC was established by the Board, with the primary responsibility of ensuring the effective functioning of the adopted ERM Framework.

Details of the ERM Committee are set out in Practice 10.1 of the CG Report, available for viewing in the Company's corporate website at www.vstecs.com.my.

The Statement on Risk Management and Internal Control of the Group in this Annual Report provides an overview of the state and features of risk management and internal controls within the Group, in compliance with Practice 10.2 of the MCGG 2021.

For FY2021, the Board, with the assurance rendered by the CEO and the CFO, opined that the risk management and internal controls of the Group were effective and adequate.

As part of the risk mitigation measures, the Board has established the following policies:-

- (i) Insider Dealing Policy
- (ii) Succession Planning Policy
- (iii) Related Party Transaction Policy

(Collectively, referred to as the "**Policies**")

A copy of each of the abovementioned Policies is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

Intended Outcome 11.0

Companies have an effective governance, risk management and internal control framework and stakeholders are able to assess the effectiveness of such a framework.

(3) Internal Audit Function

The Outsourced Internal Auditors and In-House Internal Audit Manager communicate regularly with and report directly to the AC. For FY2021, the Outsourced Internal Auditors' representative met up three (3) times with the AC.

The Internal Audit Review of the Company's operations encompasses an independent assessment of the Company's compliance with its internal controls and makes recommendations for improvement.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT *cont'd*

Intended Outcome 11.0 *cont'd*

(3) Internal Audit Function *cont'd*

Outsourced Internal Auditors *cont'd*

At the AC Meeting held on 4 November 2020, the Outsourced Internal Auditors have presented to the AC the Internal Audit Function's Annual Audit Plan ("the Outsourced Annual Audit Plan") for the year 2021, encompassing the following audit visits and timing:-

(a) First Visit (January – June 2021)

VSTECS Group

- Order Processing and Billing
- Collection and Credit Controls
- Compliance Review for Section 17A of the MACC Act 2009
- Half-yearly Recurrent related party transactions ("RRPT") Review

(b) Second Visit (July - December 2021)

VSTECS Group

- Human Resource Management and Payroll Function
- General Security and Safety Management
- Business Risk Management Process
- Half-yearly RRPT Review

The AC has resolved that the Outsourced Annual Audit Plan for year 2021 be approved for adoption.

For FY2021 and up to the date of this Statement, the Outsourced Internal Auditors have successfully completed their audit visits and reporting as per the approved Outsourced Annual Audit Plan.

In-House Internal Audit Department

The In-House Internal Auditors communicate regularly with and report directly to the AC. For FY2021, the In-House Internal Auditors met up four (4) times with the AC.

At the AC Meeting held on 4 November 2020, the In-House Internal Audit Manager has presented to the AC the In-House Internal Audit Function's Audit Plan for year 2021, encompassing the following key areas:-

- Account Payable Management – First Quarter 2021
- Budgetary Control and Monitoring – Second Quarter 2021
- Anti-Bribery and Corruption Compliance – Third Quarter 2021
- Human Resource System – Third Quarter 2021
- ERM Review – Fourth Quarter 2021

The AC has subsequently approved the In-House Audit Plan for year 2021.

For FY2021 and up to the date of this Statement, the In-House Internal Audit Department has successfully carried out their audit assignments and reporting as per the approved In-House Audit Plan for year 2021.

Internal Audit Assessment

The AC had conducted an Internal Audit Assessment annually to review the adequacy of the scope, functions, competency and resources of the internal audit function to ensure that it has the necessary authority to carry out its work and to perform its function effectively in accordance with relevant professional standards.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

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

(1) Communication with Stakeholders

Intended Outcome 12.0

There is continuous communication between the company and stakeholders to facilitate mutual understanding of each other's objectives and expectations.

Stakeholders are able to make informed decisions with respect to the business of the company, its policies on governance, the environment and social responsibility.

In compliance with Practice 12.1 of the MCCG 2021, the Board ensures that there is effective, transparent and regular communication with its stakeholders through a variety of communication channels as follow:-

(a) Corporate Disclosures/Investor Relations

The Board recognises the value of transparent, consistent and coherent communications with the investment community consistent with commercial confidentiality and regulatory considerations.

The Board has developed internal corporate disclosure practices to ensure communications to the investing public regarding the business, operations and financial performance of the Group are accurate, timely, factual, informative, consistent, broadly disseminated and where necessary, information filed with regulators is in accordance with applicable legal and regulatory requirements.

The Board has on 3 August 2016 adopted the Corporate Disclosure Policy which superseded the Investor Relations Policy, to ensure only designated spokespersons will be authorised to disseminate information to ensure consistent and accurate flow of information disclosure to the stakeholders.

A copy of this Policy is available for viewing under the "Corporate Governance" section of the Company's corporate website at www.vstecs.com.my.

The Board has designated a limited number of spokespersons who are responsible for communication with investment community, regulators and media.

Primary Spokesperson:-

CEO

The Company's CEO has been appointed to communicate with audience constituents and respond to questions in relation to the corporate vision, strategies, developments, future prospects, financial plans and operational matters.

Secondary Spokesperson:-

CFO/Company Secretaries

The Company's CFO/Company Secretaries may only communicate to audience constituents on information already in the public domain, unless they are authorised by the Primary Spokesperson to undertake broader communications.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

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

(1) Communication with Stakeholders *cont'd*

Intended Outcome 12.0 *cont'd*

(b) Analysts and Media Briefings

The Company is committed to on-going communication across its entire shareholder base, whether institutional investors, private or employee shareholders. This is achieved principally through annual and quarterly reports.

The Company provides regular investor briefings with research analysts and fund managers, to promote clear and transparent communications to the investment community.

For FY2021, the Company has held 4 analysts briefing and issued 12 press releases. The research reports and press releases are available for viewing under the "News" section of the Company's corporate website at www.vstecs.com.my.

(c) Corporate Website

The Company's corporate website at www.vstecs.com.my serves as a plethora of information to the public, which includes, *inter alia*, corporate information, business activities, corporate governance matters, latest press releases, annual reports, financial results, news listing, B2B online and etc.

The Company has created two (2) dedicated sections, **Investor Relations** and **Corporate Governance** sections to ensure more effective dissemination of information.

Publication of Notice of AGM on Corporate Website

Pursuant to Section 320(2) of the CA 2016, a copy of the Notice convening the 26th AGM together with the proxy form are available at the corporate website of VSTECS Berhad at https://vstecs.listedcompany.com/ar_2021.html.

(2) Conduct of General Meetings

Intended Outcome 13.0

Shareholders are able to participate, engage the board and senior management effectively and make informed voting decisions at general meetings.

(i) Notice of AGM

The Annual Report, which contains the Notice of AGM, was sent to shareholders at least twenty-one (21) days, in line with the Constitution of the Company, prior to the date of the meeting to give sufficient time to shareholders to make the necessary arrangements to attend and participate in person or through corporate representatives, proxies or attorneys as well as to let the shareholders to consider the resolutions that will be discussed and decided at the AGM. The Notice of AGM, which sets out the businesses to be transacted at the AGM, is to be published in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper and in writing to Bursa Securities.

In compliance with Practice 13.1 of the MCGG 2021, the Board had on 19 April 2021, issued its Notice of Twenty-Fifth ("25th") AGM of the Company, at least twenty-eight (28) days prior to the date of the meeting i.e., 18 May 2021. The notes to the Notice of 25th AGM provide detailed explanation for each resolution proposed to enable shareholders to make informed decisions in exercising their voting rights.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

cont'd

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

(2) Conduct of General Meetings *cont'd*

Intended Outcome 13.0 *cont'd*

(ii) Attendance of Directors at General Meetings

All Board members were present at the broadcast venue or attended remotely for the following general meetings of the Company and provided responses to the shareholders on the key matters arose during the Meeting via live streaming webcast, in view of the Covid-19 pandemic and in compliance with the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the SC:-

- 25th AGM held on 18 May 2021; and
- Extraordinary General Meeting ("EGM") held on 16 July 2021.

The Chairman of AC, NC and RC were also present on screen to address any questions from shareholders in respect of matters that fall under the purview of the Board Committees.

(iii) Poll Voting

The Company had conducted the poll voting via remote participation and voting facilities provided by SS E Solutions Sdn. Bhd. via its Securities Services e-Portal at <https://www.sshsb.net.my/> (Domain Registration No. with MyNIC Berhad: D4A004360) for all resolutions set out in both the Notices of 25th AGM held on 18 May 2021 and the EGM held on 16 July 2021, respectively. The Company has appointed an independent scrutineer to validate the votes cast at the Meetings. The poll results of the Meetings were announced by the Company to Bursa Securities on the same day.

Key CG future priority for FY2022

The key priorities of the Board's CG Practices for FY2022 are as follows:-

- ✓ Resilience and continuous adapting to the new normal due to the Covid-19 pandemic;
- ✓ Ensuring the integrity of the Group's financial accounting and reporting process be maintained;
- ✓ Continuous monitoring on strategic management of material sustainability matters undertaken by Management;
- ✓ Ensuring the internal and external audit process as well as risk management oversight by the Board be duly maintained; and
- ✓ Adoption of a "Directors' Fit and Proper Policy" in compliance with the Main Market Listing Requirements of Bursa Securities.

CONCLUSION

The Board is satisfied that, it complies substantially with the principles and recommendations of the MCCG 2021. The CG Report which sets out the application of each Practice of MCCG 2021 is available for viewing in the Company's corporate website at www.vstecs.com.my.

This CG Statement and the CG Report have been approved by the Directors in accordance with a Resolution of the Board of Directors passed on 28 March 2022.

SUSTAINABILITY STATEMENT

SUSTAINABILITY WITHIN THE CONTEXT OF VSTECS

As one of the leading distributors of ICT products and Enterprise Systems in the nation, the strength of our business network and channels play a continuously vital role in supporting the national economy through digital enablement for workforce agility. The recent global pandemic has further reinforced the necessity for the products and services provided by us.

The products we sell, distribute and implement form the building blocks of mission-critical infrastructure in enabling uninterrupted public, enterprise and social activities throughout the varying degrees of lockdowns and safety restriction conditions. Of equal importance is how we conduct our business as part of a viable and sustainable eco-system as evidenced by the recent environmental impacts worldwide.

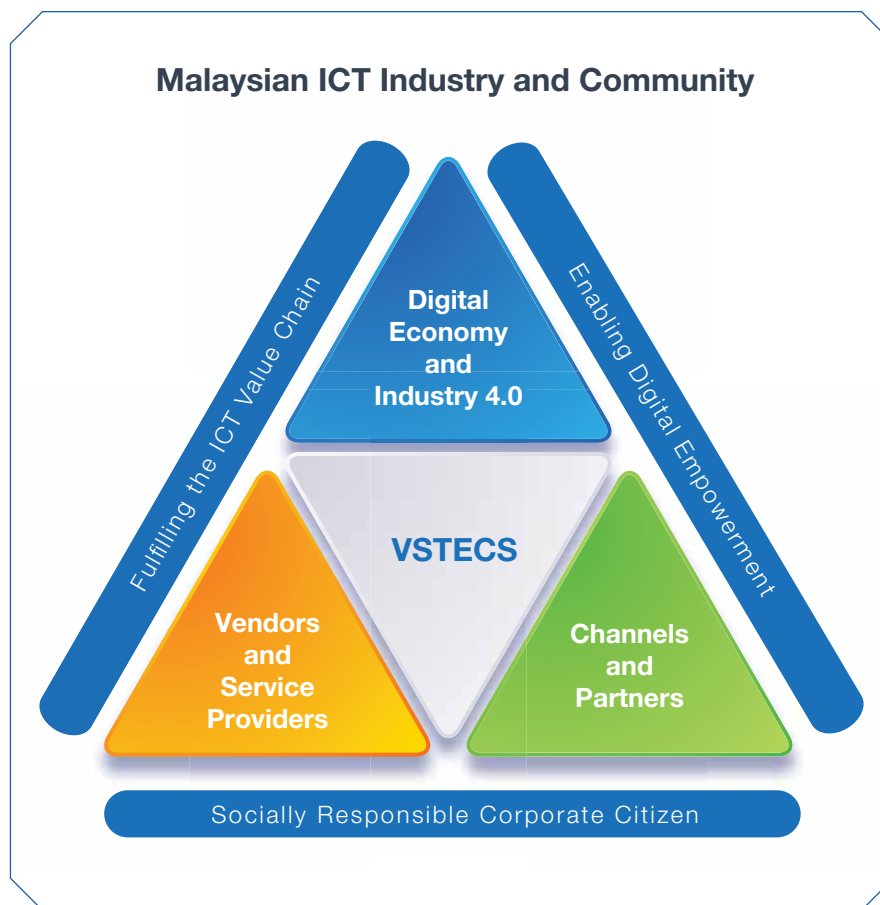


Diagram 1: VSTECS' context within the Malaysian ICT Industry

Our major stakeholders that form part of our business and social eco-systems are the following:

- Workforce and Human Capital;
- Vendors whose Brand and Products we represent;
- Channel and Service partners;
- Operational Suppliers and Service Providers;
- Shareholders of the Company; and
- Community where we operate.

SUSTAINABILITY STATEMENT

cont'd

Our Environmental, Social and Governance (“**ESG**”) responsibilities are therefore mapped against our material roles in the value chain as follows:

Value Chain						
	Workforce	Brand Vendors	Channel Partners	Service Providers	Shareholders	Community
Environmental	✓		✓	✓		✓
Social	✓	✓	✓	✓		✓
Governance	✓	✓	✓	✓	✓	

Diagram 2: Mapping of VSTECS stakeholders within the ESG context

SUSTAINABILITY GOVERNANCE STRUCTURE

With our Mission Statements as our guiding principles, we are committed on a continuous strategy of long term sustainability at all aspects of our business operations. The Board acts as the advisory body overseeing the Group's overall Sustainability Governance. The ESG structure is headed by the CEO and supported by the Environmental, Social and Governance Committee (“**ESGC**”) and Health and Safety Committee (“**HSC**”). Specific initiatives in environmental sustainability is jointly spearheaded by the ESGC and HSC.

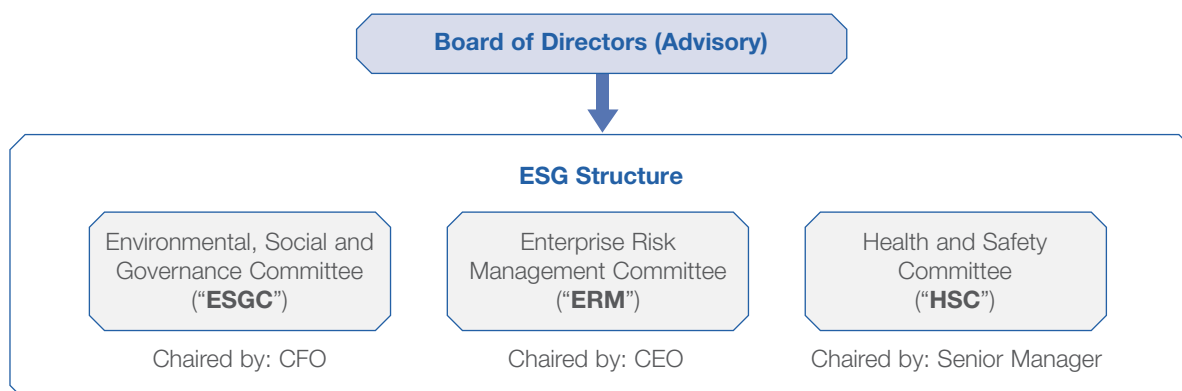


Diagram 3: ESG Structure

Within the ESG structure,

- The ERM committee which is chaired by the Chief Executive Officer (“**CEO**”) and meets on a quarterly basis, identifies and addresses both external and internal risk factors with mitigation and contingency-readiness action plans. The ERM committee is tasked with the following roles:
 - o To identify both external and internal risks which may affect the business in a material manner;
 - o To evaluate, prioritise and assess such impacts; and
 - o To formulate the necessary planning, monitoring, control and mitigation to be put in place.
- The ESGC for Sustainability, headed by the Chief Financial Officer (“**CFO**”) and reporting to the CEO, have the following areas of responsibilities:
 - o To identify, evaluate and manage environmental impacts arising from business operations; and
 - o To identify, address and improve on workforce environment and social well-being.
- The HSC, headed by the Senior Manager and Safety Officer and reporting to the CFO, ensures the following key tasks:
 - o To monitor and enforce Occupational Safety and Health Act (“**OSHA**”) regulations and workplace safety; and
 - o To continuously improve awareness on workplace safe-practices and staff health.

SUSTAINABILITY STATEMENT

cont'd

ENVIRONMENTAL SUSTAINABILITY



Environmental Sustainability	Material Key Roles					
	Workforce	Brand Vendors	Channel Partners	Service Providers	Shareholders	Community
	✓		✓	✓		✓

We take a holistic approach towards ESG with the belief that a positive operational environment directly improves the health and safety for everyone.

❖ Emissions and Consumption from Workforce and Operational Activities

The implementation of flexible “work from home” (“WFH”) for our employees due to the various Movement Control Order (“MCO”) periods since 2020 has had a notable positive effect on the environment by way of reduced commuter travel, reduced electricity and lower water consumption. As of 31st December 2021, the Group’s operational manpower utilisation is **431** (394 staff, plus 37 third-party personnel based within the office premises).

- **Reduction in Staff Commute**

	2019 (pre-pandemic baseline)	2020 (WFH implementation, March 2020 onwards)	2021
Car mileage claimed by eligible employees (km)	277,893	210,290	150,762
Estimated CO2 generated* due to on-the-job travel (kg)	36,126	27,338	19,599
Reduction of CO2* generated vs. preceding year (kg)	(baseline)	-8,788	-7,739

* Based on an estimation of a typical private passenger car’s CO2 emissions rating of 130g/km (WLTP testing protocol) (Page 12 of <https://www.globalfuelconomy.org/media/791561/gfei-global-status-report-2020.pdf>)

Table 1: Staff Mileage Claims and estimated CO2 footprint

- **Warehouse & Logistics (“W&L”) Operational Efficiency**

The implementation of a Warehouse Management System (“WMS”) in the second half of 2021 onwards resulted in an improved processing rate of 4.3% in 2021 in addition to the streamlined operational processes implemented in year 2020.

	2019	2020	2021
W&L Manpower Strength (Staff + contract workers)	57 (32+25)	55 (32+23)	65 (39 + 26)
Transaction Volume per year (‘000)	140	154	189
Transaction per W&L person per year	2,456	2,800	2,908
Workdays per year (for Selangor)	243	244	243
Transactions per person per workday	10.1	11.5	12.0
Efficiency Gain (over preceding year)	(baseline)	+13.9%	+4.3%

Table 2: Warehouse & Logistics Operational Efficiency Improvement

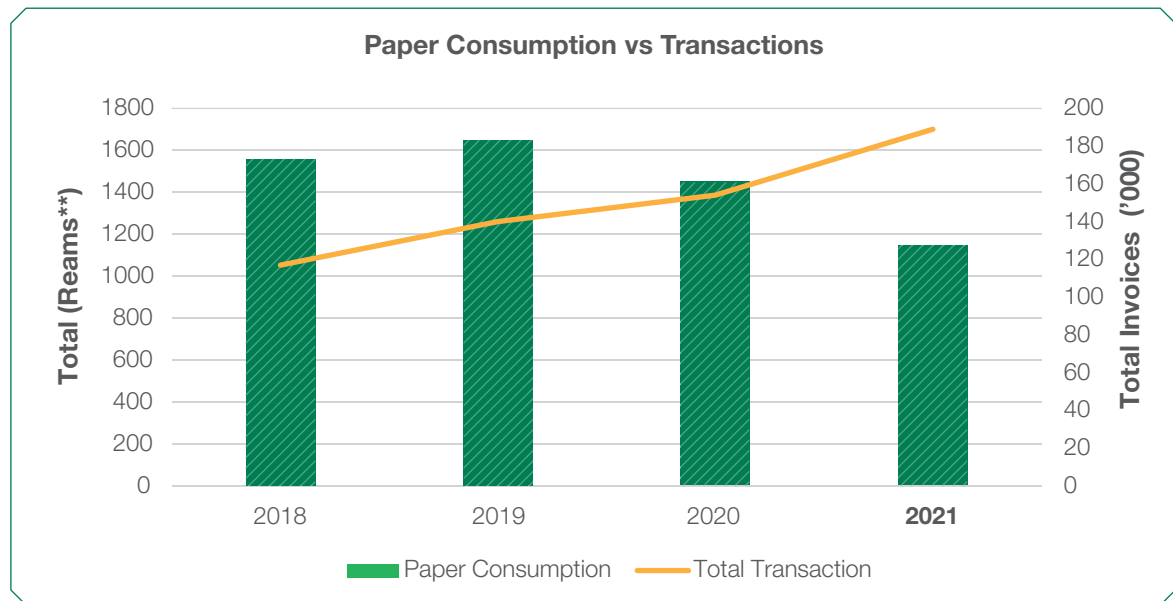
SUSTAINABILITY STATEMENT

cont'd

Operational Resource Consumption

Optimised utilisation of resources forms the cornerstone of the Group's efforts towards a greener operating environment. We take positive steps to minimise our impact on the environment by adopting a greener work culture along the principles of 3Rs - Reduce, Reuse and Recycle at all levels in the organisation.

Paper Consumption



** 1 ream = 500 sheets of 70gsm A4 size paper.

Graph 1: Paper Consumption vs Transactions

Overall paper consumption in FY2021 decreased by 21% as compared to FY2020 despite the increase of e-Commerce/online business which required paper printing for order processing and courier/delivery services. Paper consumption at all administration levels also has been tremendously decreased. The improvements came about after the implementation of the following digitalisation programmes:

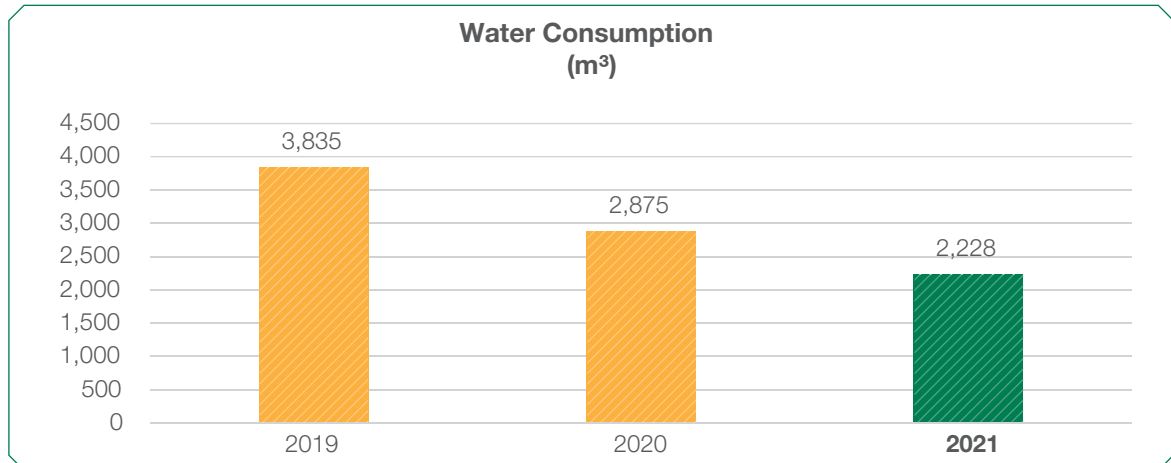
- **e-Document Handling Programme for Internal and External Processes**
- **Increased transactions via B2B System/e-Commerce Platform**

The Group will continue with the adoption of paperless operations as part of ongoing digital transformation efforts.

SUSTAINABILITY STATEMENT

cont'd

Water Management Programme



Graph 2: Water Consumption at VSTECS Main Office.

(The branch offices' combined water consumption is <1% of the main office and is therefore not taken into consideration)

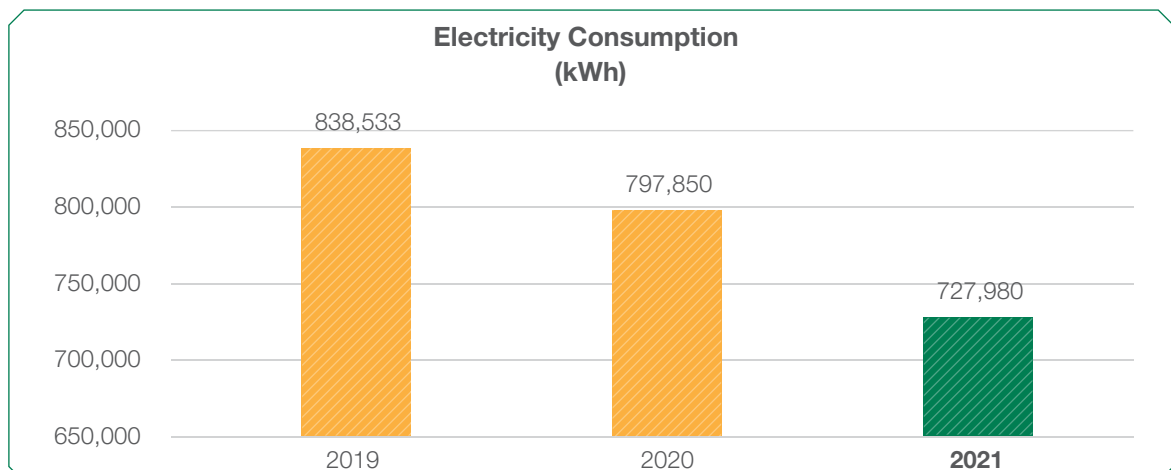
Water consumption reduced by 23% in FY2021 as compared to FY2020. The reduction is mainly due to the reduced staff presence at the office in compliance with the MCO requirements. The Group initiated the installation of flow regulators for all the washroom taps to optimise water flow. This serves to minimise water wastage via lower water consumption.

	2019	2020	2021
Water utilised per person, per year.	9.73 m ³	6.67 m ³	5.17 m ³

Table 3: Water Consumption per person per year

The Group's business activities are not a significant water consumer aside from workplace hygiene, general cleaning, canteen (food preparation and cleaning-up) operations and minimal landscaping maintenance. The Group's water supply source is via the state-owned Water Utilities Company (Air Selangor). To our knowledge, the water supply is piped from local water treatment plants which do not operate in water-stressed areas.

Electricity Management Programme



Graph 3: Annual Electricity Consumption Comparison at VSTECS Main Office.

(The branch offices' combined electricity consumption is <1% of the main office and is therefore not taken into consideration)

SUSTAINABILITY STATEMENT

cont'd

Electricity consumption decreased by 9% in FY2021 against the previous year, mainly due to the reduced staff presence at the office in compliance with the MCO requirements.

Electricity consumption reduction is always a part of continuous improvement measure for the Group. Numbers of initiatives were implemented by the Group such as:

- Energy Saving Light Bulb**
 We have completely replaced all incandescent and fluorescent lighting to energy-efficient LED lighting;
- Timer Function**
 Air conditioner timer installed and set to manage the office air conditioning to maintain cooling and maximum energy saving;
- Green Procurement**
 Procurement of appliances and office equipment prioritise on energy efficient products;
- Daylighting Design Warehouse**
 Leveraging natural light in our warehouse through glazed structural windows;

	2019	2020	2021
Headcount (Staff + third party personnel)	383 (358+25)	402 (379+23)	420 (394+26)
Energy utilised per person [kWh/person/year]	2,189	1,985	1,733
Building Energy Intensity ("BEI") [kWh/m² /year] (Total building operational floorspace = 7400 m ²)	113	108	98

Table 4: Electricity Consumption per person and per operational area

Currently, we are operating at well below the Green Building Initiative ("GBI") benchmark of 150kWh/m²/year and intend to reduce the BEI further.

- Renewable Energy Project**
 In 2021, we embarked on a renewal power project in which almost RM1.0 million capital expenditure was invested into the purchase and installation of a 294 kW (KiloWatt) rooftop Solar Power System ("SPS"). As of March 2022, the SPS has been fully installed and is pending to go live subject to regulatory approval from the Energy Commission (Suruhanjaya Tenaga, ST). We expect to obtain ST approval within the first half of 2022.

	2019	2020	2021
CO2e emissions*** due to main grid electricity consumption (kg)	477,964	454,744	414,949

Table 5: Estimated existing Carbon footprint due to electrical energy consumption from the main grid.

SUSTAINABILITY STATEMENT

cont'd

The 294 kW SPS is expected to generate approximately 360,000 kWh (KiloWatt-hour) of electricity per year, further reducing our electrical consumption from the main grid.

	2022	2023
Estimated total power requirements for the year (kWh)	730,000	745,000
Estimated main grid consumption (kWh)	550,000	385,000
Estimated SPS supply (kWh)	180,000	360,000
Estimated CO₂e emissions*** saved by reduced consumption of main grid power (kg)	-102,600	-205,200
Estimated CO₂e emissions*** due to net energy consumption from main grid (kg)	313,500	219,415

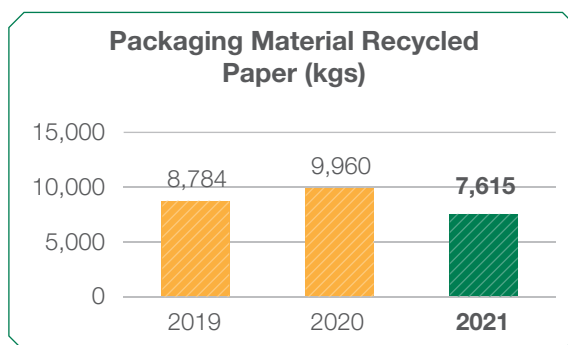
Table 6: Estimated Reduction of Carbon footprint due to SPS electricity supplementation.

*** TNB's Electricity Supply CO₂e emission is 570g-CO₂e/kWh; CO₂e: Carbon dioxide equivalent
(<https://www.worldbenchmarkingalliance.org/publication/electric-utilities/companies/tenaga-nasional/>)

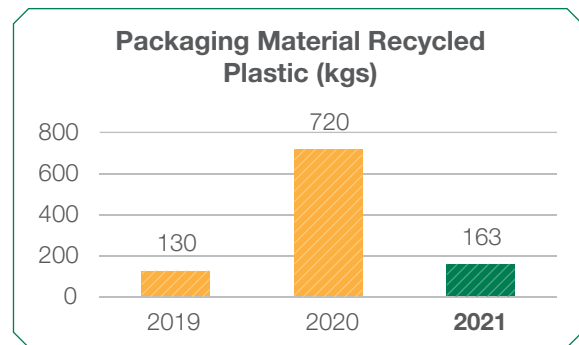
Green Energy Targets

We aim to achieve a continuous annual target of at least 35% offload reduction of energy consumption from the main grid, and a BEI value not exceeding 95 in 2022 onwards. These may be revised from time to time in line with the nature and requirements of our business activities.

Waste Management Programme (Reduce, Reuse and Recycle)



Graph 4: Paper Recyclability



Graph 5: Plastic Recyclability

As an ICT products distributor, packaging of products for delivery consist mostly of cardboard boxes and plastic film for pallet wrapping. Packaging waste is also generated from incoming shipments from overseas vendors. The reduction of recycled paper and plastic in 2021 compared to 2020 is mainly due to such existing packaging materials being re-purposed for outbound shipments, thereby extending such materials' useful lifespan.

- Warehouse Packaging Materials Recycled**
 For FY2021, the Group continues to minimise waste and environmental impact in ensuring that discarded waste is to be minimised at all times. Packaging materials that are suitably assessed to be usable still are repurposed instead as packing materials and are therefore not discarded or recycled.
- E-Waste, Scheduled Waste, and General Waste Management**
 Electronic and scheduled waste (mostly digital device batteries) is collected and processed via specialised waste management service providers. The Group adopts a strict waste sorting disposal method where waste is pre-sorted at the point of first discard. We extend such disposal facilities to our staff and encourage them to bring any scheduled waste from their homes (e.g. batteries, broken electronic devices and fluorescent lamps) to the office for proper disposal.

The Group's business activity is not a significant contributor to un-recyclable landfill waste, nor does it effect any effluent discharges.

SUSTAINABILITY STATEMENT

cont'd

SOCIAL SUSTAINABILITY



Material Key Roles						
Social Sustainability	Workforce	Brand Vendors	Channel Partners	Service Providers	Shareholders	Community
	✓	✓	✓	✓		✓

❖ Our Human Capital

In acknowledging that the “People Make the Difference” in our organisation, we are ever mindful to have the right talent, experience and skillset to operate the business. Our employees not only represent the Company, but are also part of the global brands they market and support.

Covid-19 SOPs Guideline and encouragement of the National Vaccination Program

In recent times, we have also taken extra steps to ensure staff protection and well-being in the face of a global pandemic including strict working protocols in accordance with governmental issued Standard Operating Procedures (“SOP”) and internally-developed SOPs to limit and control the spread of Covid-19 within the workplace environment. The SOPs guideline was disseminated to all employees and they were regularly being reminded to strictly adhere to the SOPs.

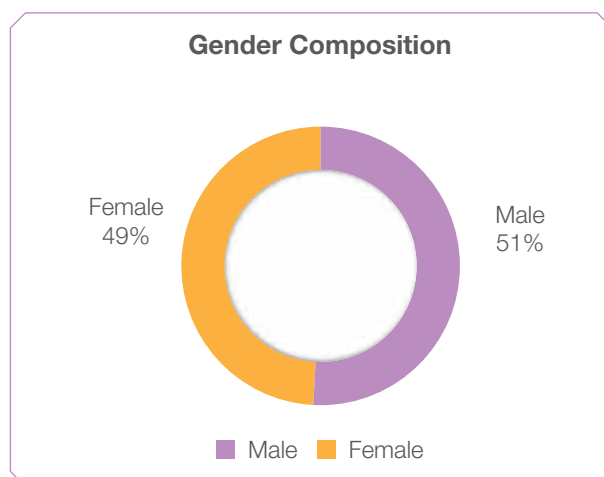
In 2021, the Group further incentivised staffs who enrolled in the national Covid-19 vaccination program by providing additional 2 days of unrecorded leave per vaccination session for rest and recuperation from any vaccine side effects.

Human Resources Policies

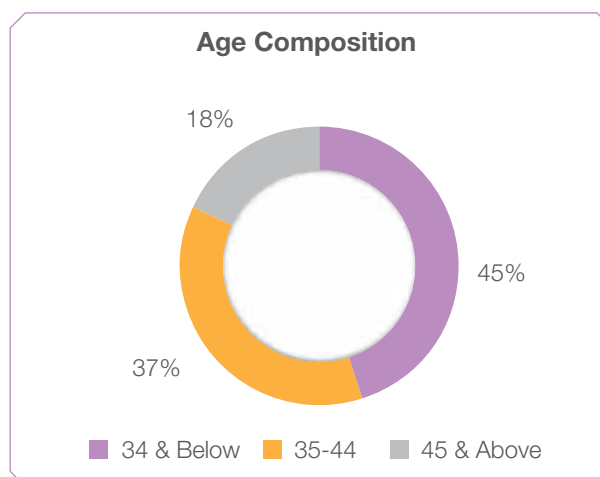
The Group practices a policy of anti-discrimination against any gender, religious, and racial or cultural background. Human Resources policies are formal rules and guidelines that the Group put in place to manage our employees. All policies, fair-labour practices and Employee Handbook are published on employee intranet and accessible by all employees. Anonymous reporting and whistle-blower protection assurances are available on the corporate website as part of the Group's operating Policies. In 2021, there were no reports of gender-bias, racial or religious discrimination incidences.

Employee Composition

The core of any organisation is its people and hence, we strongly adhere to the motto that “Technology is a tool, people make the difference”. We are an equal opportunity employer based on meritocracy and performance. As at 31 December 2021, the Group has the following workforce composition with total 394 employees.



Graph 6: Employee Gender Composition



Graph 7: Employee Age Composition

SUSTAINABILITY STATEMENT

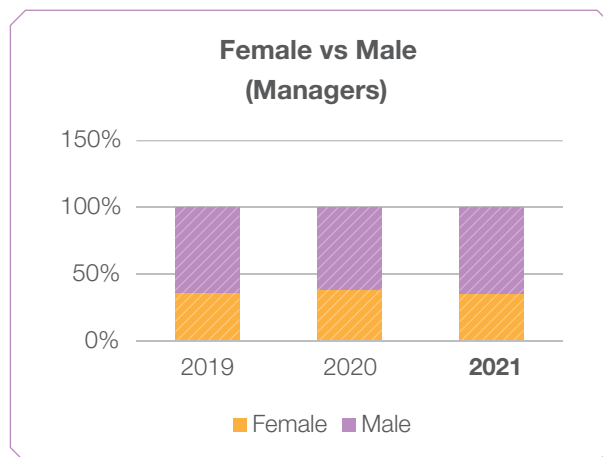
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Human Capital Diversity

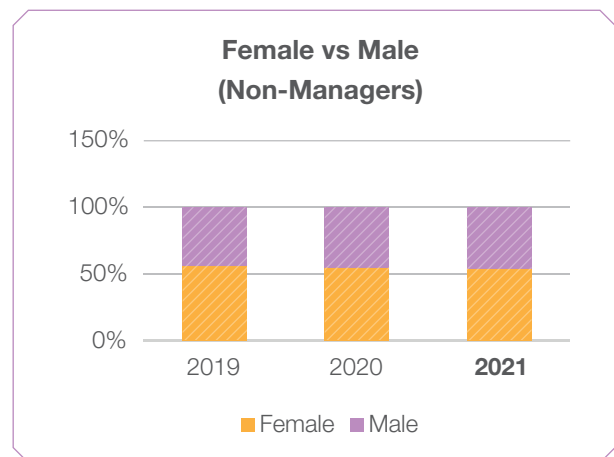
Attracting and retaining people who share our value and mission is crucial in our organisation. We follow the principles - respecting human rights, offering equal opportunities, investing in talent and supporting our people in personal growth.

We strengthened our approach to promoting diversity among our workforce. As at 31st December 2021, our female vs. male managers' composition stands at 36% female and 64% male respectively. We strive to improve these ratios further. Hiring and talent development best-practices have been implemented to strengthen our diversity and create opportunities for a broad range of employees.

Below graphs show the manager and non-manager composition in gender:



Graph 8: Female vs Male Manager Composition



Graph 9: Female vs Male Non-Manager Composition

For Board's composition and diversity, please refer to the Board Diversity subsection within the Corporate Governance Overview section of this Annual Report.

The Group is a gender-neutral and equal opportunity employer.

Career Development and Growth

At VSTECS, training and development are important to grow our people. We encourage our people to own their professional development and promote internal talents whenever possible prior to hiring externally.

We practice a systematic approach to Staff Performance Management to enable Heads of Departments ("HODs") to better monitor and manage their subordinates' Key Performance Indicators ("KPIs") and their overall contribution. Further training and development programme will be recommended by HODs upon annual appraisal.

Due to the Covid-19 pandemic, online or virtual training typically replaced physical classroom and in-person training programmes. Online/virtual training courses conducted are listed as follow:

- Anti-Bribery and Corruption Training
- Cyber Security Awareness Training
- Industrial Training
- Ergonomics Training for Warehouse Personnel
- Behavioural Based Safety for Warehouse Personnel
- Forklift Operators & Safety Training
- Operasi & Pengurusan Stor yang Efektif

Moving forward, we will further encourage more individual development plan for employees as a personal growth initiative. We aim to develop everyone's talents, expanding each individual's training needs.

SUSTAINABILITY STATEMENT

cont'd

Succession Plan

To maintain an effective and dynamic workforce, the Group has in place a Training and Development programme that is actively implemented, tracked and reported to the ERM Committee. Furthermore, the ESG board reviews the succession plan of Key Management roles on an annual basis.

Welfare and Benefits to Our People

The Group provides variety of benefits to its employees beyond the formal work environment. In FY2021, the following programs were conducted:

- **Employees' Children Education Scheme**
The Group initiated the Employees' Children Education Scheme to reward employees' children for their outstanding performance in academic achievements. In FY2021, there were 11 children of employees with outstanding examination results who have been rewarded by the Group.
- **Care Pack Initiatives for Employees**
Covid-19 pandemic is presenting new and unique challenges for all of us which disrupted our daily living routines causing added anxiety, stress and strain physically, mentally and financially. In FY2021, the Group distributed Care Pack filled up with snacks, foods, dairy product, hand sanitiser, facemasks and so on to all employees working in office and working from home. This initiative is to motivate and appreciate our employees on their efforts throughout the pandemic period.
- **Donation Drive for Flood Victims**
While the world is still fighting against Covid-19, some of our unfortunate colleagues were hit by the sudden floods which affected their homes badly. The Group and its Sport's Club initiated the Flood Relief Programme to provide supports and assist them building back their homes.
- **Outing to Escape @ Paradigm Mall, Kelana Jaya**
A sports outing organised by the Sports Club to Escape @ Paradigm Mall as part of engagement activities among colleagues.
- **Buka Puasa Cheer**
In conjunction with the Ramadan month, Sports Club organised a Buka Puasa Cheer event with packed food for self-collection in our office.

The Group provides daily meal allowance subsidies to non-executive and third party contract workers by way of meal vouchers worth RM50 per month per person, redeemable at the on-premise canteen. As of 31 December 2021, there were 121 persons eligible for this benefit.

The Group provides medical and insurance coverage for all staff under regular employment. Furthermore, manager-level staff who are over the age of 40 are automatically enrolled into a corporate annual health check program.

Performance Evaluation

Employees' performance and promotion are evaluated through our Performance Management Module annually. Employee will assess their own performance and review/appraise by respective superior. Through the review session, objective and target will be set for the coming year.

SUSTAINABILITY STATEMENT

cont'd

❖ Occupational Safety and Health

In VSTECS, investment in protecting the safety, health and welfare for our employees is vital. The management and mitigation of safety and health risks are addressed through our established HSC. The HSC is responsible to ensure compliance with applicable rules and regulations in accordance to Occupational Safety and Health Administration (OSHA) requirements.

Safety & Health Talks

In FY2021, there were 3 virtual health talks organised for all employees as follows:

- **The Power of Eating Right!**
Health talk on the topic of healthy diet for good health and nutrition.
- **Managing Stress at Work**
Topic selected in view of the continuous work from home situation, helping employees to better manage and cope with the new normal.
- **Improving Your Vision**
Awareness on protection of our eyes and to maintain good eye health as we would have spent more time in front of monitors and device screens during the pandemic.

Covid-19 SOPs and Internal Procedures

With the announcement of entering Phase 4 of the National Recovery Plan ("NRP") by government in October 2021, the Group continued with the Work from Home practice and strictly enforced the employees who work in office to follow SOPs and maintain a safe working environment for everyone. Comprehensive guidelines on the SOPs are regularly disseminated to all employees, and visitors must perform RTK self-test procedures before entering the office premises.

With the SOPs strictly adhered to within the office compound, the Group is pleased to report that there were no cases of on-premise Covid-19 transmission amongst colleagues in 2021.

Compound, Warehouse & Office Walk Programme

The HSC conducts premise-inspection namely compound walks and office walks in observing the work place twice a year. The exercise is to identify any violations or potential hazard areas in the premises. A report and remedial action plan is tabled to the HSC after the inspection walks for implementation and continuous improvement. There were no reported incidences of work-related injuries in 2021.

● Report of Work-related Injuries

Type of Injuries	2021	2020	2019
No. of injuries requiring first aid administration	-	-	-
No. of medical treatment required beyond first aid	-	-	1
No. of Job restrictions or transfers	-	-	-
No. of down time due to injuries (hours)	-	-	-
No. of workplace fatalities	-	-	-
No. of minor injury incidents (including requiring clinical or outpatient treatment)	-	1	1

Table 7: Work-related Injuries Report

HSC will continue review and improve the measures taken to ensure the health and safety at workplace for all employees.

SUSTAINABILITY STATEMENT

cont'd

❖ Our Channel Partners, Vendors and Service Providers (Supply Chain)

As part of our business social responsibility to always conduct business with reputable entities and in a responsible manner, the Management adopts a strict vetting mechanism in terms of sign-up of new retailers with the following key aspects:

- Credit worthiness evaluation (for retailers);
- Background reputation within the industry; and
- Financial track record.

Retailers and channel partners agree to be subjected to sales audit by the brand vendors that VSTECs represent.

Likewise, before the Group takes on the role of a brand representative or fulfilment agent of a brand, the following key areas are assessed:

- The product should provide or facilitate a positive function to the end user;
- The product shall be of certain known quality and reliability;
- The brand principal shall be of reputable standing within the industry; and
- The product's main function and purpose should not be offensive in nature or dangerous to society in general.

The Group strives to always carry products and represent brands that are of high repute and good standing within the ICT industry.

Due to the nature of transportation and logistical handling of high value and mission-critical IT equipment, our transportation partners' fleet vehicles are 100% GPS tracked and monitored via a Central Monitoring System ("CMS") centre for the purposes of safety and security of the fleet drivers and operators. An added benefit of a CMS tracked vehicle is the ability for route optimisation and operational efficiencies to further reduce fuel consumption. We intend to monitor and set efficiency targets for our service delivery partners moving forward in 2022.

❖ Our Communities

A commitment to the local communities has always been a key part of our business. In FY2021, our Corporate Social Responsibility ("CSR") Committee together with the Sports Club Committee initiated a *Helping-Hands* effort to support our local communities as follows:-

- **Thank You, Frontliners! – Ramadan 2021**
In appreciation and gratitude to the frontliners who worked tirelessly throughout the pandemic, packages of palm dates (*Phoenix dactylifera*), meals packs and rations were distributed to the men and women of Balai Polis Kota Damansara, Balai Bomba & Penyelamat Sungai Buloh and Hospital Sungai Buloh, Selangor.
- **Food Aid Box + Lunch Event for IPD (Ibupejabat Polis Daerah, - District Police Headquarters)**
Heeding the call of community white-flag initiative by providing 200 food aid boxes to families impacted by the pandemic. Appreciation lunch event for the police departmental force on assistance and support rendered to distribute and deliver the food aid boxes.
- **Care Pack for the Urban Poor & Flood Relief Care Box**
Provided care pack to the urban poor registered with DBKL (Dewan Bandaraya Kuala Lumpur - Kuala Lumpur City Hall). Packages of flood relief box consisting of sanitary items, clothing, and basic amenities were provided to the flood victims of December 2021.

SUSTAINABILITY STATEMENT

cont'd

GOVERNANCE



Business and Operational Governance	Material Key Roles					
	Workforce	Brand Vendors	Channel Partners	Service Providers	Shareholders	Community
	✓	✓	✓	✓	✓	

❖ Economic Performance

Market Place Environment

The ERM committee continuously monitors various economic indicators that would influence the Group's business environment. These include the consumer index, governmental fiscal budget, industry spending forecasts and overall regional market trends from our association with the regional VSTECS group based in Hong Kong. Since 2020, we have also aligned our risk management efforts to further include socio-economic impacts arising from the global pandemic and the various legislative and enforcement consequences.

Financial and Credit Risk Management

The Group has long established practices and credit policies to ensure an optimised mode of credit facilitation control and monitoring of our receivables. We also engage in positive engagement with our debtors to implement credit facilitation in a prudent and responsible manner. As of 31 December 2021, the Group stands at a net positive cash position.

Credit and fraud risks are governed by an operational policy of credit eligibility assessment and system embedded controls including risk of fraud and potential credit defaults. As of FY2021, our bad debt impairment of RM691,000 amounted to 0.03% against a revenue of RM2.63 billion.

As at 31 December RM '000	2021	2020	2019
Trade Receivables	336,388	312,276	284,123
Impairment Loss	(691)	(703)	(533)
Impairment % on Receivables	0.21%	0.23%	0.19%

Table 8: Impairment against Trade Receivables

Vendor Relations

Seeking new brand principals while maintaining synergistic partnerships with our existing vendors ensures a mutually beneficial working relationship for all parties concerned. We strive to meet the expectations of the vendors with our commitment in marketing and supporting their products. As of 31 December 2021, we represent a total of 49 ICT and digital-lifestyle brands.

Market Trend & Opportunity

As part of our strategy to thrive in an extremely competitive environment, our team of support personnel in both pre- and post-sales supporting our System Integration partners are required to hold vendor competency certifications in their respective roles. As of 31 December 2021, we have more than 40 industry-certified pre-sales and technical support personnel having more than 150 vendor-competency certifications from 15 brand principals.

While we strive to maintain a leading position in the current industry segments, we also embark on new strategic initiatives into new complementary segments within the ICT industry, with added focus on digital enablement, application software and ICT services.

SUSTAINABILITY STATEMENT

cont'd

Inventory Management

Being a distributor of numerous global ICT brands, we constantly manage inventory requirements and stock obsolescence risks. We closely monitor and review product stocking levels at all times with a balance between anticipation of new-market trends and quick reaction to changes in market consumption patterns.

Effective inventory management is also a closely-monitored metric whereby stock levels and trade purchases are controlled by a dedicated working team within the Group. Each product manager is held accountable for the forecasting, purchase request, and inventory level management of the brands under their care. Stocking levels are monitored on a sell-through basis with effective reporting of stock levels at time aging intervals.

As at 31 December RM '000	2021	2020	2019
Inventories	222,533	86,526	131,625
Inventories Write-back/(Write-down)	(1,873)	887	(1,342)
% against Inventories	-0.84%	1.03%	1.02%

Table 9: Inventory Write-down against Inventories

Business Disruption Management

The IT and Enterprise Resource Planning ("ERP") infrastructures within the Group serve as engines that power the business along the lines of policy enforcement, transactional integrity, approval matrices and operational efficiency. The Group maintains and keeps an up-to-date a Business Continuity Management ("BCM") programme that has been in place since 2013 to ensure continuity of business operations in the face of unforeseen incidents and disruptions from events beyond our control. A hybrid of on-premise, remote-site and cloud-based architecture ensures system resiliency and operational efficiencies at all times. Despite the nationwide disruption arising from the various forms of MCO throughout 2020 and 2021 imposed by the government, our Group continues to function effectively and efficiently owing to a robust BCM framework in place.

IT & ERP Systems Updates & Relevancy

An effective ERP is the heart of our business operations. We have in place a robust IT infrastructure that is continuously updated to cater for the demands and rigours of the daily operations involving hundreds of transactions on a daily basis. Our fully-automated Business-to-Business ("B2B") system operates online 24/7 and provides customers with fast and easy navigation and instant search of products with secured online payment with Financial Process Exchange ("FPX") payment gateway. The Group continuously reviews and updates the system to keep up with the latest business development trends.

❖ Corporate Governance and Anti-Bribery & Corruption Compliance

Anti-Bribery & Corruption Compliance

To ensure compliance with the Group's policies, procedures and internal system processes, we have posted relevant information at our corporate website as well as the office intranet for the benefit of all our employees. To further ensure compliance with the MACC Act 2009 - Section 17A having taken effect since 1 June 2020, internal operational policies relating to marketing/promotional activities, enhancement of the employee code of conduct with regards to (the giving and receiving of) gifts and entertainment expenses have been realigned to the said Act. The Group's Anti-Bribery and Corruption ("ABC") policy is made publicly available at www.vstecs.com.my.

In line with the nation's aspirations in eliminating all forms of bribery and corruption, our workforce is held to strictest standards in compliance with the law. We believe in full transparency in the conduct of our business with the vendors and channel partners. We strive to keep communications with all stakeholders in a transparent and factual manner at all times. Open, honest and transparent conduct at all levels form part of our corporate culture which we strongly believe is always the best approach for long-term sustainability.

SUSTAINABILITY STATEMENT

cont'd

Since January 2021, our Group strictly enforces a Notice of ABC Compliance Acknowledgement signed by the corporate representative of all our business partners including channel partners, retailers, non-trade vendors and service providers.

Internal Operational Compliance

The internal operational compliance supported by internal policies are put in place to keep the Group operating efficiently and effectively. The internal policies and procedures are made available to all employees to ensure sound internal control and compliance. Internal policies consist of Financial policies, General Management policies, Human Resource policies, Information Technology policies and Economic, Environmental and Social policies.

Management at all levels is responsible and accountable for ensuring proper application of compliance standards in the organisation. The Group's Compliance Committee supports management by providing advice, methodologies and tools and performs reviews to assess the level of awareness, understanding and application of standards and compliance controls through a structured review and tailored enforcement programme. Furthermore, the Group's internal audit function is equipped to perform compliance audits through audit assignments based on their independent risk assessments and independently reports to the Board of Directors on the results of such assignments.

❖ Information Security

Confidential Information Risk Management

In being a channel-centric organisation in the ICT industry, we are naturally the custodian of a highly diverse and substantial quantum of customer database information with an even greater volume of transactional data. We have in place strict policies and enforcement procedures in the handling of such information as required by law and Group policies. Furthermore, product pricing and promotional information are closely guarded due to the sensitive nature of the market's competitive landscape.

While the Group's nature of business does not generally involve information relating to private individuals, we have system-controlled (via our ERP system) measures in place to safeguard sensitive commercial information and data in our dealings with external parties. Access to external company and transactional data are categorized and only made available to specific job roles requiring access to such information.

Data Security and Protection Policy

The recent worldwide Covid-19 pandemic caused majority of our employees to work from home, resulting in the need of data protection. The Group has implemented the Data Security and Protection Policy to safeguard or protect data or information from corruption, theft or loss. As in previous years, the Group received no complaints related to data breaches of customer privacy and loss of customer data from outside parties or regulatory bodies in FY2021. Similarly, the Group is not aware of any identified leak, theft, or loss of customer data within in the same reporting period.

SUSTAINABILITY STATEMENT

cont'd

Sustainability Efforts in Motion for 2021

Thank You, Frontliners! - Ramadan 2021

Appreciation to the frontliners who worked tirelessly during the pandemic



*Balai Bomba & Penyelamat
Sungai Buloh*



Distribution of Carepacks by CSR Committee & Volunteers at Kuala Lumpur City Hall



Food Aid Box

Heeding the call of the "white flag initiative" by providing 200 food aid boxes to those families impacted by pandemic



Food Aid Box Preparation



Balai Polis Kota Damansara



Care Pack for Urban Poor & Flood Relief Care Box

Provided care pack to the urban poor registered with DBKL



Distribution of Carepacks by CSR Committee & Volunteers at Kuala Lumpur City Hall

SUSTAINABILITY STATEMENT

cont'd

Sustainability Efforts in Motion for 2021 (cont'd)

Aid to Flood Victims

Providing assistance to victims affected by flood



Assisting in Flood Aftermath Clean Up and Distributing Essential Items to the Flood Victims

Green Operations and a Resilient Workforce

SPS project and utilisation of natural daylight with all employees strictly adhering to Covid-19 prevention SOPs



Renewable Energy Project SPS installation on the warehouse rooftop



Utilisation of natural daylight in warehouse area



*Strict health and safety protocols within the building premises
(Staff performing weekly self-tests prior to entering the workplace)*

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

The Board of Directors of VSTECS Berhad ("**VSTECS**") is pleased to present its Statement on Risk Management and Internal Control for the financial year ended 31 December 2021, which has been prepared pursuant to Paragraph 15.26 (b) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and as guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers. This statement outlines the nature and state of internal control of the Group (comprising the Company and its subsidiaries) during the financial year.

BOARD'S RESPONSIBILITY

The Board of Directors acknowledges its overall responsibility for maintaining a sound internal control system for the Group to safeguard the shareholders' investment and the Group's assets, and to discharge their stewardship responsibilities in identifying risks and ensuring the implementation of appropriate systems to manage these risks in accordance with the best practices of the Malaysian Code on Corporate Governance ("**MCCG**").

The Board further recognises its responsibility for reviewing the adequacy and integrity of the Group's internal control systems and management information systems.

In view of the limitations that are inherent in any systems of internal control, the Group's system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objective and can only provide reasonable and not absolute assurance against material misstatement or loss.

For risk management, the Board, through the Enterprise Risk Management ("**ERM**") Committee, would determine the Company's level of risk tolerance and identify, assess and monitor key business risks including anti-bribery and corruption risk to safeguard shareholders' investments and the Company's assets.

For internal control, the Board confirms that there is a continuous process in place to identify, evaluate and manage the significant risks that may affect the achievement of business objectives. The process which has been instituted throughout the Group is updated and reviewed from time to time to stay relevant to the changes in the business environment, and this on-going process has been in place for the whole financial year under review and up to the date of adoption of this Annual Report.

ENTERPRISE RISK MANAGEMENT

The Board recognises that risk management is an integral part of the Group's business objectives and is critical for the Group to achieve continued profitability and sustainable growth in shareholders' value. In pursuing these objectives, the Group has adopted an ERM Framework in managing and addressing its sustainability risk and opportunities to support its long-term strategy and success. The ERM Committee which reports directly to the Audit Committee ("**AC**") was established by the Board, with the primary responsibility of ensuring the effective functioning of ERM Framework.

The ERM Committee assists the AC and the Board in the continuous process of identifying, measuring, controlling, monitoring, and reporting significant and material risks affecting the achievement of the Group's business objectives. It provides the Board and the Senior Management with a tool to anticipate and manage both the existing and potential risks, taking into consideration the changing risk profiles as dictated by changes in business and regulatory environment, the Group's strategies and functional activities throughout the year.

The ERM Framework is professionally developed based on internationally recognised standards. The ERM Committee has developed a risk assessment template, whereby the current year actual incidences and impacts for the respective risk identified were recorded for review, risk profiling and mitigating actions.

The ERM Committee meeting is held quarterly to identify any new risks, assess, evaluate and manage risks of the Group. The quarterly review ensures the mitigation actions are implemented effectively for the identified risks and incidences. Risks mitigation programme would include policy changes, establishment on new procedures and internal control work instructions, improvement in system controls, surveillance report and other measures. For the year under review, the top ten (10) identified risks are market risk, credit risk, vendor risk, political risk, inventory risk, project risk, business model/technology risk, new competition risk, bribery and corruption risk, and business disruption risk. The actual financial impact from the risks is also reviewed on a quarterly basis. Enhancements are made in line with the Board's commitment to improve the Group's governance, risk management and control framework, and practicing effective control culture and environment for the Group's business operations. The quarterly ERM reports including any new initiatives and risk management procedures are presented to the AC.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

cont'd

JOINT VENTURE AND ASSOCIATE

The disclosures in this statement do not include the risk management and internal control practices of the Group's associate company, ISATEC Sdn. Bhd. ("**ISATEC**"). Risk management and internal control procedures of the Group are also applicable to our joint venture company, Enrich Platinum Sdn. Bhd. ("**EPSB**"). The Group maintained Board seats in both entities to safeguard its interests in EPSB and ISATEC.

BUSINESS CONTINUITY MANAGEMENT

The Board is aware of the importance of an effective Business Continuity Management ("**BCM**") programme particularly in crisis and disaster management of the organisation and the impact of such threats may have on business operations. Additionally, it provides a framework for building organisational resilience that safeguard the interests of its stakeholders, reputation and value creating activities.

The Group has launched its BCM plan to all business units. The Group has also communicated its group-wide awareness on BCM to form the organisation's core values and effective management in order to enhance the realisation of the business unit's responsibility and accountability in ensuring the preparedness of the organisation's resiliency to crisis.

The Group performed notification-tree exercises to test responses from employees on 1 April 2021 and 1 October 2021 with regards to BCM and the results were satisfactory.

Further to that, the Group also performed an Enterprise Resource Planning ("**ERP**") system failover test to remote site and the results were positive. The Group has a disaster recovery location for ERP and other core systems at a data centre in Cyberjaya, Selangor to cater for mishap in the event of a disaster.

INTERNAL AUDIT FUNCTION

The Board through the AC endorsed and approved the scope of work for the internal audit ("**IA**") function through review of its one-year audit plan.

IA functions are executed by an outsourced independent professional firm and VSTECS' in-house IA team respectively to assess and review the sufficiency and adequacy of key internal controls on auditable areas, to highlight any weaknesses in internal control of existing standard practices and to provide recommendations to improve the internal controls within the Group. Scope of IA include review of internal control procedures, assessment of the Group's governance and risk management.

The Internal Auditors report directly to the AC on improvement measures pertaining to internal control, including subsequent follow-up and monitoring the progress of remedial action plans to determine the extent of their recommendations that have been implemented by the Management. IA reports are submitted to the AC, who reviews the findings with Management at its quarterly meetings. The Management is responsible for ensuring that corrective actions to control weaknesses are implemented within a defined time frame. The status of implementation is monitored through follow-up audits which are also reported to the AC.

In addition, the deficiencies noted by the External Auditors' and management's responsiveness to the control recommendations on deficiencies noted during financial audits provide added assurance that control procedures on functions with financial impact are in place, and are being adhered to. In assessing the adequacy and effectiveness of the system of internal controls and accounting control procedures of the Group, the AC reports to the Board its activities, significant results, findings and the necessary recommendations for improvement.

ANTI-BRIBERY AND CORRUPTION

The Group's Anti-Bribery and Corruption ("**ABC**") policy was established in compliance with the Malaysian Anti-Corruption Commission Act 2009 and its 2018 amendment which imposes new corporate liability provision (Section 17A) on commercial organisations for failure to prevent corruption. Section 17A was enforced in June 2020.

The composite of the ABC Compliance Committee ("**Compliance Committee**") members was selected based on competency, seniority and for independence of functions. Compliance Committee is responsible for the overall implementation of ABC policy and procedures and providing a reasonable level of assurance that all operations in the Group are in compliance with ABC policy, programme and the supporting operational policies.

Compliance Committee reports to ERM Committee which in turn reports to the AC of VSTECS.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

cont'd

KEY INTERNAL CONTROL PROCESSES

The key elements of the Group's internal control systems are described below:

- i) The Board has established an organisational structure with clearly defined lines of responsibilities, authority limits and accountability aligned to business and operations requirements which support the maintenance of a strong control environment;
- ii) The Board has established the Board Committees with clearly defined delegation of responsibilities within the defined terms of reference. These committees include the AC, Remuneration Committee and Nominating Committee which have been set up to assist the Board to perform its oversight functions. The committees have the authority to examine all matters within their scope and report to the Board on their recommendations; and
- iii) Management has also been established with appropriate empowerment to ensure effective management and supervision of the Group's core business operations. These committees include the Management Committee, ERM Committee, ABC Compliance Committee, Operation Committee, Credit Control Committee, Inventory Control Committee and Logistics Committee.

OTHER KEY ELEMENTS OF INTERNAL CONTROLS

- i) Quarterly financial results and other information are provided to the AC and the Board. This oversight review allows the Board to monitor and evaluate the Group's performance in achieving its corporate objectives;
- ii) The annual budget is reviewed and approved by the Board. The actual performance would be reviewed against the targets on a quarterly basis allowing timely response and necessary action plans to be taken to improve the performance;
- iii) Comprehensive financial accounts and management reports are prepared and reviewed by the Management Committee on a monthly basis for effective monitoring and decision-making;
- iv) Policies and procedures of core business processes are documented in a series of Standard Operating Procedures and are implemented throughout the Group. These policies and procedures are subject to periodic reviews, updates and continuous improvements to stay relevant to the changing risks and operational needs;
- v) Professionalism and competence of staff are maintained through a rigorous recruitment process, continuous in-house training, job quality improvement and a performance appraisal and review system;
- vi) Staff professionalism, industrial skill sets and job competency are progressively developed through broad based training and development programmes;
- vii) Code of Conduct and ABC policy are implemented within the Group for all stakeholders including Directors, Management, employees of the Group and business associates. These code and policy are established to promote a corporate culture which ensures ethical conduct throughout the Group;
- viii) ABC policy and procedures implementation include employees' declaration on compliance with ABC policy, notification letters to business partners on ABC policy and ABC trainings for Directors, employees and Business Partners. In addition, all employees are required to complete ABC e-tutorial on a periodic basis;
- ix) Whistle-Blowing Policy applies to employees and also vendors, partners, associates or any individuals, including the general public, in the performance of their assignment or conducting the business for or on behalf of the Group. The implementation of this policy enables the Group to address concerns that may adversely affect the reputation and interests of the Group effectively;
- x) Appropriate insurance coverage and physical safeguards over major assets and operating infrastructure systems integrity are in place to ensure that the assets and operations of the Group are adequately covered against any mishap that may result in material losses and operational disruptions to the Group; and
- xi) In the wake of the COVID-19 pandemic, workplace Standard Operating Procedures, processes and preventive measures have been established and implemented in line with government directive to ensure the health and safety of our employees and the community while containing the chances of an outbreak.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

The external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to the scope set out in the Audit and Assurance Practice Guide ("AAPG") 3, Guidance for Auditors on Engagements to Report on Statement on Risk Management and Internal Control included in the Annual Report issued by the Malaysian Institute of Accountants for inclusion in the Annual Report of the Group for the year ended 31 December 2021, and reported to the Board that nothing has come to their attention that cause them to believe that the statement intended to be included in the annual report of the Group, in all material respects:

- (a) has not been prepared in accordance with the disclosure required by paragraphs 41 and 42 of the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, or
- (b) is factually inaccurate.

AAPG 3 does not require the external auditors to consider whether the Directors' Statement on Risk Management and Internal Control covers all risk and controls, or to form an opinion on the adequacy and effectiveness of customers, the Group's risk management and internal control system including the assessment and opinion by the Board of Directors and management thereon. The auditors are also not required to consider whether the processes described to deal with material internal control aspects of any significant problems disclosed in the annual report will, in fact, remedy the problems.

CONCLUSION

The Board has reviewed the adequacy and effectiveness of the Group's risk management and internal control system for the year under review and up to the date of approval of this statement for inclusion in the annual report, and is of the view that the Group's risk management system and internal control is generally satisfactory and sufficient to safeguard the shareholders' investment, the interests of regulators and stakeholders such as customers and employees as well as the Group's assets.

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

The Board and Management will continue to take necessary measure to strengthen the control environment and monitor the effectiveness of the internal control framework of the Group.

This Statement on Risk Management and Internal Control is made in accordance with the Resolution of the Board of Directors passed on 28 March 2022.

REPORT OF THE AUDIT COMMITTEE

The Board of Directors (“**Board**”) of VSTECS Berhad (“**VSTECS**” or “**the Company**”) is pleased to present the Report of Audit Committee (“**AC**”) which provides insights as to the manner the AC discharged its functions for the Group for financial year ended 31 December 2021 (“**FY2021**”).

AUTHORITY

Pursuant to Section 5.7.1 of the Board Charter, the Board has established an AC as oversight in fulfilling the Board’s stewardship accountability to its Shareholders and financial stakeholders. The AC is committed to its role in ensuring the integrity of the Group’s financial reporting process and monitoring the management of risk and system of internal controls, external and internal audit process, and such other matters that may be specifically delegated to the AC by the Board.

COMPOSITION AND ATTENDANCES

The AC comprises four (4) members, which consist of three (3) Independent Non-Executive Directors (“**INEDs**”) and one (1) Non-Independent Non-Executive Director. This complies with Paragraph 15.09(1)(a) and (b) of the Main Market Listing Requirements (“**Main LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”).

Four (4) meetings were held during the year and the attendance of the AC members were as follows:

Directors	Designation	Directorate	Attendance
Abdul Aziz Bin Zainal Abidin	Chairman	Independent Non-Executive Director	4 out of 4 meetings
Wong Heng Chong	Member	Senior Independent Non-Executive Director	4 out of 4 meetings
Ong Wei Hiam	Member	Non-Independent Non-Executive Director	4 out of 4 meetings
Cheryl Khor Hui Peng (Appointed on 1 June 2021)	Member	Independent Non-Executive Director	2 out of 2 meetings

Encik Abdul Aziz Bin Zainal Abidin, an insurance practitioner who is a Fellow of the Malaysian Insurance Institute; Mr. Wong Heng Chong, a member of Chartered Accountants Australia and New Zealand and Malaysian Institute of Accountants (“**MIA**”); Mr. Ong Wei Hiam, a Fellow member of Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales; while Ms. Cheryl Khor Hui Peng, a member of MIA, Malaysian Institute of Certified Public Accountants and Institute of Internal Auditors, respectively.

As majority of AC members possessed the requisite qualifications, the Company has complied with the minimum requirement as set forth under Paragraph 15.09(1)(c) of the Main LR of Bursa Securities.

DIGITAL ASSESSMENT ON TERM OF OFFICE AND PERFORMANCE

In line with the advent of technology, the Company has adopted online AC members’ self and peer assessments survey which was duly completed by the AC members. Upon review, the Nominating Committee noted that the AC and its members have carried out their duties in accordance with the Terms of Reference of AC, thereby complying with Paragraph 15.20 of the Main LR of Bursa Securities.

MEETINGS

For FY2021, the AC held four meetings as follow:-

No.	AC Meeting	Date of Meeting	Private session with External Auditors without Executive Board members and Management
(1)	46th AC Meeting	23 February 2021	√
(2)	47th AC Meeting	18 May 2021	
(3)	48th AC Meeting	18 August 2021	
(4)	49th AC Meeting	10 November 2021	√

REPORT OF THE AUDIT COMMITTEE

cont'd

MEETINGS *cont'd*

For FY2021, two (2) private sessions were held with the External Auditors without the presence of the Executive Board members and Management ("**Private Sessions**").

As a standing practice, the Chief Executive Officer and the Chief Financial Officer were invited to attend all AC Meetings, except the Private Sessions, to facilitate the presentation as well as to provide clarification on audit issues arising from the Group's operations. The Head of in-house Internal Audit Department and the outsourced professional Internal Auditors were invited to attend AC Meetings to table their respective Internal Audit Reports.

Minutes of the AC Meetings were recorded by the Company Secretaries and tabled for confirmation at the next following AC Meeting and subsequently presented to the Board for notation. The AC Chairman conveyed to the Board on issues of significant concern raised by the AC, Internal Auditors and/or External Auditors.

TERMS OF REFERENCE

A copy of the Terms of Reference ("**TOR**") of the AC is available under "Corporate Governance" section on the Company's website at www.vstecs.com.my.

ACTIVITIES OF THE AUDIT COMMITTEE

The following is a summary of the main activities carried out by the AC during FY2021:

(a) Review of financial performance and results

- 1) Reviewed and recommended the quarterly financial results announcements and the annual audited financial statements of the Company and the Group for the consideration and approval of the Board of Directors, focusing particularly on:
 - a) The overall performance of the Group;
 - b) The prospects for the Group;
 - c) The changes and implementation of major accounting standards and practices; and
 - d) Compliance with accounting standards and other legal requirements.
- 2) Reviewed the significant assumptions made in preparing the financial statements, including financial estimates that have been identified as having high estimation uncertainty. The following significant matters in relation to the preparation of unaudited quarterly financial results were identified by the AC for FY2021:-
 - Allowance for Doubtful Accounts;
 - Inventory Obsolescence;
 - Monitoring of Key Financial Liabilities;
 - Fair Value Accounting Estimates;
 - Changes in or Implementation of Major Accounting standards; and
 - Application/Adoption of new Accounting Standard.
- 3) Reviewed the Group Budget for Year 2022 and the underlying assumptions.

REPORT OF THE AUDIT COMMITTEE

cont'd

ACTIVITIES OF THE AUDIT COMMITTEE *cont'd*

(b) Oversight of External Auditors

- 1) Reviewed with the External Auditors, KPMG PLT the Audit Planning Memorandum covering their scope of works, audit methodology, audit plan as well as proposed fees for the statutory audit and thereafter recommended the same to the Board for approval;
- 2) Reviewed the External Auditors' Report for FY2021;
- 3) Reviewed updates on the introduction of Malaysian Financial Reporting Standards and how they have impacted the Group and monitored the progress made by Management in meeting the new reporting requirements;
- 4) Received updates by the External Auditors on changes to the relevant guidelines on the regulatory and statutory requirements;
- 5) Receipt of KPMG PLT's confirmation on the independence of the engagement quality control reviewer and members of the engagement team in the audit for the purpose of the audit process in accordance with the terms of relevant professional and regulatory requirements;
- 6) Two (2) private sessions were held with the External Auditors without the presence of management to discuss on issues of concern and the minutes of those sessions were separately recorded;
- 7) Reviewed the performance of the External Auditors for FY2021 before recommending to the Board their re-appointment and fixing their remuneration at the forthcoming Twenty-Sixth Annual General Meeting in year 2022; and
- 8) Conducted the annual assessment on the suitability and independence of the External Auditors and received written assurance from the External Auditors confirming that they were and have been independent throughout the conduct of their audit engagement in accordance with all relevant professional and regulatory requirements.

(c) Oversight of Internal Auditors and Internal Audit Function

The AC noted that the Company maintains an Internal Audit Department ("IAD"), as well as the engagement of an outsourced professional firm, namely Baker Tilly Monteiro Heng Governance Sdn. Bhd. ("Baker Tilly" or "Outsourced Internal Auditors") with distinct scope of works and responsibilities.

- 1) For IAD, the AC has carried out the following activities:-
 - Reviewed the risk-based Internal Audit Plan 2022 tabled by the Internal Audit Manager to ensure adequate coverage of the internal audit programme and recommended the same to be tabled to the Board for notation;
 - Reviewed the Internal Audit Reports and recommendations for corrective actions tabled by the Internal Audit Manager;
 - Reviewed and was satisfied with the performance of the Internal Audit Manager for FY2021 using the adopted assessment form;
- 2) For the Outsourced Internal Auditors, the AC has carried out the following activities:-
 - Reviewed the risk-based Internal Audit Annual Plan 2022 tabled by Baker Tilly to ensure adequate coverage of the internal audit programme and recommended the same to be tabled to the Board for notation;
 - Reviewed the Internal Audit Reports and recommendations for corrective actions tabled by Baker Tilly;
 - Reviewed and was satisfied with the performance of the Baker Tilly for FY2021 using the adopted assessment form;

REPORT OF THE AUDIT COMMITTEE

cont'd

ACTIVITIES OF THE AUDIT COMMITTEE *cont'd*

(c) Oversight of Internal Auditors and Internal Audit Function *cont'd*

3) For the Internal Audit function:-

- Reviewed the adequacy of scope, functions, competency and resources of the internal audit function; and
- Reviewed the performance of both the IAD as well as the Outsourced Internal Auditors.

(d) Review of related party transactions ("RPTs") which includes recurrent related party transactions ("RRPTs")

- 1) Reviewed the RPTs entered into by the Company and the Group on a quarterly basis and concluded that there was no conflict of situation that might arise within the Company or Group for the applicable period;
- 2) Conducted an annual review of the RPTs in accordance with the Company's RPTs Policy and concluded that the RPTs have been carried out in the best interest of the Group, being fair, reasonable and were on normal commercial terms and not detrimental to the interest of the Company's minority shareholders; and
- 3) Received additional assurance from Baker Tilly, the Outsourced Internal Auditors in the form of a RPTs report with satisfactory rating based on the review by the latter on the tested samples of sales transactions entered into by the Company and its subsidiaries were at arm's length with reasonable profit margin earned by the Group.

(e) Oversight of Risk Committee and Risk Management function

(i) Enterprise Risk Management ("ERM") Committee

A dedicated Risk Committee known as "ERM Committee" comprising the CEO, CFO, CIO ("Chief Information Officer"), Group General Manager and selected Heads of Business Unit has been established by the Board. The ERM Committee which reports directly to the AC, has the primary responsibility of ensuring the effective functioning of ERM Framework.

The ERM Committee reviewed the overall risks assessment template with records of events and impact for FY2021.

(ii) Anti-Bribery and Corruption ("ABC") Compliance Committee

Effective 1 June 2020, Section 17A of the Malaysian Anti-Corruption Commission Act 2009 ("MACC Act") was amended to include the corporate liability of Malaysian commercial organisations ("CO") for corruption offences under the new provision.

ABC Compliance Committee oversight by ERM Committee has been established in June 2020 to implement the ABC Policy and its supporting programmes.

Members of the ABC Compliance Committee comprises of CFO (Chairman), CEO, CIO and selected senior management members of business units.

(f) ABC Compliance and Adequate Procedures

(i) Adoption of ABC Policy

During FY2021, the Company has been defined as a CO under the Guidelines on Adequate Procedures ("GAP") issued by the Prime Minister's Office in December 2018. The GAP sets out adequate procedures a CO would need to put in place as defence to a corporate liability charged under the MACC Act, the CO has established the ABC Policy and the supporting programmes.

REPORT OF THE AUDIT COMMITTEE

cont'd

ACTIVITIES OF THE AUDIT COMMITTEE *cont'd*

(f) **ABC Compliance and Adequate Procedures** *cont'd*

(ii) **ABC Compliance Committee**

For FY2021, a dedicated Compliance Committee known as “ABC Compliance Committee” has been established. The Committee is chaired by the CFO, and members comprise of CEO, CIO and selected senior management members of business units.

The ABC Compliance Committee reports directly to ERM Committee which in turn would report to the AC.

INTERNAL AUDIT FUNCTION AND ACTIVITIES

Internal Audit Function

The Internal Audit function of VSTECS comprises in-house IAD and Outsourced Internal Auditors i.e. Baker Tilly.

Internal Auditors report functionally and independently to the AC. The Internal Auditors are free from any conflict of interest with the Company and are independent of management or the operational activities reviewed for objective assessments. Internal Auditors' role encompasses risk-based examination and provides independent and reasonable assurance on the adequacy, integrity and effectiveness of the Group's overall system of internal control, risk management and governance. In-house IAD is free from interference in determining its scope of internal auditing and performing its internal audit work.

The purpose, authority and responsibility of the Internal Audit function as identified by the AC in the form of Internal Audit Charter includes furnishing the AC with audit reports which include independent analyses, appraisals, advice and information on the activities reviewed.

Activities

- 1) During FY2021, the IAD and Outsourced Internal Auditors carried out audit assignments in accordance with the approved Internal Audit Plans 2021 for the Group.
- 2) Both the IAD and Outsourced Internal Auditors have tabled their risk-based Internal Audit Plans for 2022 to the AC for approval and the same has been recommended by the AC to the Board for notation.
- 3) The audit reports covering the following areas with relevant audit recommendations and Management's responses in regards to any audit findings on the weaknesses in the systems and controls of the operations were presented to the AC for discussion:-
 - The IAD presented their review reports on revenue and cost of goods sold recognition and completeness of contracts/agreements for ISATEC Sdn. Bhd.; non-compliance of stock release process for VSTECS Pericomp Sdn. Bhd.; account payable management, budgetary control and monitoring, and human resource system for the Group.
 - Baker Tilly presented their review report on information and communication technologies (“ICT”) infrastructure and support, non-current assets management, corporate governance compliance, order processing and billing for VSTECS Astar Sdn. Bhd. (“**VSTECS Astar**”), collection and credit control for VSTECS Astar, and compliance review of Section 17A of the MACC Act for the Group.
 - Baker Tilly affirmed to the AC that root cause analysis has been conducted as part of the Internal Audit works to enable relevant recommendations to address the weaknesses noted.
- 4) The IAD also reported to the AC on the Investigation Report on Whistleblowing with the actions taken and the recommended mitigation action.

REPORT OF THE AUDIT COMMITTEE

cont'd

INTERNAL AUDIT FUNCTION AND ACTIVITIES *cont'd*

Internal Audit Charter

The Internal Audit Charter (“**IAC**”) should be regularly reviewed by the AC and the IAC has been reviewed by the AC during the financial year and the same has been recommended to the Board for approval. Accordingly, the IAC was approved by the Board on 8 November 2018.

Assessment on adequacy and performance

The AC has conducted an assessment to assess the adequacy and performance of the Outsourced Internal Auditors and IAD for FY2021 based on the following main criteria:-

- (i) Qualification and Experience;
- (ii) Understanding;
- (iii) Charter and Structure;
- (iv) Skills and experiences;
- (v) Communication;
- (vi) Internal Audit Function;
- (vii) In-house IA Assessment;
- (viii) Outsourced IA Assessment; and
- (ix) Performance.

Upon evaluation, the AC concluded that the overall performance of the Outsourced Internal Auditors and IAD for FY2021 was adequate and the AC was satisfied with the adequacy and performance of the Outsourced Internal Auditors and IAD during the financial period under review.

Resources

The IAD is headed by Ms. Pearly Lee Pei Sze, graduated with a Degree in Bachelor Degree (Honours) in Applied Accounting and she is assisted by one (1) Executive, an affiliate of Association of Chartered Certified Accountants (UK).

Baker Tilly, the Outsourced Internal Auditors is headed by Mr. Kuan Yew Choong, a Chartered Accountant as the Engagement Partner. He is a Fellow Member of the Association of Chartered Certified Accountants (FCCA), Chartered Accountant with the MIA as well as Chartered Member of the IIAM with over 20 years of experience in conducting and leading the internal audit and review of internal controls, governance and risk practices and systems for many of the public listed companies as well as private companies or organisations. He is assisted by 3 staffs, depending on the auditable work scope, serving as the IA Engagement Team to the Company.

For FY2021, both the IAD personnel and the Baker Tilly Engagement Team personnel have affirmed to the AC that they were free from any relationships or conflicts of interest, which could impair their objectivity and independency.

Costs Incurred for FY2021

The total cost incurred for the Internal Audit Function for FY2021 was RM247,578 segregated in the following manner:-

- | | |
|---------------------------|----------------------|
| 1) IAD – RM206,578 | (FY 2020: RM180,780) |
| 2) Baker Tilly – RM41,000 | (FY 2020: RM41,000) |

This Report of the AC is made in accordance with the Resolution of the Board of Directors passed on 28 March 2022.

OTHER INFORMATION

Required by the Main LR of Bursa Securities

In compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the following are provided:-

1. UTILISATION OF PROCEEDS

During the financial year, no proceeds were raised by the Company from any corporate proposal.

2. AUDIT AND NON-AUDIT FEES

For the financial year ended 31 December 2021, the External Auditors has rendered audit and non-audit services to the Company and the Group, a breakdown of which is listed as below for information:-

	Group RM	Company RM
<u>Audit services rendered</u>	224,000	77,000
<u>Non-Audit Fees</u>		
1) Report on Directors' Statement on Risk Management and Internal Control	10,000	10,000
2) Tax services provided by its local affiliates	133,445	7,425
	143,445	17,425

3. MATERIAL CONTRACTS AND CONTRACTS RELATING TO LOAN

None of the directors and/or major shareholders has any material contract with the Company and/or its subsidiaries either still subsisting at the end of the financial year ended 31 December 2021 or entered into since the end of the previous financial year.

4. DIRECTORS' TRAINING AND EDUCATION

The Directors attended numerous trainings during the financial year ended 31 December 2021 and the details of trainings are disclosed the Corporate Governance Overview Statement on Page 53 to 54 of this Annual Report.

5. RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Significant related party transactions of the Group for the financial year are disclosed in Note 29 to the Financial Statements.

6. SHARE ISSUANCE SCHEME FOR EMPLOYEES

The Group did not offer any share scheme for employees during the financial year ended 31 December 2021.

7. LIST OF PROPERTIES

The Group did not own any property of which its net book value is 5% or more of the consolidated total assets as at the end of the financial year ended 31 December 2021.

STATEMENT OF DIRECTORS' RESPONSIBILITY

In relation to the preparing of the financial statements

This statement is prepared as required by the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

The Directors are required to prepare annual financial statements which are in accordance with applicable approved accounting standards; to give a true and fair view of the state of affairs of the Group and the Company as at the end of the financial year; and of their results and their cash flows for that year then ended.

The Directors consider that in preparing the financial statements of the Group and the Company for the financial year ended 31 December 2021:-

- the Group and the Company have adopted appropriate accounting policies and applied them consistently;
- the statements are supported by reasonable and prudent judgements and estimates;
- all applicable approved accounting standards in Malaysia, including but not limited to Malaysian Financial Reporting Standards ("**MFRS**") and International Financial Reporting Standards ("**IFRS**") have been followed; and
- prepared the abovementioned financial statements on a going concern basis.

The Directors are also responsible for ensuring that the Group and the Company keep proper accounting records which disclose the financial position of the Group and of the Company with reasonable accuracy at any time, thus enabling the financial statements to be complied with the requirements of the Companies Act 2016 and have been made out in accordance with applicable MFRS, IFRS and the Main LR of Bursa Securities.

The Directors are also responsible for taking the necessary steps whenever required to ensure appropriate systems are in place to safeguard the assets of the Group and of the Company, and to detect and prevent fraud and other irregularities. The systems, by their nature, can only provide reasonable and not absolute assurance against material misstatements, whether due to fraud or error.

This Statement on Directors' Responsibility is made in accordance with a resolution of the Board of Directors passed on 28 March 2022.



FINANCIAL STATEMENTS

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DIRECTORS' REPORT

For the year ended 31 December 2021

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are as stated in Note 6 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

SUBSIDIARIES

The details of the Company's subsidiaries are disclosed in Note 6 to the financial statements.

RESULTS

	Group RM'000	Company RM'000
Profit for the year attributable to:		
Owners of the Company	54,992	19,971

RESERVES AND PROVISIONS

There were no material transfers to or from reserves and provisions during the financial year under review except as disclosed in the financial statements.

DIVIDENDS

Since the end of the previous financial year, the amount of dividends paid by the Company were as follows:

- i) In respect of the financial year ended 31 December 2020:
 - a single tier interim dividend of 4.5 sen per ordinary share, totalling RM8,033,000 declared on 24 February 2021 and paid on 21 May 2021.
- ii) In respect of the financial year ended 31 December 2021:
 - a single tier interim dividend of 1.5 sen per ordinary share, totalling RM5,355,000 declared on 19 August 2021 and paid on 27 October 2021.

The second single tier interim dividend declared by the Directors in respect of the financial year ended 31 December 2021 is a single tier dividend of 3.7 sen per ordinary share.

The single tier special interim dividend declared by the Directors in respect of the financial year ended 31 December 2021 is a single tier dividend of 0.5 sen per ordinary share.

The Directors do not recommend any final dividend to be paid for the financial year ended 31 December 2021.

DIRECTORS' REPORT

For the year ended 31 December 2021

cont'd

DIRECTORS OF THE COMPANY

Directors who served during the financial year until the date of this report are:

Soong Jan Hsung
 Wong Heng Chong
 Ong Wei Hiam
 Abdul Aziz bin Zainal Abidin
 Dato' Khoo Sin Aik
 Foo Sen Chin (Demised on 18 November 2021)
 Cheryl Khor Hui Peng (Appointed on 1 June 2021)
 Lee Marn Fong @ Wu Marn Fong (Appointed on 16 February 2022)

DIRECTORS OF SUBSIDIARIES

The Directors who served in the subsidiaries during the financial year until the date of this report are:

Soong Jan Hsung
 Chan Puay Chai
 Tee Ang Kuan
 Foo Sen Chin (Demised on 18 November 2021)
 Lee Marn Fong @ Wu Marn Fong (Appointed on 22 March 2022)

DIRECTORS' INTERESTS IN SHARES

The interests and deemed interests in the ordinary shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at financial year end (including the interests of the spouses or children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows:

	At 1.1.2021	Number of ordinary shares			At 31.12.2021
		Bonus issue	Bought	Sold	
Soong Jan Hsung					
<i>Own interest in the Company</i>					
- direct	225,000	225,000	-	-	450,000
Wong Heng Chong					
<i>Own interest in the Company</i>					
- direct	225,000	225,000	-	-	450,000
Dato' Khoo Sin Aik					
<i>Own interest in the Company</i>					
- indirect	-	-	10,000	-	10,000

None of the other Directors holding office at 31 December 2021 had any interest in the ordinary shares of the Company and of its related corporations during the financial year.

DIRECTORS' REPORT

For the year ended 31 December 2021
cont'd

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than those fees and other benefits included in the aggregate amount of remuneration received or due and receivable by Directors as shown in the financial statements or the fixed salary of a full time employee of the Company or of related corporations) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, other than certain Directors who have substantial financial interests in a company which traded with certain companies in the Group in the ordinary course of business as disclosed in Note 29 to the financial statements.

There were no arrangements during and at the end of the financial year which had the object of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company issued 180,000,000 new ordinary shares pursuant to the bonus issue on the basis of one (1) share for every one (1) existing ordinary share held in the Company.

The bonus issue exercise was completed on 4 August 2021 following the listing and quotation of the 180,000,000 shares issued pursuant to the bonus issue on the Main Market of Bursa Malaysia Securities Berhad. These new ordinary shares issued rank pari passu in all respect with the existing ordinary shares of the Company.

There were no other changes in the issued and paid-up capital of the Company during the financial year.

There were no debentures issued during the financial year.

OPTIONS GRANTED OVER UNISSUED SHARES

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

INDEMNITY AND INSURANCE COSTS

During the financial year, the Company maintained a Directors and Officers' Liability Insurance for the purpose of Section 289 of the Companies Act 2016. The total insured limit for the Directors and Officers' Liability Insurance was RM10,000,000 per occurrence and in the aggregate. The insurance premium for the Company is RM14,500 a year.

OTHER STATUTORY INFORMATION

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

- i) all known bad debts have been written off and adequate provision made for doubtful debts, and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

DIRECTORS' REPORT

For the year ended 31 December 2021

cont'd

OTHER STATUTORY INFORMATION *cont'd*

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

- i) that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- iv) not otherwise dealt with in this report or the financial statements that would render any amount stated in the financial statements of the Group and of the Company misleading.

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

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

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

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 December 2021 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

AUDITORS

The auditors, KPMG PLT have indicated their willingness to accept re-appointment.

The auditors' remuneration is disclosed in Note 20 to the financial statements.

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

Lee Marn Fong @ Wu Marn Fong
Director

Soong Jan Hsung
Director

Petaling Jaya,

23 March 2022

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2021

		Group		Company	
	Note	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Assets					
Plant and equipment	3	2,242	2,152	-	804
Right-of-use assets	4	3,949	5,422	-	-
Intangible asset	5	571	571	-	-
Investments in subsidiaries	6	-	-	77,022	77,022
Investment in an associate	7	23,935	22,574	18,796	18,796
Investment in a joint venture	8	13,910	13,937	12,170	12,170
Investment in club membership		62	62	-	-
Deferred tax assets	15	1,660	897	-	14
Receivables and deposits	10	292	322	-	-
Total non-current assets		46,621	45,937	107,988	108,806
Inventories	9	222,533	86,526	-	-
Receivables and deposits	10	345,695	318,653	3,317	11,269
Prepayments		769	880	11	216
Tax recoverable		-	-	162	-
Cash and cash equivalents	11	72,652	98,325	15,745	1,110
		641,649	504,384	19,235	12,595
Assets classified as held for sale	12	-	9,000	-	-
Total current assets		641,649	513,384	19,235	12,595
Total assets		688,270	559,321	127,223	121,401
Equity					
Share capital	13	90,000	90,000	90,000	90,000
Reserves	14	285,827	244,223	36,562	29,979
Total equity attributable to owners of the Company		375,827	334,223	126,562	119,979
Liabilities					
Lease liabilities		2,103	3,614	-	-
Total non-current liabilities		2,103	3,614	-	-
Lease liabilities		1,921	1,827	-	-
Payables and accruals	16	283,766	202,113	661	1,311
Contract liabilities	17	15,961	12,175	-	-
Derivative financial liabilities	18	1,721	1,691	-	-
Tax payable		6,971	3,678	-	111
Total current liabilities		310,340	221,484	661	1,422
Total liabilities		312,443	225,098	661	1,422
Total equity and liabilities		688,270	559,321	127,223	121,401

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

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2021

	Note	Group		Company	
		2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Revenue	19	2,625,818	2,017,489	20,900	15,723
Cost of sales		(2,486,447)	(1,911,486)	-	-
Gross profit		139,371	106,003	20,900	15,723
Other income		1,901	1,823	5	-
Distribution expenses		(45,785)	(41,879)	-	-
Administrative expenses		(24,588)	(21,573)	(1,074)	(3,030)
Net loss on impairment of financial instruments		(292)	(213)	-	-
Results from operating activities	20	70,607	44,161	19,831	12,693
Finance income	21	1,304	1,680	193	259
Finance costs	22	(217)	(122)	-	-
Net finance income		1,087	1,558	193	259
Share of profit of equity-accounted associate, net of tax	7	2,161	2,148	-	-
Share of profit of equity-accounted joint venture, net of tax	8	573	611	-	-
Profit before tax		74,428	48,478	20,024	12,952
Tax expense	24	(19,436)	(11,697)	(53)	(445)
Profit for the year/Total comprehensive income for the year attributable to owners of the Company		54,992	36,781	19,971	12,507
Earnings per share attributable to owners of the Company:					
Basic (sen)	25	15.4	10.3		

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

STATEMENTS OF CHANGES IN EQUITY

For the year ended 31 December 2021

<----Attributable to owners of the Company---->						
		<Non-distributable>		Distributable		
	Note	Share capital RM'000	Treasury shares RM'000	Merger reserve RM'000	Retained earnings RM'000	Total equity RM'000
Group						
At 1 January 2020		90,000	(931)	-	218,713	307,782
Profit for the year/Total comprehensive income for the year		-	-	-	36,781	36,781
Own shares acquired		-	(522)	-	-	(522)
Dividends to owners of the Company	26	-	-	-	(9,818)	(9,818)
At 31 December 2020/1 January 2021		90,000	(1,453)	-	245,676	334,223
Profit for the year/Total comprehensive income for the year		-	-	-	54,992	54,992
Dividends to owners of the Company	26	-	-	-	(13,388)	(13,388)
At 31 December 2021		90,000	(1,453)	-	287,280	375,827
		Note 13	Note 14.3		Note 14.2	
Company						
At 1 January 2020		90,000	(931)	22,961	5,782	117,812
Profit for the year/Total comprehensive income for the year		-	-	-	12,507	12,507
Own shares acquired		-	(522)	-	-	(522)
Dividends to owners of the Company	26	-	-	-	(9,818)	(9,818)
At 31 December 2020/1 January 2021		90,000	(1,453)	22,961	8,471	119,979
Profit for the year/Total comprehensive income for the year		-	-	-	19,971	19,971
Dividends to owners of the Company	26	-	-	-	(13,388)	(13,388)
At 31 December 2021		90,000	(1,453)	22,961	15,054	126,562
		Note 13	Note 14.3	Note 14.1		

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

STATEMENTS OF CASH FLOWS

For the year ended 31 December 2021

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Cash flows from operating activities				
Profit before tax	74,428	48,478	20,024	12,952
<i>Adjustments for:</i>				
Depreciation of plant and equipment	822	1,016	-	287
Depreciation of investment properties	-	26	-	-
Depreciation of right-of-use assets	1,929	1,966	-	-
Dividend income from subsidiaries	-	-	(19,500)	(11,700)
Dividend income from an associate	-	-	(800)	(800)
Dividend income from a joint venture	-	-	(600)	(550)
Gain on disposal of plant and equipment	(20)	-	-	-
Gain on derecognition of right-of-use asset	(12)	-	-	-
Loss on foreign exchange				
- Unrealised	966	616	-	-
Finance costs	217	122	-	-
Finance income	(1,304)	(1,680)	(193)	(259)
Fair value changes on financial instruments	30	(583)	-	-
Impairment loss on investment properties	-	362	-	-
Plant and equipment written off	13	1	-	-
Share of profit of equity-accounted associate, net of tax	(2,161)	(2,148)	-	-
Share of profit of equity-accounted joint venture, net of tax	(573)	(611)	-	-
Operating profit/(loss) before changes in working capital	74,335	47,565	(1,069)	(70)
Changes in working capital:				
Inventories	(136,007)	45,099	-	-
Receivables, deposits and prepayments	(26,785)	(24,978)	1,314	579
Payables and accruals	80,687	(26,390)	(650)	566
Contract liabilities	3,786	6,917	-	-
Cash (used in)/generated from operations	(3,984)	48,213	(405)	1,075
Tax paid	(16,906)	(10,380)	(312)	(482)
Net cash (used in)/from operating activities	(20,890)	37,833	(717)	593
Cash flows from investing activities				
Acquisition of plant and equipment	(926)	(947)	(33)	(511)
Proceeds from disposal of plant and equipment	21	-	837	-
Proceeds from disposal of investment properties	9,000	-	-	-
Dividend income from subsidiaries	-	-	19,500	11,700
Dividend income from an associate	800	800	800	800
Dividend income from a joint venture	600	550	600	550
Net cash from investing activities	9,495	403	21,704	12,539

STATEMENTS OF CASH FLOWS

For the year ended 31 December 2021

cont'd

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Cash flows from financing activities				
Repayment from/(to) subsidiaries	-	-	7,000	(2,000)
Interest paid	(217)	(122)	-	-
Interest received	1,188	1,539	36	68
Dividends paid to owners of the Company	(13,388)	(9,818)	(13,388)	(9,818)
Payment of lease liabilities	(1,861)	(2,003)	-	-
Repurchase of treasury shares	-	(522)	-	(522)
Net cash used in financing activities	(14,278)	(10,926)	(6,352)	(12,272)
Net (decrease)/increase in cash and cash equivalents	(25,673)	27,310	14,635	860
Cash and cash equivalents at 1 January	98,325	71,015	1,110	250
Cash and cash equivalents at 31 December	72,652	98,325	15,745	1,110

Cash and cash equivalents

Cash and cash equivalents included in the statements of cash flows comprise the following statements of financial position amounts:

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Cash and bank balances	72,030	97,711	15,745	1,110
Liquid investments	622	614	-	-
	72,652	98,325	15,745	1,110

Cash outflows for leases as a lessee

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Included in net cash from operating activities:				
Interest paid in relation to lease liabilities	217	122	-	-
Included in net cash from financing activities:				
Payment of lease liabilities	1,861	2,003	-	-
Total cash outflows for leases	2,078	2,125	-	-

STATEMENTS OF CASH FLOWS

For the year ended 31 December 2021

cont'd

Reconciliation of movements of liabilities to cash flows arising from financing activities

	At 1 January 2020 RM'000	Net changes from financing cash flows RM'000	Acquisition of new lease RM'000	At 31 December 2020/ 1 January 2021 RM'000	Net changes from financing cash flows RM'000	Acquisition of new lease RM'000	Termination of lease contract RM'000	At 31 December 2021 RM'000
Group								
Lease liabilities	2,113	(2,003)	5,331	5,441	(1,861)	485	(41)	4,024

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

NOTES TO THE FINANCIAL STATEMENTS

VSTECS Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The addresses of the principal place of business and registered office of the Company are as follows:

Principal place of business

Lot 3, Jalan Teknologi 3/5
Taman Sains Selangor
Kota Damansara
47810 Petaling Jaya

Registered office

Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2021 comprise the Company and its subsidiaries (together referred to as the "Group" and individually referred to as "Group entities") and the Group's interest in an associate and a joint venture. The financial statements of the Company as at and for the financial year ended 31 December 2021 do not include any other entities.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are as stated in Note 6 to the financial statements.

These financial statements were authorised for issue by the Board of Directors on 23 March 2022.

1. BASIS OF PREPARATION

(a) Statement of compliance

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

The following are accounting standards, interpretations and amendments of the MFRSs that have been issued by the Malaysian Accounting Standards Board ("MASB") but have not been adopted by the Group and the Company:

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 April 2021

- Amendment to MFRS 16, *Leases – Covid-19-Related Rent Concessions beyond 30 June 2021*

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2022

- Amendments to MFRS 1, *First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements to MFRS Standards 2018–2020)*
- Amendments to MFRS 3, *Business Combinations – Reference to the Conceptual Framework*
- Amendments to MFRS 9, *Financial Instruments (Annual Improvements to MFRS Standards 2018–2020)*
- Amendments to Illustrative Examples accompanying MFRS 16, *Leases (Annual Improvements to MFRS Standards 2018–2020)*
- Amendments to MFRS 116, *Property, Plant and Equipment – Proceeds before Intended Use*
- Amendments to MFRS 137, *Provisions, Contingent Liabilities and Contingent Assets – Onerous Contracts – Cost of Fulfilling a Contract*
- Amendments to MFRS 141, *Agriculture (Annual Improvements to MFRS Standards 2018–2020)*

NOTES TO THE FINANCIAL STATEMENTS

cont'd

1. BASIS OF PREPARATION *cont'd*

(a) Statement of compliance *cont'd*

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2023

- MFRS 17, *Insurance Contracts*
- Amendments to MFRS 17, *Insurance Contracts* – Initial application of MFRS 17 and MFRS 9 – Comparative Information
- Amendments to MFRS 101, *Presentation of Financial Statements* – Classification of Liabilities as Current or Non-current and Disclosures of Accounting Policies
- Amendments to MFRS 108, *Accounting Policies, Changes in Accounting Estimates and Errors* – Definition of Accounting Estimates
- Amendments to MFRS 112, *Income Taxes* – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

MFRSs, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed

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

The Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments:

- from the annual period beginning on 1 January 2022 for the amendment that is effective for annual periods beginning on or after 1 April 2021.
- from the annual period beginning on 1 January 2022 for those amendments that are effective for annual periods beginning on or after 1 January 2022, except for amendments to MFRS 1 and MFRS 141 which are not applicable to the Group and the Company.
- from the annual period beginning on 1 January 2023 for the accounting standard and amendments that are effective for annual periods beginning on or after 1 January 2023, except for MFRS 17 and amendments to MFRS 17 which are not applicable to the Group and the Company.

The initial application of the abovementioned accounting standard and amendments are not expected to have any material financial impact to the current and prior period financial statements of the Group and of the Company.

(b) Basis of measurement

The financial statements of the Group and the Company have been prepared on the historical cost basis other than as disclosed in the financial statements.

(c) Functional and presentation currency

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

(d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than Note 30.4 – measurement of expected credit loss ("ECL").

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these financial statements and have been applied consistently by the Group entities, unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities, including structured entities, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date the control ceases.

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

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

(ii) Business combinations

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

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

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

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

(iii) Associates

Associates are entities in which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the consolidated financial statements using the equity method less any impairment losses, unless it is classified as held for sale or distribution. The cost of the investment includes transaction costs. The consolidation financial statements include the Group's share of the profit or loss and other comprehensive income of the associates, after adjustments if any, to align the accounting policies with those of the Group, from the date the significant influence commences until the date that significant influence ceases.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(a) Basis of consolidation *cont'd*

(iii) Associates *cont'd*

When the Group's share of losses exceeds its interest in an associate, the carrying amount of that interest including any long-term investments is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

When the Group ceases to have significant influence over an associate, any retained interest in the former associate at the date when significant influence is lost is measured at fair value and this amount is regarded as the initial carrying amount of a financial asset. The difference between the fair value of any retained interest plus proceeds from the interest disposed of and the carrying amount of the investment at the date when equity method is discontinued is recognised in the profit or loss.

When the Group's interest in an associate decreases but does not result in a loss of significant influence, any retained interest is not remeasured. Any gain or loss arising from the decrease in interest is recognised in profit or loss. Any gains or losses previously recognised in other comprehensive income are also reclassified proportionately to the profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses. The cost of investment includes transaction costs.

(iv) Joint arrangements

Joint arrangements are arrangements of which the Group has joint control, established by contracts requiring unanimous consent for decisions about the activities that significantly affect the arrangements' returns.

Joint arrangements are classified and accounted for as follows:

- A joint arrangement is classified as "joint operation" when the Group or the Company has rights to the assets and obligations for the liabilities relating to an arrangement. The Group and the Company account for each of its share of the assets, liabilities and transactions, including its share of those held or incurred jointly with the other investors, in relation to the joint operation.
- A joint arrangement is classified as "joint venture" when the Group or the Company has rights only to the net assets of the arrangements. The Group accounts for its interest in the joint venture using the equity method. Investments in joint venture are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investment includes transaction costs.

(v) Acquisition of non-controlling interests

The Group accounts for changes in its ownership interest in a subsidiary that do not result in a loss of control as equity transactions between the Group and its non-controlling interest holders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against Group reserves.

(vi) Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statement of financial position. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the former subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity-accounted investee or as a financial asset depending on the level of influence retained.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(a) Basis of consolidation *cont'd*

(vii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

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

(b) Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting date, except for those that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss.

(c) Financial instruments

(i) Recognition and initial measurement

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without significant financing component) or a financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss, transactions costs that are directly attributable to its acquisition or issuance. A trade receivable without a significant financing component is initially measured at the transaction price.

An embedded derivative is recognised separately from the host contract where the host contract is not a financial asset, and accounted for separately if, and only if, the derivative is not closely related to the economic characteristics and risks of the host contract and the host contract is not measured at fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with policy applicable to the nature of the host contract.

(ii) Financial instrument categories and subsequent measurement

Financial assets

Categories of financial assets are determined on initial recognition and are not reclassified subsequent to their initial recognition unless the Group or the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change of the business model.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(c) Financial instruments *cont'd*

(ii) Financial instrument categories and subsequent measurement *cont'd*

Financial assets *cont'd*

(a) Amortised cost

Amortised cost category comprises financial assets that are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The financial assets are not designated as fair value through profit or loss. Subsequent to initial recognition, these financial assets are measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairments are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Interest income is recognised by applying effective interest rate to the gross carrying amount except for credit impaired financial assets (see Note 2(k)(i)) where the effective interest rate is applied to the amortised cost.

(b) Fair value through other comprehensive income

Equity instruments

This category comprises investment in equity that is not held for trading, and the Group and the Company irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of investment. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are not reclassified to profit or loss.

(c) Fair value through profit or loss

All financial assets not measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. This includes derivative financial assets. On initial recognition, the Group or the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets categorised as fair value through profit or loss are subsequently measured at their fair value. Net gains or losses, including any interest or dividend income, are recognised in the profit or loss.

All financial assets, except for those measured at fair value through profit or loss and equity investments measured at fair value through other comprehensive income, are subject to impairment assessment (see Note 2(k)(i)).

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(c) Financial instruments *cont'd*

(ii) Financial instrument categories and subsequent measurement *cont'd*

Financial liabilities

The categories of financial liabilities at initial recognition are as follows:

(a) Fair value through profit or loss

Fair value through profit or loss category comprises financial liabilities that are derivatives, contingent consideration in a business combination and financial liabilities that are specifically designated into this category upon initial recognition.

On initial recognition, the Group or the Company may irrevocably designate a financial liability that otherwise meets the requirements to be measured at amortised cost as at fair value through profit or loss:

- (a) if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise;
- (b) a group of financial liabilities or assets and financial liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided internally on that basis to the Group's key management personnel; or
- (c) if a contract contains one or more embedded derivatives and the host is not a financial asset in the scope of MFRS 9, where the embedded derivative significantly modifies the cash flows and separation is not prohibited.

Financial liabilities categorised as fair value through profit or loss are subsequently measured at their fair value with gains or losses, including any interest expense are recognised in the profit or loss.

For financial liabilities where it is designated as fair value through profit or loss upon initial recognition, the Group and the Company recognise the amount of change in fair value of the financial liability that is attributable to change in credit risk in the other comprehensive income and remaining amount of the change in fair value in the profit or loss, unless the treatment of the effects of changes in the liability's credit risk would create or enlarge an accounting mismatch.

(b) Amortised cost

Other financial liabilities not categorised as fair value through profit or loss are subsequently measured at a mortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in the profit or loss. Any gains or losses on derecognition are also recognised in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(c) Financial instruments *cont'd*

(iii) Regular way purchase or sale of financial assets

A regular way purchase or sale of financial assets is recognised and derecognised, as applicable, using trade date or settlement date accounting in the current year.

Trade date accounting refers to:

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

Settlement date accounting refers to:

- (a) the recognition of an asset on the day it is received by the Group or the Company; and
- (b) derecognition of an asset and recognition of any gain or loss on disposal on the day that is delivered by the Group or the Company.

Any change in the fair value of the asset to be received during the period between the trade date and the settlement date is accounted in the same way as it accounts for the acquired asset.

Generally, the Group or the Company applies settlement date accounting unless otherwise stated for the specific class of asset.

(iv) Financial guarantee contracts

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

Financial guarantees issued are initially measured at fair value. Subsequently, they are measured at higher of:

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

Liabilities arising from financial guarantees are presented together with other provisions.

(v) Derecognition

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

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged, cancelled or expires. A financial liability is also derecognised when its terms are modified and the cash flows of the modified liability are substantially different, in which case, a new financial liability based on modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(d) Plant and equipment

(i) Recognition and measurement

Items of plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

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

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

The gain or loss on disposal of an item of plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of plant and equipment and is recognised net within "other income" and "other expenses" respectively in profit or loss.

(ii) Subsequent costs

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

(iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment from the date that they are available for use.

The estimated useful lives for the current and comparative periods are as follows:

- | | |
|--------------------------|---------|
| • Office equipment | 5 years |
| • Office renovation | 5 years |
| • Motor vehicles | 5 years |
| • Furniture and fittings | 4 years |

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

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(e) Leases

(i) Definition of a lease

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

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the customer has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the customer has the right to direct the use of the asset. The customer has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the customer has the right to direct the use of the asset if either the customer has the right to operate the asset; or the customer designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone price. However, for leases of properties in which the Group is a lessee, it has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

(ii) Recognition and initial measurement

(a) As a lessee

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

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the respective Group entities' incremental borrowing rate. Generally, the Group entities use their incremental borrowing rate as the discount rate.

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

- fixed payments, including in-substance fixed payments less any incentives receivables;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Group is reasonably certain to exercise; and
- penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(e) Leases *cont'd*

(ii) Recognition and initial measurement *cont'd*

(b) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

If an arrangement contains lease and non-lease components, the Group applies MFRS 15 to allocate the consideration in the contract based on the stand-alone selling prices.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sublease as an operating lease.

(iii) Subsequent measurement

(a) As a lessee

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of the right-of-use assets are determined on the same basis as those of plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured, if there is a revision of in-substance fixed lease payments, or if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(b) As a lessor

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "revenue".

(f) Intangible assets

Goodwill

Goodwill arises on business combinations is measured at cost less any accumulated impairment losses. In respect of equity-accounted associate and joint venture, the carrying amount of goodwill is included in the carrying amount of the investment and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted associate and joint venture.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(g) Inventories

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

The cost of inventories is measured based on first-in first-out method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

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

(h) Non-current asset held for sale

Non-current assets that are expected to be recovered primarily through sale rather than through continuing use, are classified as held for sale.

Immediately before classification as held for sale, the assets are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets are measured at the lower of their carrying amount and fair value less costs of disposal.

Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Investment properties once classified as held for sale are not depreciated.

(i) Contract liability

A contract liability is stated at cost and represents the obligation of the Group entities to transfer goods or services to a customer for which consideration has been received (or the amount is due) from the customers.

(j) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investment which have an insignificant risk of changes in fair value with original maturities of three months or less, and are used by the Group and the Company in the management of their short-term commitments. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.

(k) Impairment

(i) Financial assets

The Group and the Company recognise loss allowances for expected credit losses on financial assets measured at amortised cost.

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

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

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(k) Impairment *cont'd*

(i) Financial assets *cont'd*

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

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

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

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

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

(ii) Other assets

The carrying amounts of other assets (except for inventories and deferred tax asset) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, the recoverable amount is estimated each period at the same time.

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

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

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit exceeds its estimated recoverable amount.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (groups of cash-generating units) on a *pro rata* basis.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(k) Impairment *cont'd*

(ii) Other assets *cont'd*

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the financial year in which the reversals are recognised.

(l) Equity instruments

Instruments classified as equity are measured at cost on initial recognition and are not remeasured subsequently.

(i) Issue expenses

Costs directly attributable to the issue of instruments classified as equity are recognised as a deduction from equity.

(ii) Ordinary shares

Ordinary shares are classified as equity.

(iii) Repurchase, disposal and reissue of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares that are not subsequently cancelled are classified as treasury shares in the statement of changes in equity.

When treasury shares are sold or reissued subsequently, the difference between the sales consideration net of directly attributable costs and the carrying amount of the treasury shares is recognised in equity.

(iv) Distributions of assets to owners of the Company

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

(m) Employee benefits

(i) Short-term employee benefits

Short-term employee benefit obligations in respect of salaries, annual bonuses, paid annual leave and sick leave are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(m) Employee benefits *cont'd*

(ii) State plans

The Group's contributions to statutory pension funds are charged to profit or loss in the financial year to which they relate. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

(o) Revenue and other income

(i) Revenue

Revenue is measured based on the consideration specified in a contract with a customer in exchange for transferring goods or services to a customer, excluding amounts collected on behalf of third parties. The Group or the Company recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of the asset.

The Group or the Company transfers control of a good or service at a point in time unless one of the following overtime criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided as the Group or the Company performs;
- (b) the Group's or the Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- (c) the Group's or the Company's performance does not create an asset with an alternative use and the Group or the Company has an enforceable right to payment for performance completed to date.

(ii) Rental income

Rental income from investment properties are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Rental income from sub-leased property is recognised as other income.

(iii) Dividend income

Dividend income is recognised in profit or loss on the date that the Group's or the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

(iv) Interest income

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

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(p) Borrowing costs

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

(q) Income tax

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

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

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

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

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

(r) Earnings per ordinary share

The Group presents basic earnings per share data for its ordinary shares ("EPS").

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

No diluted EPS is disclosed in these financial statements as there are no dilutive potential ordinary shares.

(s) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. Operating segment results are reviewed regularly by the chief operating decision maker, which in this case is the Chief Executive Officer of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

2. SIGNIFICANT ACCOUNTING POLICIES *cont'd*

(t) Contingencies

Contingent liabilities

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

(u) Fair value measurements

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

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3. PLANT AND EQUIPMENT

	Office equipment RM'000	Office renovation RM'000	Motor vehicles RM'000	Furniture and fittings RM'000	Total RM'000
Group					
Cost					
At 1 January 2020	12,138	470	2,129	2,700	17,437
Additions	932	-	-	15	947
Written off	(30)	-	-	-	(30)
At 31 December 2020/ 1 January 2021	13,040	470	2,129	2,715	18,354
Additions	887	10	-	29	926
Disposal	(25)	-	-	-	(25)
Written off	(2,368)	-	-	-	(2,368)
At 31 December 2021	11,534	480	2,129	2,744	16,887
Accumulated depreciation					
At 1 January 2020	10,926	336	1,447	2,506	15,215
Depreciation for the year	642	42	226	106	1,016
Written off	(29)	-	-	-	(29)
At 31 December 2020/ 1 January 2021	11,539	378	1,673	2,612	16,202
Depreciation for the year	514	42	220	46	822
Disposal	(24)	-	-	-	(24)
Written off	(2,355)	-	-	-	(2,355)
At 31 December 2021	9,674	420	1,893	2,658	14,645
Carrying amounts					
At 1 January 2020	1,212	134	682	194	2,222
At 31 December 2020/ 1 January 2021	1,501	92	456	103	2,152
At 31 December 2021	1,860	60	236	86	2,242

NOTES TO THE FINANCIAL STATEMENTS

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3. PLANT AND EQUIPMENT *cont'd*

	Office equipment RM'000
Company	
Cost	
At 1 January 2020	2,663
Additions	511
At 31 December 2020/1 January 2021	3,174
Additions	33
Disposal	(3,007)
Written off	(200)
At 31 December 2021	-
Accumulated depreciation	
At 1 January 2020	2,083
Depreciation for the year	287
At 31 December 2020/1 January 2021	2,370
Disposal	(2,170)
Written off	(200)
At 31 December 2021	-
Carrying amounts	
At 1 January 2020	580
At 31 December 2020/1 January 2021	804
At 31 December 2021	-

4. RIGHT-OF-USE ASSETS

	Building RM'000	Total RM'000
Group		
At 1 January 2020	2,057	2,057
Addition	5,331	5,331
Depreciation	(1,966)	(1,966)
At 31 December 2020/1 January 2021	5,422	5,422
Addition	485	485
Depreciation	(1,929)	(1,929)
Derecognition	(29)	(29)
At 31 December 2021	3,949	3,949

NOTES TO THE FINANCIAL STATEMENTS

cont'd

4. RIGHT-OF-USE ASSETS *cont'd*

4.1 Extension options

Some leases of office buildings contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

As of 31 December 2021, the Group has included all potential future cash flows of exercising the extension options in the lease liabilities.

4.2 Significant judgements and assumptions in relation to leases

The Group assesses at lease commencement by applying significant judgement whether it is reasonably certain to exercise the extension options. The Group considers all facts and circumstances including their past practice and any cost that will be incurred to change the asset if an option to extend is not taken, to help them determine the lease term.

The Group also applied judgement and assumptions in determining the incremental borrowing rate of the respective leases. The Group first determines the closest available borrowing rates before using significant judgement to determine the adjustment required to reflect the term, security, value or economic environment of the respective leases.

5. INTANGIBLE ASSET

Goodwill

	Note	Group 2021 RM'000	2020 RM'000
At cost	5.1	571	571

5.1 Impairment testing for cash-generating units containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's investment in VSTECS Pericom Sdn. Bhd. which represents the lowest level within the Group at which the goodwill is monitored for internal management purposes.

The recoverable amount of the cash-generating unit was based on its value-in-use. The carrying amount of the unit was determined to be approximately its recoverable amount and no impairment loss was recognised.

Value-in-use was determined by discounting the future cash flows expected to be generated from the continuing use of the unit and was based on the following key assumptions:

Cash flows were projected based on past experience, actual operating results and one-year business plan in current year. Cash flows for the one-year period were projected using a constant growth rate of 5.3% (2020: 6.4%), which does not exceed the long-term average growth rate of the industry.

The values assigned to the key assumptions represent management's assessment of future trends in the Information Technology industry and are based on both external sources and internal sources (historical data).

The estimate of value-in-use was determined using a pre-tax discount rate of 3.0% (2020: 5.0%).

NOTES TO THE FINANCIAL STATEMENTS

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6. INVESTMENTS IN SUBSIDIARIES

	Company	
	2021 RM'000	2020 RM'000
At cost	77,022	77,022

Details of the subsidiaries are as follows:

Name of subsidiary	Country of incorporation	Principal activities	Effective ownership interest and voting interest	
			2021 %	2020 %
VSTECS Astar Sdn. Bhd.	Malaysia	All these companies are engaged in the marketing of computers, peripherals, software and the provision of computer maintenance services.	100	100
VSTECS Pericomp Sdn. Bhd.	Malaysia		100	100
VSTECS KU Sdn. Bhd.	Malaysia		100	100
VSTECS Kush Sdn. Bhd.	Malaysia	Provision of management services and letting of properties.	100	100

7. INVESTMENT IN AN ASSOCIATE

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
At cost				
Unquoted shares	18,796	18,796	18,796	18,796
Share of post-acquisition reserves	5,139	3,778	-	-
	23,935	22,574	18,796	18,796

Details of the associate is as follows:

Name of entity	Principal place of business	Nature of the relationship	Effective ownership interest and voting interest	
			2021 %	2020 %
ISATEC Sdn. Bhd.	Malaysia	Provider of products and contract programming services related to information technology and telecommunication facilities.	40	40

NOTES TO THE FINANCIAL STATEMENTS

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7. INVESTMENT IN AN ASSOCIATE *cont'd*

The following table summarises the information of the Group's associate, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associate.

	Group	
	2021	2020
	RM'000	RM'000
Summarised financial information		
As at 31 December		
Non-current assets	654	979
Current assets	40,647	40,193
Non-current liabilities	-	(338)
Current liabilities	(14,466)	(17,401)
Net assets	26,835	23,433
Year ended 31 December		
Profit and total comprehensive income	5,777	5,438
Included in the total comprehensive income:		
Revenue	51,443	46,697
Reconciliation of net assets to carrying amount as at 31 December		
Group's share of net assets	10,734	9,373
Goodwill	13,201	13,201
Carrying amount in the statement of financial position	23,935	22,574
Group's share of results for the year ended 31 December		
Group's share of profit and total comprehensive income	2,161	2,148
Dividend received by the Group	800	800

8. INVESTMENT IN A JOINT VENTURE

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
At cost				
Unquoted shares	12,170	12,170	12,170	12,170
Share of post-acquisition reserves	1,740	1,767	-	-
	13,910	13,937	12,170	12,170

NOTES TO THE FINANCIAL STATEMENTS

cont'd

8. INVESTMENT IN A JOINT VENTURE *cont'd*

Details of the joint venture is as follows:

Name of entity	Principal place of business	Nature of the relationship	Effective ownership interest and voting interest	
			2021 %	2020 %
Enrich Platinum Sdn. Bhd.*	Malaysia	Investment holding and business of providing property management services.	50	50

* Not audited by member firm of KPMG International

The following table summarises the financial information of the Group's joint venture, as adjusted for any differences in accounting policies. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in the joint venture, which is accounted for using the equity method.

	Group	
	2021 RM'000	2020 RM'000
Summarised financial information		
As at 31 December		
Non-current assets	29,128	29,066
Current assets	1,053	981
Non-current liabilities	(860)	(860)
Current liabilities	(1,069)	(1,098)
Net assets	28,252	28,089
Year ended 31 December		
Profit and total comprehensive income	1,363	1,438
Included in the total comprehensive income:		
Revenue	1,920	1,972
Income tax expense	(375)	(410)
Reconciliation of net assets to carrying amount as at 31 December		
Group's share of net assets	14,126	14,045
Depreciation on investment property	(216)	(108)
Carrying amount in the statement of financial position	13,910	13,937
Group's share of results for the year ended 31 December	573	611
Dividend received by the Group	600	550

NOTES TO THE FINANCIAL STATEMENTS

cont'd

9. INVENTORIES

	Group	
	2021 RM'000	2020 RM'000
Finished goods	218,786	85,076
Goods-in-transit	3,747	1,450
	222,533	86,526
Recognised in profit or loss:		
Inventories recognised as cost of sales	2,526,227	1,940,122
Write down/(back) to net realisable value	1,873	(887)

The write-down/(back) is included in cost of sales.

10. RECEIVABLES AND DEPOSITS

	Note	Group		Company	
		2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Trade					
Non-current					
Trade receivable	10.1	292	322	-	-
Current					
Trade receivables		336,096	311,954	-	-
Less: Impairment loss	10.2	(691)	(703)	-	-
		335,405	311,251	-	-
Amount due from a subsidiary	10.3	-	-	251	659
		335,405	311,251	251	659
Non-trade					
Other receivables	10.4	8,372	5,705	1	551
Deposits	10.5	1,918	1,697	59	59
Amount due from subsidiaries	10.6	-	-	3,006	10,000
		10,290	7,402	3,066	10,610
		345,695	318,653	3,317	11,269
		345,987	318,975	3,317	11,269

NOTES TO THE FINANCIAL STATEMENTS

cont'd

10. RECEIVABLES AND DEPOSITS *cont'd*

10.1 Non-current trade receivable

The amount owing by non-current trade receivable is unsecured, interest free and repayable in year 2023.

10.2 Impairment loss

During the financial year, trade receivables amounting to RM304,000 (2020: RM44,000) was written off against the impairment loss brought forward.

10.3 Amount due from a subsidiary (Trade)

The amount due from subsidiary is unsecured, interest free and subject to normal trade terms.

10.4 Other receivables (Non-trade)

Included in other receivables of the Group is marketing and promotion expenses incurred on behalf and receivable from respective vendors ("marketing claims") amounting to RM7,708,000 (2020: RM4,495,000).

10.5 Deposits

Included in deposits of the Group is an amount of RM960,000 (2020: RM960,000) paid as rental security deposits to the joint venture.

10.6 Amount due from subsidiaries (Non-trade)

Included in the amount due from subsidiaries is a non-trade short-term loan of RM3,000,000 (2020: RM10,000,000) which is unsecured, bears interest at 3% (2020: 5%) per annum and repayable on demand.

11. CASH AND CASH EQUIVALENTS

	Note	Group		Company	
		2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Cash and bank balances		72,030	97,711	15,745	1,110
Liquid investment	11.1	622	614	-	-
		72,652	98,325	15,745	1,110

11.1 Liquid investment

Liquid investment relates to the investment account which has a face value of RM1 per unit.

NOTES TO THE FINANCIAL STATEMENTS

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12. ASSETS CLASSIFIED AS HELD FOR SALE

In the previous financial year, the investment properties were presented as assets held for sale following the commitment of the Group's management on 22 December 2020 to sell the assets.

As at 31 December 2021, the assets held for sale are as follows:

	Group RM'000
Cost	9,440
Accumulated depreciation	(78)
	9,362
Less: Impairment loss	(362)
At 31 December 2020/1 January 2021	9,000
Disposal	(9,000)
At 31 December 2021	-

During the financial year, the investment properties were disposed at a consideration of RM9,000,000, with no gain or loss arising from the disposal as the assets had been measured at fair value less costs of disposal in the previous financial year.

13. SHARE CAPITAL

	Group and Company			
	Amount	Number	Amount	Number
	2021	of shares	2020	of shares
	RM'000	2021	RM'000	2020
		'000		'000
Issued and fully paid with no par value:				
Ordinary shares				
At 1 January	90,000	180,000	90,000	180,000
Bonus issue	-	180,000	-	-
At 31 December	90,000	360,000	90,000	180,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

During the financial year, the Company issued 180,000,000 new ordinary shares pursuant to the bonus issue on the basis of one (1) share for every one (1) existing ordinary share held in the Company.

The bonus issue exercise was completed on 4 August 2021 following the listing and quotation of the 180,000,000 shares issued pursuant to the bonus issue on the Main Market of Bursa Malaysia Securities Berhad. These new ordinary shares issued rank pari passu in all respect with the existing ordinary shares of the Company.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

14. RESERVES

		Group		Company	
	Note	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Merger reserves	14.1	-	-	22,961	22,961
Retained earnings	14.2	287,280	245,676	15,054	8,471
Treasury shares	14.3	(1,453)	(1,453)	(1,453)	(1,453)
		285,827	244,223	36,562	29,979

14.1 Merger reserve

Company

The merger reserve of the Company represents the premium arising on the shares issued in respect of the subsidiaries accounted for under the merger method of accounting which is credited to the merger reserve account.

14.2 Retained earnings

Group

A merger deficit amounting to RM44,561,000 is set off against the reserves of the Group. The merger deficit arose from the Group's internal rationalisation exercise carried out in 2009, pursuant to the proposed listing of the Company on the Main Market of Bursa Malaysia Securities Berhad, which involved related parties under common control. The amount represents the excess of the consideration given over the accumulated value of the share capital of the combining entities.

14.3 Treasury shares

Treasury shares comprises cost of acquisition of the Company's own shares. At 31 December 2021, the Group held 2,998,000 (2020: 1,499,000) of the Company's own shares after the bonus shares was issued.

15. DEFERRED TAX ASSETS

Recognised deferred tax assets

	Assets		Liabilities		Net	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Group						
Plant and equipment	-	-	(215)	(80)	(215)	(80)
Right-of-use assets	-	-	(549)	(517)	(549)	(517)
Lease liabilities	564	509	-	-	564	509
Provisions	1,623	978	-	-	1,623	978
Other items	237	7	-	-	237	7
Tax assets/(liabilities)	2,424	1,494	(764)	(597)	1,660	897
Set off of tax	(764)	(597)	764	597	-	-
Net tax assets	1,660	897	-	-	1,660	897

NOTES TO THE FINANCIAL STATEMENTS

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15. DEFERRED TAX ASSETS *cont'd*

Recognised deferred tax assets *cont'd*

	Assets		Liabilities		Net	
	2021	2020	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Company						
Plant and equipment	-	-	-	(15)	-	(15)
Provisions	-	29	-	-	-	29
Tax assets/(liabilities)	-	29	-	(15)	-	14
Set off of tax	-	(15)	-	15	-	-
Net tax assets	-	14	-	-	-	14

Movement in temporary differences during the year

	At 1.1.2020	Recognised in profit or loss (Note 24)	At 31.12.2020/ 1.1.2021	Recognised in profit or loss (Note 24)	At 31.12.2021
	RM'000	RM'000	RM'000	RM'000	RM'000
Group					
Plant and equipment	(113)	33	(80)	(135)	(215)
Right-of-use assets	(518)	1	(517)	(32)	(549)
Lease liabilities	531	(22)	509	55	564
Provisions	1,355	(377)	978	645	1,623
Other items	(118)	125	7	230	237
	1,137	(240)	897	763	1,660
Company					
Plant and equipment	(16)	1	(15)	15	-
Provisions	28	1	29	(29)	-
	12	2	14	(14)	-

NOTES TO THE FINANCIAL STATEMENTS

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16. PAYABLES AND ACCRUALS

	Note	Group		Company	
		2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Trade					
Trade payables		226,261	153,600	-	-
Deferred revenue		103	42	-	-
Amount due to subsidiaries	16.2	-	-	-	9
		226,364	153,642	-	9
Non-trade					
Other payables and accrued expenses	16.1	57,402	48,471	544	936
Amount due to subsidiaries	16.2	-	-	117	366
		57,402	48,471	661	1,302
		283,766	202,113	661	1,311

16.1 Other payables and accrued expenses

Included in other payables and accrued expenses of the Group is accrual for marketing and promotion expenses amounting to RM20,532,000 (2020: RM18,578,000).

16.2 Amount due to subsidiaries

The amount due to subsidiaries are unsecured, non-interest bearing and are repayable on demand.

17. CONTRACT WITH CUSTOMERS

Contract liabilities

	2021 RM'000	2020 RM'000
Group		
Contract liabilities	15,961	12,175

Contract liabilities primarily relate to credit notes not yet issued to customers arising from the marketing and promotional activities and advance payment received.

NOTES TO THE FINANCIAL STATEMENTS

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18. DERIVATIVE FINANCIAL LIABILITIES

Derivatives held for trading at fair value through profit or loss:

	2021		2020	
	Nominal value	Liabilities	Nominal value	Liabilities
	RM'000	RM'000	RM'000	RM'000
Group				
Forward exchange contracts	160,929	1,721	96,528	1,691

Forward exchange contracts are used to manage the foreign currency exposure arising from the Group's receivables and payables denominated in currencies other than the functional currency of the Group entities. Most of the forward exchange contracts have maturities of less than one year after the end of the reporting period. Where necessary, the forward contracts are rolled over at maturity.

19. REVENUE

	Note	Group		Company	
		2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Revenue from contracts with customers					
Sale of goods		2,623,661	2,015,564	-	-
Services		2,157	1,925	-	1,643
	19.1	2,625,818	2,017,489	-	1,643
Other revenue					
Rental income from:					
- subsidiaries		-	-	-	1,030
Dividend income from:					
- subsidiaries		-	-	19,500	11,700
- associate		-	-	800	800
- joint venture		-	-	600	550
Total revenue		2,625,818	2,017,489	20,900	15,723

19.1 Nature of goods and services

The following information reflects the typical transactions of the Group and of the Company:

Type of product/service	Nature and timing of satisfaction of performance obligations including significant payment terms
Sale of goods	Revenue is recognised when the goods are delivered and accepted by customers. Normal credit term is 30 days. Rebates are given to customers based on various marketing programs.
Services	Revenue is recognised over time as the services are performed. Credit period is normally 30 days.

NOTES TO THE FINANCIAL STATEMENTS

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20. RESULTS FROM OPERATING ACTIVITIES

Note	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Results from operating activities are arrived at after charging/(crediting):				
Auditors' remuneration				
- Audit fees				
KPMG PLT	224	218	77	75
(Over)/Under-provision in prior year	(2)	4	-	-
- Non-audit fees				
KPMG PLT	10	10	10	10
KPMG Tax Services Sdn. Bhd.	133	32	7	6
Material expenses/(income)				
Dividend income:				
- associate	-	-	(800)	(800)
- joint venture	-	-	(600)	(550)
- subsidiaries	-	-	(19,500)	(11,700)
Fair value loss/(gain) on financial instruments	30	(583)	-	-
Gain on disposal of plant and equipment	(20)	-	-	-
(Gain)/Loss on foreign exchange (net):				
- Realised	(2,641)	(2,128)	-	-
- Unrealised	966	616	-	-
Rental income	-	-	-	1,030
Depreciation of plant and equipment	822	1,016	-	287
Depreciation of investment properties	-	26	-	-
Depreciation of right-of-use assets	1,929	1,966	-	-
Bad debts recovered	(24)	(76)	-	-
Provision/(Reversal) of inventories written down	1,873	(887)	-	-
Impairment loss on investment properties	-	362	-	-
Plant and equipment written off	13	1	-	-
Personnel expenses (including key management personnel):				
- Contributions to Employees' Provident Fund	3,476	3,271	-	106
- Wages, salaries and others	46,779	40,289	(20)	974
Net loss on impairment of financial instruments				
Trade receivables	292	213	-	-

NOTES TO THE FINANCIAL STATEMENTS

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21. FINANCE INCOME

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Interest income of financial assets at fair value through profit or loss	7	11	-	-
Interest income of financial assets at amortised cost:				
- Recognised before impairment	1,297	1,669	193	259
	1,304	1,680	193	259

22. FINANCE COSTS

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Interest expense on lease liabilities	217	122	-	-

23. KEY MANAGEMENT PERSONNEL COMPENSATION

The key management personnel compensation are as follows:

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Directors				
- Fees	416	449	404	437
- Remuneration	4,393	3,848	32	28
- Other short-term employee benefits (including estimated monetary value of benefits-in-kind)	79	79	-	-
	4,888	4,376	436	465
Other key management personnel				
- Remuneration	1,718	1,417	-	274
- Contributions to Employees' Provident Fund	328	240	-	40
- Other short-term employee benefits	1,104	659	-	66
	3,150	2,316	-	380
	8,038	6,692	436	845

Other key management personnel comprises persons other than the Directors of Group entities, having authority and responsibility for planning, directing and controlling the activities of the entity either directly or indirectly.

NOTES TO THE FINANCIAL STATEMENTS

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24. TAX EXPENSE

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Current tax expense				
- Current year	19,066	11,517	46	448
- Under/(Over) provision in prior years	1,133	(60)	(7)	(1)
	20,199	11,457	39	447
Deferred tax expense				
- Origination and reversal of temporary differences	(769)	344	-	(6)
- Under/(Over) provision in prior year	6	(104)	14	4
	(763)	240	14	(2)
	19,436	11,697	53	445
Reconciliation of tax expense				
Profit for the year	54,992	36,781	19,971	12,507
Tax expense	19,436	11,697	53	445
Profit excluding tax	74,428	48,478	20,024	12,952
Tax at Malaysian tax rate of 24% (2020: 24%)	17,863	11,635	4,806	3,108
Non-deductible expenses	1,091	889	256	466
Non-taxable income	-	-	(5,016)	(3,132)
Tax effect on share of results of associate	(519)	(516)	-	-
Tax effect on share of results of joint venture	(138)	(147)	-	-
	18,297	11,861	46	442
Under/(Over) provision of tax expense in prior years	1,133	(60)	(7)	(1)
Under/(Over) provision of deferred tax expense in prior year	6	(104)	14	4
	19,436	11,697	53	445

NOTES TO THE FINANCIAL STATEMENTS

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25. EARNINGS PER ORDINARY SHARE

The calculation of basic earnings per ordinary share ("EPS") at 31 December 2021 was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

	Group	
	2021	2020
	RM'000	RM'000
		Restated
Profit attributable to owners of the Company	54,992	36,781
	'000	'000
Weighted average number of ordinary shares at 1 January	178,501	178,629
Effect of bonus issue	178,501	178,629
Weighted average number of ordinary shares at 31 December	357,002	357,258
Basic earnings per ordinary share (sen)	15.4	10.3

Diluted EPS is not presented as there were no potential dilutive ordinary shares for the current financial year.

Comparative figures for weighted average number of ordinary shares and basic earnings per share have been restated to reflect the adjustment arising from additional 180,000,000 bonus shares issued on 4 August 2021.

26. DIVIDENDS

Dividends recognised by the Company:

	Sen per share	Total amount RM'000	Date of payment
2021			
Second interim 2020 ordinary - single tier	4.5	8,033	21 May 2021
First interim 2021 ordinary - single tier	1.5	5,355	27 October 2021
Total		13,388	
2020			
Second interim 2019 ordinary - single tier	3.0	5,355	17 June 2020
First interim 2020 ordinary - single tier	2.5	4,463	16 December 2020
Total		9,818	

After the end of the reporting period, the following dividend was declared by the Directors. These dividends will be recognised in subsequent financial period.

	Sen per share	Total amount RM'000
Second interim 2021 ordinary - single tier	3.7	13,209
Special interim 2021 ordinary - single tier	0.5	1,785
Total		14,994

NOTES TO THE FINANCIAL STATEMENTS

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27. OPERATING SEGMENTS

The Group has three reportable segments, as described below, which are the Group's strategic business units. The strategic business units offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the Group's Chief Executive Officer reviews internal management reports at least on a quarterly basis. The following summary describes the operations in each of the Group's reportable segments:

- | | | |
|-------|--------------------|---|
| (i) | ICT Distribution | Distribution of consumer ICT products to resellers, comprising mainly retailers |
| (ii) | Enterprise Systems | Distribution of commercial and enterprise ICT products to resellers, comprising mainly system integrators and corporate dealers |
| (iii) | ICT Services | Provision of ICT services |

Other non-reportable segments comprise management services and investment holding. None of these segments met the quantitative thresholds for reporting segments in 2021 and 2020.

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

There was a reclassification of product grouping on certain commercial products from ICT Distribution to Enterprise Systems segment. This is to reflect better reporting in line with the business transactions. The comparative figures were restated accordingly.

Segment assets

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

Segment liabilities

Segment liabilities information is neither included in the internal management reports nor provided regularly to the Group's Chief Executive Officer. Hence, no disclosure is made on segment liability.

Segment capital expenditure

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

NOTES TO THE FINANCIAL STATEMENTS

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27. OPERATING SEGMENTS *cont'd*

27.1 Segmental information for the Group is presented as follows:

	ICT distribution		Enterprise systems		ICT services		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
	Restated		Restated		Restated			
Segment profit	30,928	16,044	37,671	26,704	3,409	2,771	72,008	45,519
Included in the measure of segment profit are:								
- Depreciation of plant and equipment	(160)	(176)	(157)	(135)	(49)	(45)	(366)	(356)
- Depreciation of investment properties	-	(22)	-	(3)	-	(1)	-	(26)
- Depreciation of right-of-use assets	(105)	(121)	(44)	(19)	(3)	(3)	(152)	(143)
- Finance costs	(644)	(649)	(267)	(105)	(16)	(16)	(927)	(770)
- Finance income	240	492	1,478	1,398	271	229	1,989	2,119
- Impairment loss on investment properties	-	305	-	49	-	8	-	362
Segment assets	461,246	342,141	199,567	167,134	10,949	9,786	671,762	519,061
Revenue from external customers	1,505,929	1,115,622	1,011,862	820,891	108,027	80,976	2,625,818	2,017,489
Inter-segment revenue	19,319	11,848	6,950	5,055	11,848	10,793	38,117	27,696

27.2 Disaggregation of revenue

	ICT distribution		Enterprise systems		ICT services		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
	Restated		Restated		Restated			
Major product and service lines								
- Desktop, PC, notebooks, mobility devices and peripherals	1,505,929	1,115,622	-	-	-	-	1,505,929	1,115,622
- Server, storage, software and networking products	-	-	1,011,862	820,891	-	-	1,011,862	820,891
- Services and maintenance	-	-	-	-	108,027	80,976	108,027	80,976
	1,505,929	1,115,622	1,011,862	820,891	108,027	80,976	2,625,818	2,017,489
Timing								
- At a point in time	1,505,929	1,115,622	1,011,862	820,891	105,870	79,051	2,623,661	2,015,564
- Over time	-	-	-	-	2,157	1,925	2,157	1,925
	1,505,929	1,115,622	1,011,862	820,891	108,027	80,976	2,625,818	2,017,489

NOTES TO THE FINANCIAL STATEMENTS

cont'd

27. OPERATING SEGMENTS *cont'd*

27.3 Reconciliations of reportable segment revenues, profit or loss, assets and other material items

	Group	
	2021	2020
	RM'000	RM'000
Total profit for the reportable segments	72,008	45,519
Other non-reportable segments profit	23,350	16,051
Elimination of inter-segments profit	(20,930)	(13,092)
Consolidated profit before tax	74,428	48,478

	External revenue	Depreciation of plant and equipment	Depreciation of investment properties	Depreciation of right-of-use assets	Finance costs	Finance income	Segment assets	Additions to non-current assets
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Group 2021								
Total reportable segments	2,663,935	(366)	-	(152)	(927)	1,989	671,762	501
Other non-reportable segments	19,418	(465)	-	(1,777)	(208)	233	142,874	1,283
Elimination of inter-segment transactions or balances	(57,535)	9	-	-	918	(918)	(126,366)	(858)
Consolidated total	2,625,818	(822)	-	(1,929)	(217)	1,304	688,270	926
2020								
Total reportable segments	2,045,186	(356)	(26)	(143)	(770)	2,119	519,061	276
Other non-reportable segments	17,843	(668)	-	(1,823)	(104)	313	137,006	681
Elimination of inter-segment transactions or balances	(45,540)	8	-	-	752	(752)	(96,746)	(10)
Consolidated total	2,017,489	(1,016)	(26)	(1,966)	(122)	1,680	559,321	947

27.4 Geographical segments

The Group operates predominantly in Malaysia and accordingly information by geographical locations of the Group is not presented.

NOTES TO THE FINANCIAL STATEMENTS

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27. OPERATING SEGMENTS *cont'd*

27.5 Major customers

In the previous financial year, the following was a major customer with revenue equal or more than 10% of the Group's total revenue:

	Revenue 2020 RM'000	Segment
Customer A	232,001	ICT distribution

28. CAPITAL COMMITMENTS

	Group 2021 RM'000	2020 RM'000
Capital expenditure commitments		
Plant and equipment Contracted but not provided for	1,071	327

29. RELATED PARTIES

Identity of related parties

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

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

The Group has related party relationship with its subsidiaries, significant investors, Directors and key management personnel.

Transactions with key management personnel

There are no other transactions with key management personnel other than key management personnel compensation as disclosed in Note 23.

NOTES TO THE FINANCIAL STATEMENTS

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29. RELATED PARTIES *cont'd*

Other related party transactions

	Transaction value			
	Group	Company		
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Subsidiaries				
Dividend income	-	-	19,500	11,700
Interest income	-	-	157	191
Rental income	-	-	-	1,030
Support services income	-	-	-	1,643
Purchase of equipment	-	-	(34)	(215)
Support service expense	-	-	-	(156)
Affiliated company				
Purchases	(741)	(270)	-	-
Sales	2	-	-	-
Joint venture				
Dividend income	-	-	600	550
Lease expense	(1,920)	(1,972)	-	-
Professional fee	10	10	-	-
Associate				
Dividend income	-	-	800	800
Sales	435	127	-	-
Support service	(97)	(91)	-	(91)
Transactions with a company in which a Director has common directorship Sales	10	96	-	-

The net balances outstanding arising from the above transactions have been disclosed in Note 10 and Note 16.

The Directors of the Company are of the opinion that the above transactions have been entered into in the normal course of business and have been established on negotiated terms.

30. FINANCIAL INSTRUMENTS

30.1 Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

- (a) Fair value through profit or loss ("FVTPL")
 - Mandatorily required by MFRS 9;
- (b) Amortised cost ("AC"); and
- (c) Fair value through other comprehensive income ("FVOCI")
 - Equity instrument designated upon initial recognition ("EIDUIR")

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.1 Categories of financial instruments *cont'd*

	Carrying amount RM'000	AC RM'000	Mandatorily at FVTPL RM'000	FVOCI - EIDUIR RM'000
2021				
Financial assets				
Group				
Receivables and deposits	345,987	345,987	-	-
Cash and cash equivalents	72,652	72,030	622	-
Club membership	62	-	-	62
	418,701	418,017	622	62
Company				
Receivables and deposits	3,317	3,317	-	-
Cash and cash equivalents	15,745	15,745	-	-
	19,062	19,062	-	-
Financial liabilities				
Group				
Payables and accruals	(283,766)	(283,766)	-	-
Derivative financial liabilities	(1,721)	-	(1,721)	-
	(285,487)	(285,487)	(1,721)	-
Company				
Payables and accruals	(661)	(661)	-	-
2020				
Financial assets				
Group				
Receivables and deposits	318,975	318,975	-	-
Cash and cash equivalents	98,325	97,711	614	-
Club membership	62	-	-	62
	417,362	416,686	614	62
Company				
Receivables and deposits	11,269	11,269	-	-
Cash and cash equivalents	1,110	1,110	-	-
	12,379	12,379	-	-
Financial liabilities				
Group				
Payables and accruals	(202,113)	(202,113)	-	-
Derivative financial liabilities	(1,691)	-	(1,691)	-
	(203,804)	(202,113)	(1,691)	-
Company				
Payables and accruals	(1,311)	(1,311)	-	-

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.2 Net gains and losses arising from financial instruments

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Net gains/(losses) on:				
Financial assets at amortised cost	1,029	1,532	193	259
Financial assets at fair value through profit or loss:				
- Mandatorily required under MFRS 9	7	11	-	-
Financial liabilities at amortised cost	1,675	1,512	-	-
Financial liabilities at fair value through profit and loss:				
- Mandatorily required under MFRS 9	(30)	583	-	-
	2,681	3,638	193	259

30.3 Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

30.4 Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers and cash and cash equivalents. The Company's exposure to credit risk arises principally from loans to subsidiaries and financial guarantees given to banks for credit facilities granted to subsidiaries. There are no significant changes as compared to prior periods.

(i) Trade receivables

Risk management objectives, policies and processes for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Normally financial guarantees given by banks, shareholders or directors of customers are obtained, and credit evaluations are performed on customers requiring credit over a certain amount.

At each reporting date, the Group assesses whether any of the trade receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous year.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.4 Credit risk *cont'd*

(i) Trade receivables *cont'd*

Exposure to credit risk, credit quality and collateral

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

Management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the receivables. Any receivables having significant balances past due more than 90 days, which are deemed to have higher credit risk, are monitored individually.

At the end of the reporting period, there were no significant concentrations of credit risk except for 5 (2020: 5) individual debtors which forms 32.5% (2020: 29.2%) of the total trade receivables of the Group.

Recognition and measurement of impairment loss

In managing credit risk of trade receivables, the Group manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances.

The Group uses an allowance matrix to measure expected credit loss ("ECLs") of trade receivables for all segments. Consistent with the debt recovery process, invoices which are past due more than 90 days will be considered as credit impaired.

Loss rates are based on actual credit loss experience over the past three years. The Group also considers differences between (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Group's view of economic conditions over the expected lives of the receivables. Nevertheless, the Group believes that these factors are immaterial for the purpose of impairment calculation for the year.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.4 Credit risk *cont'd*

(i) Trade receivables *cont'd*

Recognition and measurement of impairment loss cont'd

The following table provides information about the exposure to credit risk and ECLs for trade receivables.

	Gross carrying amount RM'000	Loss allowance RM'000	Net balance RM'000
2021			
Current (not past due)	172,928	-	172,928
1 – 30 days past due	106,759	-	106,759
31 – 60 days past due	45,830	-	45,830
61 – 90 days past due	8,611	-	8,611
	334,128	-	334,128
Credit impaired			
More than 90 days past due	2,072	(503)	1,569
Individually impaired	188	(188)	-
	336,388	(691)	335,697
2020			
Current (not past due)	199,820	-	199,820
1 – 30 days past due	87,968	-	87,968
31 – 60 days past due	21,561	-	21,561
61 – 90 days past due	958	-	958
	310,307	-	310,307
Credit impaired			
More than 90 days past due	1,654	(388)	1,266
Individually impaired	315	(315)	-
	312,276	(703)	311,573

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.4 Credit risk *cont'd*

(i) Trade receivables *cont'd*

Recognition and measurement of impairment loss cont'd

The movements in the allowance for impairment losses of trade receivables during the year are shown below.

	Lifetime ECL RM'000	Credit impaired RM'000	Total RM'000
Balance at 1 January 2020	447	87	534
Amounts written off	-	(44)	(44)
Net measurement of loss allowance	(59)	272	213
Balance at 31 December 2020/1 January 2021	388	315	703
Amounts written off	-	(304)	(304)
Net measurement of loss allowance	115	177	292
Balance at 31 December 2021	503	188	691

As at 31 December 2021, RM304,000 (2020: RM44,000) of trade receivables were written off but they are still subject to enforcement activity.

(ii) Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institutions. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position.

These banks and financial institutions have low credit risks. Consequently, the Group and the Company are of the view that the loss allowance is not material and hence, it is not provided for.

(iii) Other receivables

Credit risks on other receivables are mainly arising from deposits paid for office buildings and fixtures rented, and marketing and promotional expenses incurred on behalf and receivable from respective vendors ("marketing claims"). These deposits and marketing claims will be received at the end of respective lease and credit terms. The Group manages the credit risk together according to the lease and vendor agreements.

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

As at the end of the reporting period, the Group and the Company did not recognise any allowance for impairment losses.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.4 Credit risk *cont'd*

(iv) Investments and other financial assets

Investments are allowed only in liquid securities and only with counterparties that have a credit rating equal to or better than the Group. Transactions involving derivative financial instruments are with licensed banks and financial institutions.

Consequently, the Group is of the view that the loss allowance is not material and hence, it is not provided for.

(v) Financial guarantees

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries.

Exposure to credit risk, credit quality and collateral

As there is no outstanding banking facility from the subsidiaries as at end of the reporting period, hence, there is no exposure to credit risk.

The financial guarantees have not been recognised since the fair value on initial recognition was not material.

(vi) Inter-company loans

Risk management objectives, policies and processes for managing the risk

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

Exposure to credit risk, credit quality and collateral

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

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

Recognition and measurement of impairment loss

Generally, the Company considers loans to subsidiaries have low credit risk. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries' loans when they are payable, the Company considers the loans to be in default when the subsidiaries are not able to pay when demanded. The Company considers a subsidiary's loan to be credit impaired when:

- The subsidiary is unlikely to repay its loan to the Company in full;
- The subsidiary's loan is overdue for more than 365 days; or
- The subsidiary is continuously loss making and is having a deficit shareholders' fund.

The Company determines the probability of default for these loans individually using internal information available.

As at the end of the reporting period, there was no indication that the loans to the subsidiaries are not recoverable. The Company does not specifically monitor the ageing of loans to the subsidiaries. Nevertheless, these loans have been overdue for less than a year.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.5 Liquidity risk

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

The Group and the Company monitor and maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to finance the Group's and the Company's operations and to mitigate the effects of fluctuations in cash flows.

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

Maturity analysis

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

	Carrying amount RM'000	Contractual interest rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 – 2 years RM'000	2 – 5 years RM'000
2021						
Group						
<i>Non-derivative financial liabilities:</i>						
Lease liabilities	4,024	3 – 5.5%	4,267	2,079	1,999	189
Payables and accruals	283,766	-	283,766	283,766	-	-
	287,790		288,033	285,845	1,999	189
<i>Derivative financial liabilities:</i>						
Forward exchange contracts (gross settled):						
Outflow	1,721	-	162,650	162,650	-	-
Inflow	-	-	(160,929)	(160,929)	-	-
	289,511		289,754	287,566	1,999	189
Company						
<i>Non-derivative financial liabilities:</i>						
Payables and accruals	661	-	661	661	-	-

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.5 Liquidity risk *cont'd*

Maturity analysis cont'd

	Carrying amount RM'000	Contractual interest rate %	Contractual cash flows RM'000	Under 1 year RM'000	1 – 2 years RM'000	2 – 5 years RM'000
2020						
Group						
<i>Non-derivative financial liabilities:</i>						
Lease liabilities	5,441	4 - 5.5%	5,867	2,030	1,967	1,870
Payables and accruals	202,113	-	202,113	202,113	-	-
	<u>207,554</u>		<u>207,980</u>	<u>204,143</u>	<u>1,967</u>	<u>1,870</u>
<i>Derivative financial liabilities:</i>						
Forward exchange contracts (gross settled):						
Outflow	1,691	-	98,219	98,219	-	-
Inflow	-	-	(96,528)	(96,528)	-	-
	<u>209,245</u>		<u>209,671</u>	<u>205,834</u>	<u>1,967</u>	<u>1,870</u>
Company						
<i>Non-derivative financial liabilities:</i>						
Payables and accruals	1,311	-	1,311	1,311	-	-

30.6 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's financial position or cash flows.

30.6.1 Foreign currency risk

Risk management objectives, policies and processes for managing the risk

The Group is exposed to foreign currency risk on purchases that are denominated in a currency other than the functional currency of Group entities. Approximately 25.9% (2020: 27.3%) of the Group's purchases are priced in US Dollar ("USD"). The Group hedges most of these exposures by purchasing forward currency contracts. All the forward exchange contracts have maturities of less than one year after the end of the reporting period. Where necessary, the forward exchange contracts are rolled over at maturity.

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.6 Market risk *cont'd*

30.6.1 Foreign currency risk *cont'd*

Exposure to foreign currency risk

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

	Denominated in USD	
	2021	2020
	RM'000	RM'000
Cash and bank balances	727	80
Trade payables	(109,922)	(76,605)
Forward exchange contracts	(1,721)	(1,691)
Net exposure	(110,916)	(78,216)

Currency risk sensitivity analysis

A 10% (2020: 10%) strengthening of Ringgit Malaysia ("RM") against the following currency at the end of the reporting period would have increased post-tax profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remained constant and ignored any impact of forecasted sales and purchases.

Group	Profit or loss	
	2021	2020
	RM'000	RM'000
USD	8,430	5,944

A 10% (2020: 10%) weakening of Ringgit Malaysia ("RM") against the above currency at the end of the reporting period would have had equal but opposite effect on the above currency to the amount shown above, on the basis that all other variables remained constant.

30.6.2 Interest rate risk

Exposure to interest rate risk

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

	Group		Company	
	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000
Fixed rate instruments				
Financial assets	-	-	3,000	10,000
Lease liabilities	4,024	5,441	-	-

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.6 Market risk *cont'd*

30.6.2 Interest rate risk *cont'd*

Fair value sensitivity analysis for fixed rate instruments

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

A change of 100 basis points ("bp") in interest rates at the end of the reporting period would not have a material impact on equity and post-tax profit or loss.

The following table shows information about exposure to interest rate risk.

Effective interest rates and repricing analysis

In respect of interest-earning financial assets, the following table indicates their effective interest rates at the end of the reporting period and the periods in which they mature, or if earlier, reprice.

Company	Effective interest rate per annum %	Total RM'000	Within 1 year RM'000
2021			
<i>Financial assets</i>			
Amount due from a subsidiary	3.0	3,000	3,000
2020			
<i>Financial assets</i>			
Amount due from a subsidiary	5.0	10,000	10,000

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.7 Fair value information

The carrying amounts of cash and bank balances, receivables and deposits, payables and accruals reasonably approximate their fair values due to the relatively short-term nature of these financial instruments.

The tables below analyse other financial instruments at fair value.

Group	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair value	Carrying amount
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
2021										
Financial assets										
Liquid investment	-	622	-	622	-	-	-	-	622	622
Club membership	-	-	-	-	-	-	62	62	62	62
Financial liabilities										
Forward exchange contracts	-	1,721	-	1,721	-	-	-	-	1,721	1,721
2020										
Financial assets										
Liquid investment	-	614	-	614	-	-	-	-	614	614
Club membership	-	-	-	-	-	-	62	62	62	62
Financial liabilities										
Forward exchange contracts	-	1,691	-	1,691	-	-	-	-	1,691	1,691

NOTES TO THE FINANCIAL STATEMENTS

cont'd

30. FINANCIAL INSTRUMENTS *cont'd*

30.7 Fair value information *cont'd*

30.7.1 Fair value hierarchy

Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

Derivatives

The fair value of forward exchange contracts is based on their indicative market prices from the issuing banks, if available. If the indicative market price from the issuing bank is not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (based on government bonds).

Liquid investment

The fair value of the unquoted money market fund is based on the net asset value as at the date of the statement of investment obtained from the fund manager.

Transfer between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and 2 fair values during the financial year (2020: no transfer in either directions).

Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the financial assets and liabilities.

Club membership

The club membership is stated at cost. There was no evidence of impairment of the carrying amount during the financial year, hence fair value approximates the carrying amount.

31. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business.

There was no change in the Group's approach to capital management during the financial year.

STATEMENT BY DIRECTORS

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

In the opinion of the Directors, the financial statements set out on pages 99 to 155 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2021 and of their financial performance and cash flows for the financial year then ended.

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

Lee Marn Fong @ Wu Marn Fong
Director

Soong Jan Hsung
Director

Petaling Jaya

23 March 2022

STATUTORY DECLARATION

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

I, **Chan Puay Chai**, the Chief Financial Officer primarily responsible for the financial management of VSTECS Berhad, do solemnly and sincerely declare that the financial statements set out on pages 99 to 155 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed Chan Puay Chai, at Kuala Lumpur in the Federal Territory on 23 March 2022.

Chan Puay Chai

Before me:

INDEPENDENT AUDITORS' REPORT

To the Members of VSTECS Berhad
(Incorporated in Malaysia)

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of VSTECS Berhad, which comprise the statements of financial position as at 31 December 2021 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 99 to 155.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021, and of their financial performance and their cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

Recoverability of trade receivables

(Refer to Note 2(c)(ii)(a) – Significant accounting policies and Note 10 – Receivables and deposits of the financial statements)

The key audit matter

The Group has significant trade receivables balances which amount to 48.8% of total assets and the Group applies assumptions to assess the level of impairment loss required to write down the value of trade receivables to their recoverable amounts. The Group's credit risk policy is based on ageing analysis to monitor the credit quality of the trade receivables. Aged trade receivables more than 90 days are monitored individually and as at 31 December 2021, RM1.6 million debts were past due more than 90 days with no allowance for impairment loss was made. Due to the prevalent amount involved whereby impairment loss may impact earnings, this results in recoverability of trade receivables being the key judgemental area that our audit is concentrated on.

INDEPENDENT AUDITORS' REPORT

To the Members of VSTECS Berhad

(Incorporated in Malaysia)

cont'd

Key Audit Matters *cont'd*

How the matter was addressed in our audit

We performed the following audit procedures, among others:

- We evaluated the Group's policy on valuation of trade receivables against the requirements of MFRS 9, *Financial Instruments*;
- We evaluated the methodology adopted by the Group in assessing and measuring the Expected Credit Loss on its trade receivables;
- We challenged the Group's assumptions and judgements in determining impairment loss by reference to historical credit loss experience and considered the forward-looking information incorporated in the impairment assessment, if any;
- We tested the accuracy of the ageing of trade receivables by testing age profile of the trade receivables balance to invoices raised;
- We tested the post year end cash received allocated against aged trade receivables at the year end; and
- We considered the adequacy of the Group's disclosure on the degree of estimation involved in arriving at the allowance for impairment loss.

We have determined that there are no key audit matters in the audit of the separate financial statements of the Company to communicate in our auditors' report.

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 are as follows:

- Chairman's Statement
- Group Financial Highlights
- Group Corporate Structure
- Corporate Governance Overview Statement
- Sustainability Statement
- Statement on Risk Management and Internal Control
- Report of the Audit Committee
- Other Information
- Statement of Directors' Responsibility
- Directors' Report

but does not include the financial statements of the Group and of the Company and our auditors' report thereon, which we obtained prior to the date of this auditors' report, and the remaining parts of the annual report, which are expected to be made available to us after that date.

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

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the annual report and, in doing so, consider whether the annual report is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of the annual report, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining parts of the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Directors of the Company and take appropriate actions in accordance with approved standards on auditing in Malaysia and International Standards on Auditing.

INDEPENDENT AUDITORS' REPORT

To the Members of VSTECS Berhad
(Incorporated in Malaysia)

cont'd

Responsibilities of the Directors for the Financial Statements

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

INDEPENDENT AUDITORS' REPORT

To the Members of VSTECS Berhad

(Incorporated in Malaysia)

cont'd

Auditors' Responsibilities for the Audit of the Financial Statements *cont'd*

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

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

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current 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 auditors' report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

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

KPMG PLT

(LLP0010081-LCA & AF 0758)

Chartered Accountants

Petaling Jaya

23 March 2022

Lee Yeit Yeen

Approval Number: 03484/02/2024 J

Chartered Accountant

ANALYSIS OF SHAREHOLDINGS

As at 21 March 2022

Total number of issued shares	:	360,000,000 ordinary shares
Voting rights	:	1 vote per ordinary share
Treasury shares as at 21 March 2022	:	3,248,600 ordinary shares
Adjusted capital (after netting off treasury shares as at 21 March 2022)	:	356,751,400 ordinary shares

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shareholdings	%
1 – 99	25	0.518	362	0.000
100 – 1,000	638	13.212	419,535	0.118
1,001 – 10,000	2,779	57.548	14,021,001	3.930
10,001 – 100,000	1,223	25.326	37,363,802	10.473
100,001 – 17,837,569*	161	3.334	87,684,700	24.579
17,837,570 and above**	3	0.062	217,262,000	60.900
Total	4,829	100.000	356,751,400	100.000

* Less than 5% of issued shares

** 5% and above of issued shares

THIRTY (30) LARGEST SHAREHOLDERS

No.	Name of Shareholders	No. of Shareholdings	%
1.	VSTECS Holdings (Singapore) Limited	144,000,000	40.364
2.	Sengin Sdn. Bhd.	42,462,000	11.902
3.	MIDF Amanah Investment Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Dasar Technologies Sdn. Bhd. (CTS-DTS0002C)</i>	30,800,000	8.633
4.	CGS-CIMB Nominees (Asing) Sdn. Bhd. <i>Exempt An for CGS-CIMB Securities (Singapore) Pte. Ltd. (Retail Clients)</i>	9,962,900	2.793
5.	CGS-CIMB Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Chiew Chieng Siew (MK0111)</i>	7,114,000	1.994
6.	Melco Holdings Inc.	6,000,000	1.682
7.	CIMB Group Nominees (Tempatan) Sdn. Bhd. <i>CIMB Commerce Trustee Berhad for Kenanga Shariah Growth Opportunities Fund (50156 TR01)</i>	4,461,000	1.250
8.	Oasis Hope Sdn. Bhd.	3,589,600	1.006
9.	RHB Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Chiew Chieng Siew</i>	3,080,200	0.863
10.	Lim Kooi Fui	2,164,000	0.607
11.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Chiew Chieng Siew (E-PDG)</i>	1,891,600	0.530
12.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Gan Tee Jin</i>	1,800,000	0.505

ANALYSIS OF SHAREHOLDINGS

As at 21 March 2022

cont'd

THIRTY (30) LARGEST SHAREHOLDERS *cont'd*

No.	Name of Shareholders	No. of Shareholdings	%
13.	Lim Kooi Fui	1,556,500	0.436
14.	Tan Tiang Choon	1,222,800	0.343
15.	Lim Yin Sew	1,127,900	0.316
16.	CIMB Group Nominees (Tempatan) Sdn. Bhd. <i>CIMB Commerce Trustee Berhad for Philip Value Growth Fund</i>	1,041,100	0.292
17.	Chong Chiew Tshung	1,030,000	0.289
18.	Migan Sdn. Bhd.	1,021,500	0.286
19.	CGS-CIMB Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Chiew Chieng Siew (Kuching-CL)</i>	973,100	0.273
20.	CIMSEC Nominees (Tempatan) Sdn. Bhd. <i>CIMB for Sengin Sdn. Bhd. (PB)</i>	918,000	0.257
21.	Maybank Securities Nominees (Tempatan) Sdn. Bhd. <i>Pledge Securities Account for Mary Tan @ Tan Hui Ngoh (STF)</i>	810,300	0.227
22.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Jincan Sdn. Bhd.</i>	801,000	0.225
23.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>ICLIF (IFM Kenanga-I) (419237)</i>	781,800	0.219
24.	Federlite Holdings Sdn. Bhd.	732,400	0.205
25.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledge Securities Account for Chong Khong Shoong (E-IMO/JSI)</i>	700,000	0.196
26.	Public Nominees (Tempatan) Sdn. Bhd. <i>Pledged Securities Account for Kejutaan Holdings Sdn. Bhd. (E-IMO)</i>	700,000	0.196
27.	Maybank Nominees (Tempatan) Sdn. Bhd. <i>Maybank Trustees Berhad for Kenanga Syariahextra Fund (N14011960240)</i>	686,100	0.192
28.	Citigroup Nominees (Tempatan) Sdn. Bhd. <i>Kenanga Islamic Investors Berhad for Yayasan Pahang</i>	652,200	0.183
29.	Koo Git Loo @ Chiu Git Loo	635,000	0.178
30.	Foo Lek Choong	614,400	0.172
		273,329,400	76.616

ANALYSIS OF SHAREHOLDINGS

As at 21 March 2022

cont'd

SUBSTANTIAL SHAREHOLDERS AS AT 21 MARCH 2022

Name	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
VSTECS Holdings (Singapore) Limited	153,942,900	43.151	-	-
VSTECS Holdings Limited	-	-	153,942,900 ⁽¹⁾	43.151
Sengin Sdn. Bhd.	43,380,000	12.160	-	-
Dasar Technologies Sdn. Bhd.	30,800,000	8.633	-	-
The late Foo Sen Chin	198,000	0.056	43,994,400 ⁽²⁾	12.332
Lee Marn Fong @ Wu Marn Fong	-	-	44,192,400 ⁽³⁾	12.387

DIRECTORS' SHAREHOLDINGS AS AT 21 MARCH 2022

	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Lee Marn Fong @ Wu Marn Fong	-	-	44,192,400 ⁽³⁾	12.387
Soong Jan Hsung	450,000	0.126	-	-
Wong Heng Chong	450,000	0.126	-	-
Dato' Khoo Sin Aik	-	-	10,000	0.003
Abdul Aziz bin Zainal Abidin	-	-	-	-
Ong Wei Hiam	-	-	-	-
Cheryl Khor Hui Peng	-	-	-	-

Notes:

⁽¹⁾ VSTECS Holdings (Singapore) Limited is a wholly-owned subsidiary of VSTECS Holdings Limited.

⁽²⁾ By virtue of his substantial shareholdings in Sengin Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and the shareholdings of his child.

⁽³⁾ By virtue of her substantial shareholdings in Sengin Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and the shareholdings of her spouse and child.

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth ("26th") Annual General Meeting ("AGM") of **VSTECs BERHAD** ("VSTECs" or "the Company") will be held on a **virtual basis** vide Securities Services e-Portal ("SSeP") at <https://www.sshsb.net.my/> on Tuesday, 17 May 2022 at 10:30 a.m., or at any adjournment thereof, for the following purposes:-

Day, Date and Time	Tuesday, 17 May 2022 at 10:30 a.m.
Meeting Platform/Venue	SSeP at https://www.sshsb.net.my/
Meeting Title	VSTECs BERHAD'S 26TH AGM
Broadcast Venue	Training Room, VSTECs Berhad, Lot 3, Jalan Teknologi 3/5, Taman Sains Selangor, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan Note: The broadcast venue is mainly for broadcasting of AGM only. It is NOT a physical meeting venue for attendance in person by members and/or proxy.
Mode of Communication	<p>Prior to the AGM:-</p> <p>(1) Submit questions to the Board prior to the AGM by writing/emailing to secretariat@vstecs.com.my, no later than 10:30 a.m. on Sunday, 15 May 2022.</p> <p>During the AGM:-</p> <p>Primary Mode of Communication</p> <p>(2) Pose questions to the Board vide real-time submission of typed texts at https://sshsb.net.my/ during the live streaming of the AGM.</p> <p>Alternative Mode of Communication</p> <p>(3) In the event of any technical glitch affecting the Primary Mode of Communication, Members and/or proxies may email their questions to eservices@sshsb.com.my during the Meeting. Dedicated personnel will be monitoring this email address and forward your enquiries to the Chairman of the AGM accordingly.</p>

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. **(Refer to Note (B))**
- To re-elect the following Directors who retire in accordance with Clause 21.6 of the Constitution of the Company:-
 - Mr. Ong Wei Hiam; and
 - Dato' Khoo Sin Aik.**(Resolution 1)**
(Resolution 2)

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

cont'd

3. To re-elect the following Directors who retire in accordance with Clause 21.10 of the Constitution of the Company:-
 - (a) Ms. Cheryl Khor Hui Peng; and **(Resolution 3)**
 - (b) Madam Lee Marn Fong @ Wu Marn Fong. **(Resolution 4)**
4. To approve the payment of Directors' fees of RM404,035/- (Ringgit Malaysia: Four Hundred Four Thousand and Thirty-Five) only for the financial year ended 31 December 2021. **(Resolution 5)**
5. To re-appoint KPMG PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

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

6. **ORDINARY RESOLUTION NO. 1** **(Resolution 7)**
- PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230 OF THE COMPANIES ACT 2016

"**THAT** the benefits payable to the Directors up to an amount of RM108,000/- (Ringgit Malaysia: One Hundred and Eight Thousand) only for the period from 1 June 2022 to the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016 be and is hereby approved for payment."
7. **ORDINARY RESOLUTION NO. 2** **(Resolution 8)**
- PROPOSED RETENTION OF MR. WONG HENG CHONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"**THAT** Mr. Wong Heng Chong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
8. **ORDINARY RESOLUTION NO. 3** **(Resolution 9)**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

"**THAT** subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

AND THAT the Directors be and are so empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

cont'd

9. ORDINARY RESOLUTION NO. 4

(Resolution 10)

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK")

"**THAT** subject to Section 127 of the Companies Act 2016 ("**the Act**"), the Constitution of the Company, Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- (i) the aggregate number of ordinary shares to be purchased ("**Purchased Shares**") and/or held by the Company does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder; and/or
- (iv) distribute the shares as dividend to shareholders, such dividend is to be known as "share dividends"; and/or
- (v) resell the shares or any of the shares in accordance with the relevant rules of the stock exchange; and/or
- (vi) transfer the shares, or any of the shares as purchase consideration; and/or
- (vii) cancel the shares or any of the shares; and/or
- (viii) sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or

in any other manner as prescribed by the Act, the applicable laws, regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the Purchased Shares shall continue to be valid until all the Purchased Shares have been dealt with by the Directors.

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

cont'd

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first.

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company."

10. ORDINARY RESOLUTION NO. 5

(Resolution 11)

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

"THAT subject to the provisions of the Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in the Circular/Statement to Shareholders dated 18 April 2022, which are necessary for the day-to-day operations of the Company and/or its subsidiaries ("**Group**"), to be entered by the Group in the ordinary course of business and are on terms which are not more favourable to the parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders of the Company.

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

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

whichever is the earlier.

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

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

cont'd

11. To transact any other business of which due notice shall have been given.

By Order of the Board

(duly signed)

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)
CHENG CHIA PING (MAICSA 1032514) (SSM PC NO. 202008000730)
 Company Secretaries

Kuala Lumpur
 Dated: 18 April 2022

Notes:-

(A) Information for Shareholders/Proxies

1. As a precautionary measure amid the outbreak of Coronavirus Disease ("**Covid-19**") pandemic, VSTECS shall conduct the 26th AGM as a virtual general meeting via the Remote Participation and Voting ("**RPV**") facilities provided by SS E Solutions Sdn. Bhd. via its SSeP at <https://www.sshsb.net.my/>.

The Broadcast Venue is strictly for the purpose of complying with Clause 18.4 of the Company's Constitution and Section 327(2) of the Companies Act 2016 ("**the Act**"), which requires the Chairman of the meeting to be present at the main venue of the Meeting.

Shareholders **WILL NOT BE ALLOWED** to attend the 26th AGM in person at the Broadcast Venue on the day of the Meeting.

By utilising the RPV facilities at SSeP (prior registration as a User is required), shareholders are to remotely attend, participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the AGM. **Please refer to the Administrative Guide for procedures to utilise the RPV facilities.**

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 May 2022 ("General Meeting Record of Depositors") shall be eligible to attend the AGM via RPV facilities.
3. A member (including authorised nominee) entitled to attend and vote at the Meeting via RPV facilities, may appoint more than one (1) proxy to attend and vote at the AGM via RPV facilities, to the extent permitted by the Act, Securities Industry (Central Depositories) Act, 1991, Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), and the Rules of Bursa Malaysia Depository Sdn. Bhd. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. A proxy may but does not need to be a member of the Company and notwithstanding this, a member entitled to attend and vote at the AGM via RPV facilities is entitled to appoint any person as his/her proxy to attend and vote instead of the member at the AGM without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the AGM via RPV facilities shall have the same rights as the member to attend, participate, speak and vote at the AGM.

As guided by the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 7 April 2022, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 26th AGM via real time submission of typed texts through a text box within SSeP's platform during the live streaming of the 26th AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to eservices@sshsb.com.my during the 26th AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during the Meeting.

5. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
6. Where a member is an exempt authorised nominee who 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 of which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

cont'd

7. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the AGM via RPV facilities must request his/her proxy to register himself/herself for RPV facilities at SSeP at <https://www.sshsb.net.my/>. Please refer to the Administrative Guide for procedures to utilise the RPV facilities.

8. **Publication of Notice of 26th AGM and Proxy Form on corporate website**

Pursuant to Section 320(2) of the Act, a copy of this Notice together with the Proxy Form are available at the corporate website of VSTECs Berhad at https://vstecs.listedcompany.com/ar_2021.html.

9. **Submission of Proxy Form in either hard copy form or electronic form**

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and, shall be deposited with the Company's Poll Administrator, namely, SS E Solutions Sdn. Bhd., either at the designated office as stated below or vide SSeP, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof (i.e. **on or before Sunday, 15 May 2022 at 10:30 a.m.**):-

Mode of Submission	Designated Address
Hard copy	SS E Solutions Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Fax: 03-2094 9940 and/or 03-2095 0292 Email: eservices@sshsb.com.my
Electronic appointment	SSeP Weblink: https://www.sshsb.net.my/

(B) Audited Financial Statements for the financial year ended 31 December 2021

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the audited financial statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

(C) Re-election of Directors

In determining the eligibility of the Directors to stand for re-election at the forthcoming 26th AGM, the Nominating Committee ("NC"), guided by the Directors' Assessment Policy has considered the criteria as stated in the said Policy as well as the requirements of Paragraph 2.20A of the Main LR of Bursa Securities and recommended Mr. Ong Wei Hiam and Dato' Khoo Sin Aik for re-election as Directors pursuant to Clause 21.6 of the Constitution of the Company, and Ms. Cheryl Khor Hui Peng and Madam Lee Marn Fong @ Wu Marn Fong for re-election as Directors pursuant to Clause 21.10 of the Constitution of the Company ("**Retiring Directors**"). The Board has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors. Therefore, the Board would like to recommend the same be tabled to the shareholders for approval at the forthcoming 26th AGM of the Company under Resolutions 1, 2, 3 and 4, respectively. The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2021 of the Company.

All the Retiring Directors have consented to their re-election, and abstained from deliberation and voting in relation to their individual re-election at the NC and Board of Directors' Meetings, respectively.

(D) Payment of Directors' Fees

The Proposed Directors' Fees for the financial year ended 31 December 2021 was RM404,035/- (2020: RM437,368/-).

The Resolution 5, if approved, will authorise the payment of Directors' Fees pursuant to Clause 21.4 of the Constitution of the Company.

(E) Re-appointment of Auditors

The Audit Committee ("AC") have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2022. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming 26th AGM of the Company under Resolution 6. The evaluation criteria adopted as well as the process of assessment by the AC and Board, respectively, have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2021 of the Company.

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

cont'd

Explanatory Notes to Special Business:-

(F) Payment of Benefits Payable

Under proposed Resolution 7, the benefits payable to the Directors has been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company. The benefits concern comprised the meeting allowances, insurance premium and other benefits payable in favour of the Directors.

(G) Proposed Retention of Mr. Wong Heng Chong as Independent Non-Executive Director

Mr. Wong Heng Chong ("**Mr. Wong HC**") was appointed as an Independent Non-Executive Director ("**INED**") of the Company on 8 August 2012, whereby he would have served in that capacity for a cumulative term of more than nine (9) years.

The Board wishes to retain Mr. Wong HC as INED of the Company under proposed Resolution 8.

The Board vide the NC after having assessed of the independence of Mr. Wong HC regarded him to be independent, recommends that the approval of the shareholders be sought to retain Mr. Wong HC to continue in office as INED based on the following justifications:-

- He has fulfilled the criteria under the definition of an Independent Director pursuant to the Main LR;
- He is able to exercise independent judgement and act in the best interests of the Company;
- There is no potential conflict of interest that Mr. Wong HC could have with the Company as he has not entered into any contract or transaction with the Company and/or its subsidiaries;
- In recognition of his board seniority in terms of length of service on board as well as his good understanding of the Group's business and operations, the Board has identified and designated him as the Senior INED since 16 June 2020; and
- There are significant advantages to be gained by the Board from Mr. Wong HC whom have many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, and have provided invaluable contributions to the Board in his roles as INEDs.

(H) Authority to Issue Shares pursuant to the Act

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the 26th AGM of the Company under proposed Resolution 9 (hereinafter referred to as the "**General Mandate**"). This authority will, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

The Company had been granted a general mandate by its shareholders at the Twenty-Fifth AGM of the Company held on 18 May 2021 (hereinafter referred to as the "**Previous Mandate**").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

(I) Proposed Renewal of Share Buy-Back

The proposed Resolution 10, if passed, will renew the authority given to the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the timeframe stipulated in the Main LR of Bursa Securities (hereinafter referred to as the "**Share Buy-Back**"). This authority will, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.

Further details are set out in the Part A of the Circular/Statement to Shareholders dated 18 April 2022 circulated together with this Annual Report.

(J) Proposed Renewal of Shareholders' Mandate

The proposed Resolution 11, if passed, will renew the authority given to the Company and/or its subsidiaries a mandate to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties in compliance with the Main LR of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Further details are set out in the Part B of the Circular/Statement to Shareholders dated 18 April 2022 circulated together with this Annual Report.

ADMINISTRATIVE GUIDE



SECURITIES SERVICES e-PORTAL

WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

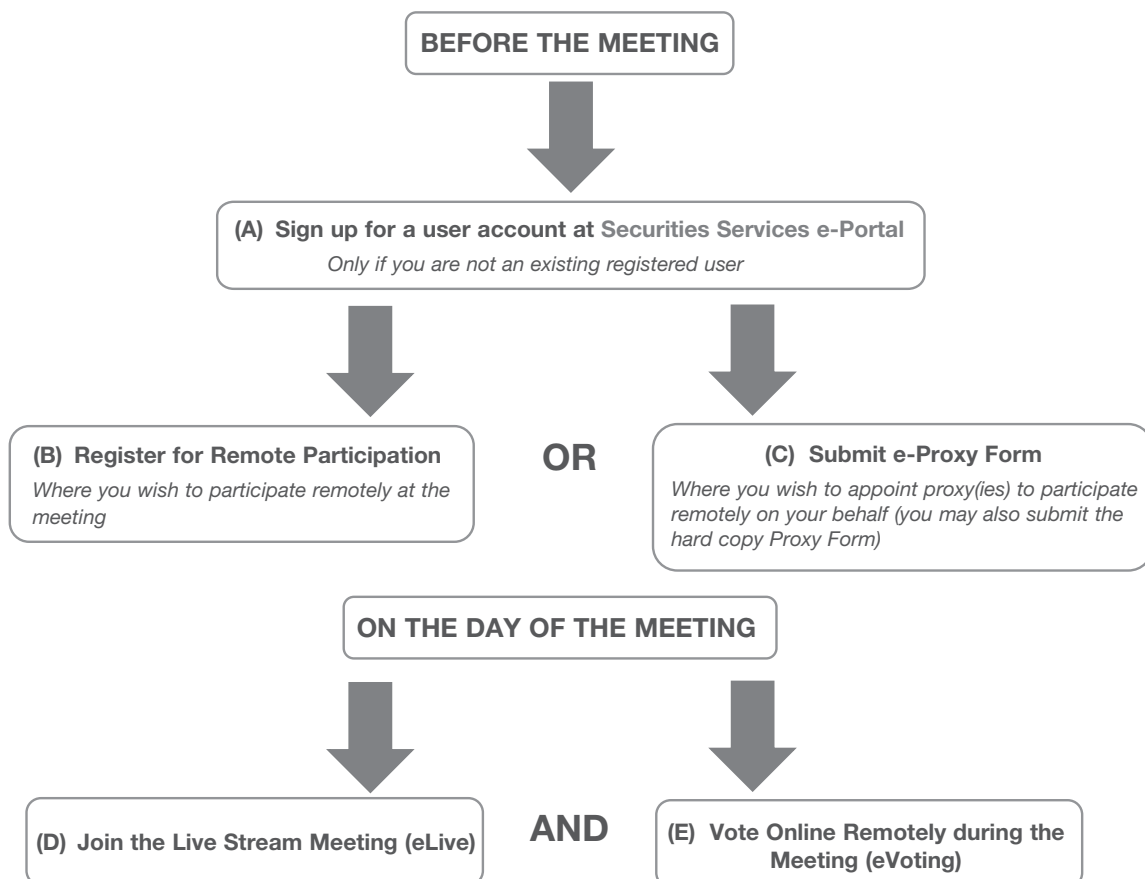
- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “**e-Services**”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by VSTECS Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Lee Pei Yeng (DID: +603 2084 9169) or Ms. Rachel Ou (DID: +603 2084 9161) or at our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshshb.com.my.



ADMINISTRATIVE GUIDE

cont'd

BEFORE THE MEETING

(A) Sign up for a user account at Securities Services e-Portal

Step 1	Visit https://sshsb.net.my/	<ul style="list-style-type: none"> We require 1 working day to process all user sign-ups. If you do not have a user account with the e-Portal, you will need to sign up for a user account by the deadlines stipulated below. Your registered email address is your User ID.
Step 2	Sign up for a user account	
Step 3	Wait for our notification email that will be sent within one (1) working day	
Step 4	Verify your user account within seven (7) days of the notification email and log in	

To register for the meeting under (B) below, please sign up for a user account by 15 MAY 2022

To submit e-Proxy Form under (C) below, please sign up for a user account by 12 MAY 2022, failing which you may only be able to submit the hard copy proxy form.

This is a ONE-TIME sign up only. If you already have a user account, please proceed to either (B) or (C) below.

(B) Register for Remote Participation at the Meeting

<p>➤ Log in to https://sshsb.net.my/ with your registered email and password</p> <p>➤ Look for VSTECS Berhad under Company Name and 26th AGM on 17 May 2022 at 10:30 a.m. – Registration for Remote Participation under Corporate Exercise/Event and click ">" to register for remote participation at the meeting.</p>	
Step 1	<p>Check if you are attending as –</p> <ul style="list-style-type: none"> Individual shareholder Corporate or authorised representative of a body corporate <p><i>For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The <u>original</u> evidence of authority and translation thereof, if required, have to be submitted to the SS E Solutions Sdn. Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.</i></p>
Step 2	<p>Submit your registration.</p> <ul style="list-style-type: none"> All shareholders must register for remote participation at the meeting and are highly encouraged to register as early as possible and before the eLive access date and time [see (D) below] in order to ensure timely access to the meeting. Access shall be granted only to eligible shareholders in accordance with the General Meeting Record of Depositors as at 10 May 2022. A copy of your e-Registration for remote participation can be accessed via My Records (refer to the left navigation panel). Your registration will apply to all the CDS account(s) of each individual shareholder/body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate. As the meeting will be conducted on a virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

ADMINISTRATIVE GUIDE

cont'd

(C) Submit e-Proxy Form	
Meeting Date and Time	Proxy Form Submission Closing Date and Time
Tuesday, 17 May 2022 at 10:30 a.m.	Sunday, 15 May 2022 at 10:30 a.m.
<ul style="list-style-type: none"> ➤ Log in to https://sshsb.net.my/ with your registered email and password ➤ Look for VSTECS Berhad under Company Name and 26th AGM on 17 May 2022 at 10:30 a.m. – Submission of Proxy Form under Corporate Exercise/Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above. 	
<p>Step 1 Check if you are submitting the proxy form as –</p> <ul style="list-style-type: none"> ▪ Individual shareholder ▪ Corporate or authorised representative of a body corporate <p><i>For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The <u>original</u> evidence of authority and translation thereof, if required, have to be submitted to the SS E Solutions Sdn. Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above.</i></p> <p>Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies). You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.</p> <p>Step 3 Proceed to indicate how your votes are to be casted against each resolution.</p> <p>Step 4 Review and confirm your proxy form details before submission.</p> <ul style="list-style-type: none"> • A copy of your submitted e-Proxy Form can be accessed via My Records (refer to the left navigation panel). • You need to submit your e-Proxy Form for every CDS account(s) you have or represent. 	
PROXIES	
<p>All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by 12 May 2022. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, <u>provided the proxy must be a registered user of the e-Portal</u>, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a virtual basis.</p>	

ADMINISTRATIVE GUIDE

cont'd

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Tuesday, 17 May 2022 at 10:30 a.m.	Tuesday, 17 May 2022 at 10:00 a.m.
<p>➤ Look for VSTECS Berhad under Company Name and 26th AGM on 17 May 2022 at 10:30 a.m. – Live Stream Meeting under Corporate Exercise/Event and click “>” to join the meeting.</p> <ul style="list-style-type: none"> The access to the live stream meeting will open on the abovementioned date and time. If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user. 	

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Tuesday, 17 May 2022 at 10:30 a.m.	Tuesday, 17 May 2022 at 10:30 a.m.
<p>➤ If you are already accessing the Live Stream Meeting, click Proceed to Vote under the live stream player. OR</p> <p>➤ If not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for VSTECS Berhad under Company Name and 26th AGM on 17 May 2022 at 10:30 a.m. – Remote Voting under Corporate Exercise/Event and click “>” to remotely cast and submit the votes online for the resolutions tabled at the meeting.</p> <p>Step 1 Cast your votes by clicking on the radio buttons against each resolution. Step 2 Review your casted votes and confirm and submit the votes.</p> <ul style="list-style-type: none"> The access to eVoting will open on the abovementioned date and time. Your votes casted will apply throughout <u>all</u> the CDS accounts you represent as an individual shareholder, corporate/authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form. The access to eVoting will close as directed by the Chairman of the meeting. A copy of your submitted eVoting can be accessed via My Records (refer to the left navigation panel). 	

**VST ECS BERHAD**

[(Registration No. 199501021835 (351038-H)]
(Incorporated in Malaysia)

PROXY FORM

No. of Shares Held	CDS Account No.
Contact Number	Email Address

I/We _____
(name of shareholder as per NRIC, in capital letters)

NRIC No./ID No./Company No. _____ (New) _____ (Old)
of _____
(full address)

being a Member/Members of VST ECS Berhad, hereby appoint _____
(name of proxy as per NRIC, in capital letters)

NRIC No. _____ (New) _____ (Old) of _____
_____ Contact No. _____
(full address)

and/or failing him/her _____
(name of proxy as per NRIC, in capital letters)

NRIC No. _____ (New) _____ (Old) of _____
_____ Contact No. _____
(full address)

or failing him/her, the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Twenty-Sixth ("26th") Annual General Meeting ("**AGM**") of the Company to be held on a **virtual basis** at the Broadcast Venue at Training Room, VST ECS Berhad, Lot 3, Jalan Teknologi 3/5, Taman Sains Selangor, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, vide Securities Services e-Portal ("SSeP") at <https://www.sshsb.net.my/> on Tuesday, 17 May 2022 at 10:30 a.m., or at any adjournment thereof.

The proportion of *my/our holdings to be represented by *my/our proxy(ies) are as follows:-

First Proxy	%
Second Proxy	%
	100%

In the case of a vote by a show of hands, my proxy _____ (one only) shall vote on *my/our behalf.

Please indicate with an "X" in the spaces provided below how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Resolutions	For	Against
Resolution 1 Re-election of Mr. Ong Wei Hiam as Director pursuant to Clause 21.6 of the Company's Constitution		
Resolution 2 Re-election of Dato' Khoo Sin Aik as Director pursuant to Clause 21.6 of the Company's Constitution		
Resolution 3 Re-election of Ms. Cheryl Khor Hui Peng as Director pursuant to Clause 21.10 of the Company's Constitution		
Resolution 4 Re-election of Madam Lee Marn Fong @ Wu Marn Fong as Director pursuant to Clause 21.10 of the Company's Constitution		
Resolution 5 Payment of Directors' Fees		
Resolution 6 Re-appointment of KPMG PLT as Auditors and to fix their remuneration		
Resolution 7 Ordinary Resolution No. 1 – Payment of Benefits Payable to the Directors		
Resolution 8 Ordinary Resolution No. 2 – Proposed Retention of Mr. Wong Heng Chong as Independent Non-Executive Director		
Resolution 9 Ordinary Resolution No. 3 – Authority to Issue Shares		
Resolution 10 Ordinary Resolution No. 4 – Proposed Renewal of Share Buy-Back		
Resolution 11 Ordinary Resolution No. 5 – Proposed Renewal of Shareholders' Mandate		

Dated this _____ day _____ 2022.

Signature of Member/Common Seal

AFFIX
STAMP

The Poll Administrator

for the 26th Annual General Meeting of
VSTECS Berhad

SS E Solutions Sdn. Bhd.

[Registration No. 202001010461 (1366781-T)]

Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

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(A) Information for Shareholders/Proxies

1. As a precautionary measure amid the outbreak of Coronavirus Disease ("Covid-19") pandemic, VSTECS shall conduct the 26th AGM as a virtual general meeting via the Remote Participation and Voting ("**RPV**") facilities provided by SS E Solutions Sdn. Bhd. via its SSeP at <https://www.sshsb.net.my/>.

The Broadcast Venue is strictly for the purpose of complying with Clause 18.4 of the Company's Constitution and Section 327(2) of the Companies Act 2016 ("**the Act**"), which requires the Chairman of the meeting to be present at the main venue of the Meeting.

Shareholders WILL NOT BE ALLOWED to attend the 26th AGM in person at the Broadcast Venue on the day of the Meeting.

By utilising the RPV facilities at SSeP (prior registration as a User is required), shareholders are to remotely attend, participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the AGM. **Please refer to the Administrative Guide for procedures to utilise the RPV facilities.**

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 May 2022 ("General Meeting Record of Depositors") shall be eligible to attend the AGM via RPV facilities.
3. A member (including authorised nominee) entitled to attend and vote at the Meeting via RPV facilities, may appoint more than one (1) proxy to attend and vote at the AGM via RPV facilities, to the extent permitted by the Act, Securities Industry (Central Depositories) Act, 1991, Main Market Listing Requirements ("**Main LR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), and the Rules of Bursa Malaysia Depository Sdn. Bhd. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. A proxy may but does not need to be a member of the Company and notwithstanding this, a member entitled to attend and vote at the AGM via RPV facilities is entitled to appoint any person as his/her proxy to attend and vote instead of the member at the AGM without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the AGM via RPV facilities shall have the same rights as the member to attend, participate, speak and vote at the AGM.

As guided by the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 7 April 2022, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 26th AGM via real time submission of typed texts through a text box within SSeP's platform during the live streaming of the 26th AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to eservices@sshsb.com.my during the 26th AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during the Meeting.

5. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
6. Where a member is an exempt authorised nominee who 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 of which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the AGM via RPV facilities must request his/her proxy to register himself/herself for RPV facilities at SSeP at <https://www.sshsb.net.my/>. Please refer to the Administrative Guide for procedures to utilise the RPV facilities.

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8. Publication of Notice of 26th AGM and Proxy Form on corporate website

Pursuant to Section 320(2) of the Act, a copy of this Notice together with the Proxy Form are available at the corporate website of VSTECS Berhad at https://vstecs.listedcompany.com/ar_2021.html.

9. Submission of Proxy Form in either hard copy form or electronic form

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and, shall be deposited with the Company's Poll Administrator, namely, SS E Solutions Sdn. Bhd., either at the designated office as stated below or vide SSeP, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof (i.e. **on or before Sunday, 15 May 2022 at 10:30 a.m.**):-

Mode of Submission	Designated Address
Hard copy	SS E Solutions Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Fax: 03-2094 9940 and/or 03-2095 0292 Email: eservices@sshsb.com.my
Electronic appointment	SSeP Weblink: https://www.sshsb.net.my/

(B) Audited Financial Statements for the financial year ended 31 December 2021

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the audited financial statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

www.vstecs.com.my

VSTECs BERHAD

[Registration No: 199501021835 (351038-H)]

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Kota Damansara, 47810 Petaling Jaya,
Selangor Darul Ehsan, Malaysia
Tel : +603 6286 8222
E-mail : secretariat@vstecs.com.my

