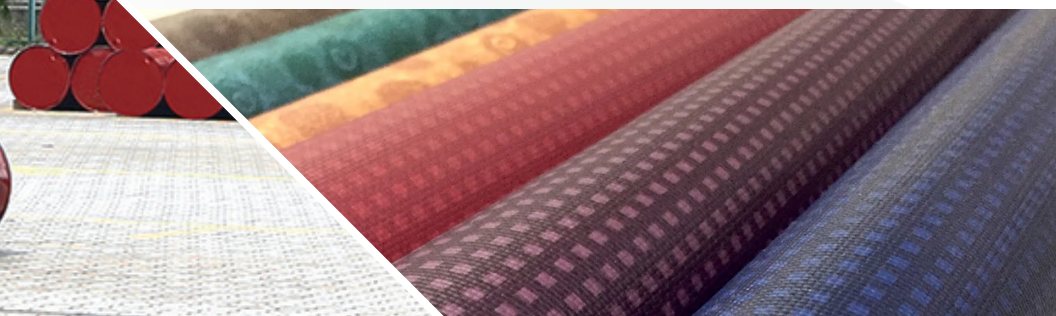




NYLEX (MALAYSIA) BERHAD

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

ANNUAL REPORT 2020

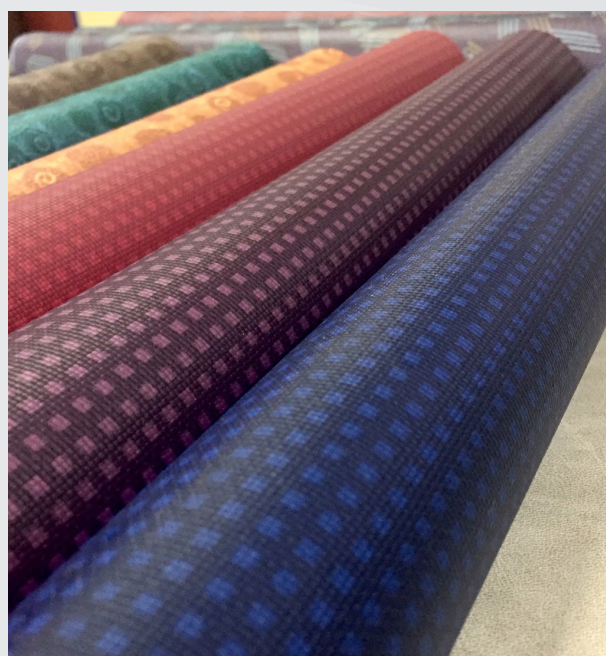


TOGETHER

WE CAN MAKE A DIFFERENCE

TABLE OF CONTENTS

- 02** Corporate Information
- 03** Corporate Structure
- 04** List of Principal Offices
- 05** Five-Year Highlights
- 06** Board of Directors
- 09** Key Senior Management
- 12** Management Discussion and Analysis



- 16** Corporate Governance Overview Statement
- 31** Audit Committee Report
- 36** Statement on Risk Management and Internal Control
- 41** Sustainability Statement
- 46** Directors' Responsibilities Statement on Financial Statements
- 47** Financial Statements
- 133** Additional Information
- 134** List of Properties
- 136** Analysis of Shareholdings
- 138** Notice of Annual General Meeting

Proxy Form



CORPORATE INFORMATION

As at 31 August 2020

BOARD OF DIRECTORS

Datuk Anuar bin Ahmad

(Independent Non-Executive Chairman)
(Re-designated on 16 January 2020)

Dato' Siew Ka Wei

(Group Managing Director)

Edmond Cheah Swee Leng

(Independent Non-Executive Director)

Khamis bin Awal

(Independent Non-Executive Director)

Tan Sri Dato' Dr Lin See Yan

(Independent Non-Executive Director)
(Appointed on 2 December 2019)

Dato' Tengku Mahamad bin Tengku Mahamut

(Independent Non-Executive Chairman)
(Resigned on 16 January 2020)

AUDIT COMMITTEE

Edmond Cheah Swee Leng
(Chairman)

Khamis bin Awal

Datuk Anuar bin Ahmad

REMUNERATION AND NOMINATION COMMITTEE

Edmond Cheah Swee Leng
(Chairman)

Khamis bin Awal

Dato' Tengku Mahamad bin Tengku Mahamut
(Resigned on 16 January 2020)

COMPANY SECRETARIES

Choo Se Eng

(MIA 5876)
(SSM PC No. 201908002341)

Stephen Geh Sim Whye

(MICPA 1810)
(SSM PC No. 201908001029)

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS

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

WEBSITE

www.nylex.com

SHARE REGISTRAR

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

Unit 32-01, Level 32, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia
Tel : (603) 2783 9299
Fax : (603) 2783 9222

AUDITORS

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

STOCK EXCHANGE LISTING

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

PRINCIPAL BANKERS

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

SOLICITORS

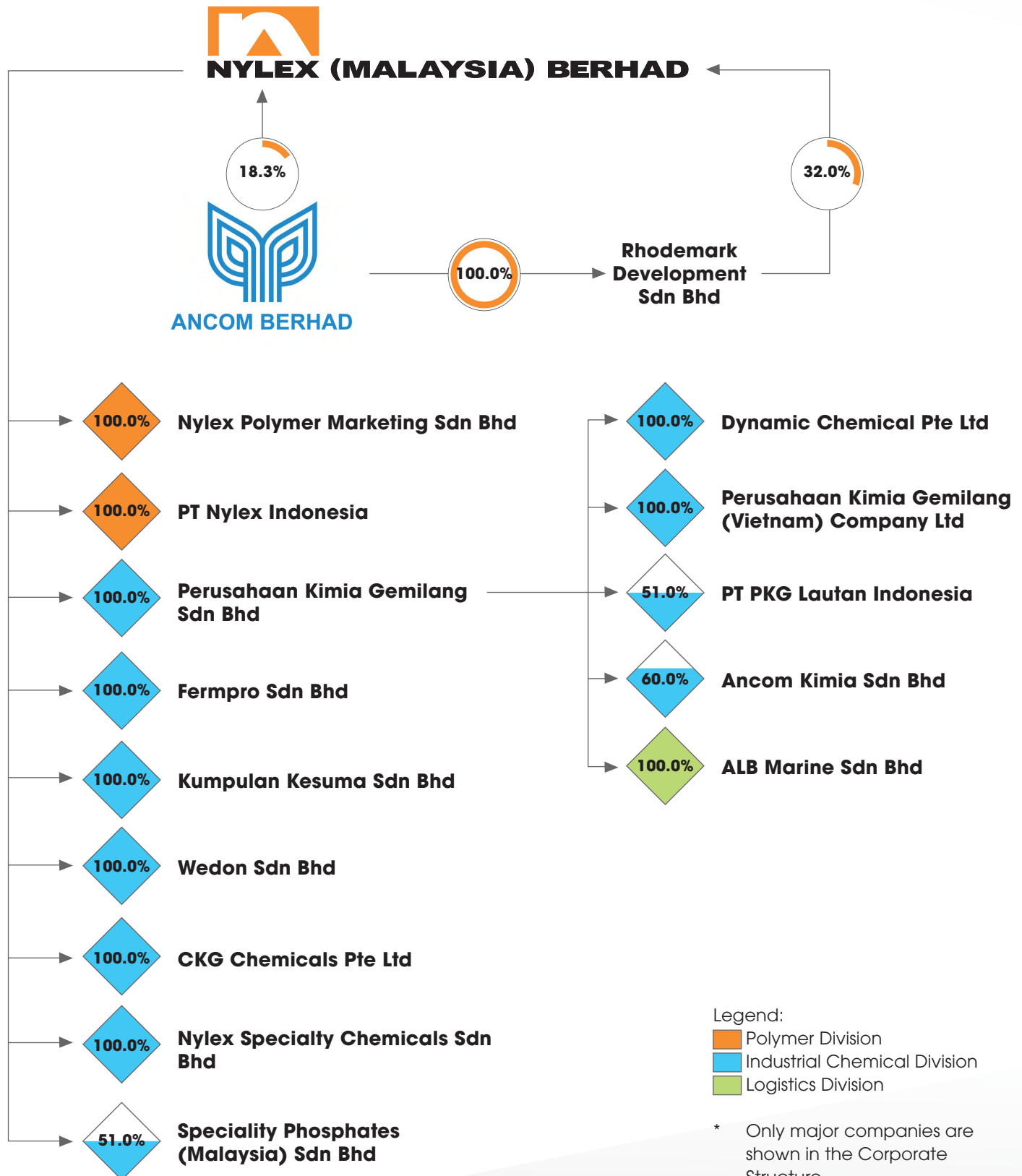
Chong, Ng & Yap Advocates and
Solicitors
Lee, Perara & Tan

DOMICILE

Malaysia

CORPORATE STRUCTURE

As at 31 August 2020



LIST OF PRINCIPAL OFFICES

As at 31 August 2020

NYLEX (MALAYSIA) BERHAD / NYLEX POLYMER MARKETING SDN BHD / ALB MARINE SDN BHD

Lot 16, Persiaran Selangor, Section 15
40200 Shah Alam
Selangor Darul Ehsan, Malaysia
Tel : (603) 5519 1706
Fax : (603) 5510 8291 / 5510 0088
www.nylex.com
www.nylexpolymer.com

PT NYLEX INDONESIA

Desa Sumengko Km31
Wringinanom, Gresik
61176 Indonesia
Tel : (6231) 898 2626
Fax : (6231) 898 2623

PERUSAHAAN KIMIA GEMILANG SDN BHD

302, Block A, Phileo Damansara 1
No. 9, Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : (603) 7660 0033
Fax : (603) 7660 0133

DYNAMIC CHEMICAL PTE LTD

3 International Business Park
#03-04, Nordic European Centre
Singapore 609927
Tel : (65) 6224 4142
Fax : (65) 6224 6460
www.dynamicchemical.com.sg

PERUSAHAAN KIMIA GEMILANG (VIETNAM) COMPANY LTD

7 Floor, 205B Hoang Hoa Tham Street
Ward 06, Binh Thanh District
Ho Chi Minh City, Vietnam
Tel : (8428) 3516 3115
Fax : (8428) 3516 3098

PT PKG LAUTAN INDONESIA

Gedung Graha Indramas
Jl. AIPDA K.S. Tubun Raya No. 77
Jakarta, 11410 Indonesia
Tel : (6221) 5367 3269
Fax : (6221) 5367 3278

ANCOM KIMIA SDN BHD

3A02, Block A, Phileo Damansara 1
No. 9, Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : (603) 7660 0033
Fax : (603) 7660 0133

FERMPRO SDN BHD

202, Block A, Phileo Damansara 1
No. 9, Jalan 16/11, Off Jalan Damansara
46350 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : (603) 7660 0033
Fax : (603) 7660 0133

KUMPULAN KESUMA SDN BHD / WEDON SDN BHD

No. 6, Lorong SS13/6A
Subang Jaya Industrial Estate
47500 Subang Jaya
Selangor Darul Ehsan, Malaysia
Tel : (603) 5633 6229
Fax : (603) 5634 9915

CKG CHEMICALS PTE LTD

51 Goldhill Plaza #11-03
Singapore 308900
Tel : (65) 6319 4680
Fax : (65) 6319 4699

NYLEX SPECIALTY CHEMICALS SDN BHD / SPECIALITY PHOSPHATES (MALAYSIA) SDN BHD

Lot 593, Persiaran Raja Lumu
Kawasan Perusahaan Pandamaran
42000 Port Klang
Selangor Darul Ehsan, Malaysia
Tel : (603) 3168 8282
Fax : (603) 3167 9115
www.nylexsc.com.my

FIVE-YEAR HIGHLIGHTS

	2020 RM'000	2019 RM'000	2018 RM'000	2017 RM'000	2016 RM'000
Revenue	1,136,305	1,560,354	1,446,375	1,337,256	1,197,450
Earnings before interest, tax, depreciation and amortisation	20,212	27,781	52,804	53,426	33,889
(Loss)/Profit before tax	(18,940)	4,640	30,576	36,154	20,512
Net (loss)/profit for the year	(25,705)	(4,520)	20,075	23,761	11,177
Net (loss)/profit attributable to owners of the parent	(23,207)	(3,332)	19,093	20,386	11,154
ASSETS					
Property, plant and equipment	123,658	147,340	146,197	159,706	102,107
Right-of-use assets	48,734	-	-	-	-
Investments	2,999	4,241	1,640	861	476
Other non-current assets	111,478	126,431	127,864	133,938	131,400
Other current assets	344,048	442,665	503,750	510,833	354,207
TOTAL ASSETS	630,917	720,677	779,451	805,338	588,190
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	195,143	195,143	195,143	194,338	194,338
Reserves	20,810	24,805	18,612	32,798	26,019
Retained earnings	94,767	119,753	135,353	120,127	103,567
Less: Treasury shares, at cost	(12,916)	(10,062)	(4,883)	(1,386)	(1,188)
	297,804	329,639	344,225	345,877	322,736
Non-controlling interests	10,101	11,216	16,011	16,586	13,103
Total equity	307,905	340,855	360,236	362,463	335,839
Borrowings	210,565	250,285	254,059	266,571	126,266
Other non-current liabilities	14,373	7,046	6,077	5,528	5,047
Other current liabilities	98,074	122,491	159,079	170,776	121,038
TOTAL EQUITY AND LIABILITIES	630,917	720,677	779,451	805,338	588,190
FINANCIAL INDICATORS					
(Loss)/Earnings per share - sen	(13.2)	(1.8)	10.1	10.6	5.8
Dividend per share - sen	1.0	3.0	2.0	2.0	2.0
Net assets per share - sen	170.3	183.5	183.5	180.2	167.9
Share price - sen	84.0	64.0	63.0	95.5	54.0
OTHER INFORMATION					
Depreciation and amortisation	27,421	10,423	11,330	9,266	6,458
Finance costs	11,867	12,474	11,156	7,921	6,919

BOARD OF DIRECTORS



DATUK ANUAR BIN AHMAD

AGE 66, MALE, MALAYSIAN,
INDEPENDENT NON-EXECUTIVE CHAIRMAN

Joined the Board on 14 August 2018. He was appointed as a member of the Audit Committee on 21 August 2018. He was re-designated as Independent Non-Executive Chairman on 16 January 2020.

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

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

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

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

Presently, Datuk Anuar is an Independent Non-Executive Director of PETRONAS Dagangan Berhad, Independent Non-Executive Director of ENRA Group Berhad, Independent Non-Executive Director of Kumpulan FIMA Berhad and Independent Non-Executive Director of Chemical Company of Malaysia Berhad, all of which are companies listed on Bursa Malaysia Securities Berhad. Datuk Anuar also holds directorships in a few private companies.



DATO' SIEW KA WEI

AGE 64, MALE, MALAYSIAN,
GROUP MANAGING DIRECTOR

Joined the Board on 12 October 1999. He became the Group Managing Director on 29 January 2002.

He received his secondary and tertiary education in the United Kingdom, first studying in Marlborough College from the age of 13 years and then completed his tertiary education at Imperial College London. He received his Bachelor of Science (Hons) Degree in Chemical Engineering and his Masters of Science (MSc) degree in Operational Research at Imperial College, graduated in 1978. In April 2013, he received his honorary Doctor of Business Administration (Entrepreneurship) from HELP University of Malaysia.

Dato' Siew has extensive working experience in the field of petrochemicals locally and internationally for more than 30 years.

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

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

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

BOARD OF DIRECTORS



EDMOND CHEAH SWEE LENG

AGE 66, MALE, MALAYSIAN,
INDEPENDENT NON-EXECUTIVE DIRECTOR

Joined the Board on 26 August 2005. He is currently the Chairman of the Audit Committee. He was appointed as the Chairman of the Remuneration and Nomination Committee on 21 August 2018.

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

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

Mr Cheah is currently an Investment Committee Member and a Director of Manulife Asset Management Services Berhad; the Chairman of Adventa Berhad and a Director of Ancom Berhad, both of which are listed on the Main Market of Bursa Malaysia Securities Berhad.



KHAMIS BIN AWAL

AGE 72, MALE, MALAYSIAN,
INDEPENDENT NON-EXECUTIVE DIRECTOR

Joined the Board on 9 April 2012 and is currently a member of the Audit Committee. He was appointed as a member of the Remuneration and Nomination Committee on 21 August 2018.

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

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

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

BOARD OF DIRECTORS



TAN SRI DATO' DR LIN SEE YAN

AGE 80, MALE, MALAYSIAN,
INDEPENDENT NON-EXECUTIVE DIRECTOR

Joined the Board on 2 December 2019.

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

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

Tan Sri Lin is currently a Director of Ancom Berhad, Wah Seong Corporation Berhad and Sunway Berhad; Chairman of IGB REIT Management Sdn Bhd (a manager of the IGB Real Estate & Investment Trust). He also serves as a trustee of the Tun Ismail Ali Foundation (PNB), Malaysian Economic Association Foundation, Prime Minister's Exchange Fellowship Malaysia, Jeffrey Cheah Foundation and Harvard Club of Malaysia Foundation; and is a Mentor Counselor of the LIN Foundation.

Notes:

1. The Directors have no family relationship with any Directors and/or major shareholders of the Company.
2. Save for Dato' Siew Ka Wei who has interest in certain related party transactions as disclosed in the page 133 of this Annual Report, the Director does not have any business interest which conflict with his position in the Company.
3. Other than traffic offences (if any), none of the Directors has been convicted of any offence within the past five (5) years and there is no public sanction or penalty imposed by the relevant regulatory bodies during the financial year.
4. The attendance and securities holdings of the Directors are respectively disclosed in pages 23 to 24 and page 136 of this Annual Report.

KEY SENIOR MANAGEMENT

DATO' SIEW KA WEI

Age 64, Male, Malaysian
Group Managing Director

Details of Dato' Siew Ka Wei are disclosed in the Director's profile on page 6 of this Annual Report.

ROBIN LING SENG CHIONG

Age 50, Male, Malaysian
Deputy Chief Executive Officer
– Nylex (Malaysia) Berhad
Executive Director
– Perusahaan Kimia Gemilang Sdn
Bhd ("PKG")

Robin was appointed as Deputy Chief Executive Officer on 2 January 2018. He is also the Executive Director in PKG, a position he held since he joined the Group in 2007. Prior to joining PKG, he worked as Asia Pacific Regional Manager for a USA specialty chemicals company for 13 years.

He is currently a member of Industry Expert Advisory Panel (IEAP), Chemistry and Biology programme of Tunku Abdul Rahman University College (TARUC).

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

Robin has no directorship in public companies and listed issuers.

MICHELLE CHEN TAI NGOH

Age 53, Female, Malaysian
Chief Financial Officer

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

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

Michelle has no directorship in public companies and listed issuers.

KEY SENIOR MANAGEMENT

CHOO SE ENG

*Age 59, Male, Malaysian
Company Secretary*

Se Eng started his career as an Auditor in one of the big 4 firms in Malaysia in 1981 and qualified as a Chartered Accountant in 1988. During this period, he gained valuable working knowledge in accounting, taxation and secretarial practices.

He has worked in a merchant bank in the Corporate Finance division for 2 years and was with a public listed company as its Corporate Finance Manager for 4 years before joining Ancom Berhad ("Ancom"), Nylex's holding company, in 1995 as its Senior Manager, Corporate Planning. He assumed the role of Company Secretary of Ancom in 1996 until his resignation in August 2016. He re-joined Ancom in April 2018.

He was appointed as Nylex's Company Secretary when Ancom became its holding company in 1999. He resigned in August 2016 and was re-appointed again in April 2018.

Se Eng is a member of the Malaysian Institute of Certified Public Accountants (MICPA) and Malaysian Institute of Accountants (MIA).

Se Eng has no directorship in public companies and listed issuers.

DATUK ABDUL RASHID HASHIM

*Age 56, Male, Malaysian
Executive Chairman
– Ancom Kimia Sdn Bhd ("AKSB")*

Datuk Rashid joined AKSB as Chief Operating Officer in February 2011. He was re-designated as its Executive Chairman in July 2020. He is the Chief Executive Officer of MSTI Corporation Sdn Bhd, an associate company of Ancom Berhad, which is involved in the provision of IT services.

Datuk Rashid started his career as an assistant credit officer with a commercial bank in 1982. In 1990, he joined ESPI Industries Sdn Bhd, a parts and accessories manufacturer for Proton, as General Manager. In 1994, he was appointed as the Personal Assistant to Managing Director of Ayer Molek Plantation Berhad. Subsequently, in 2000, he joined property developer HBA Development Bhd as its Chief Executive Officer. In 2008, he was appointed the Managing Director of Global Globe Sdn Bhd, a property developer and engineering group.

Datuk Rashid graduated with a Diploma in Credit Management from Institute Teknologi MARA.

He has no directorship in any public listed issuer.

KONG HWAI MING

*Age 60, Male, Singaporean
Executive Director
– CKG Chemicals Pte Ltd ("CKG")*

Hwai Ming started his career as a technician in Tankfarm and Shipping operations in ESSO Refinery Pte Ltd in 1981. In 1989, he joined Petrochemical Corporation of Singapore Pte Ltd as Operation and Shipping Executive and in 1992, he joined CKG as Operation Manager and was subsequently promoted to the position of Executive Director. In 2006, Nylex acquired 100% shareholding in CKG and Hwai Ming was retained at the same position till today.

Hwai Ming holds a Diploma in Mechanical Engineering and a Post Diploma in Industrial Management from Singapore Polytechnic.

Hwai Ming has no directorship in public companies and listed issuers.

KEY SENIOR MANAGEMENT

WILLIAM TAN WEE LIAN

Age 53, Male, Malaysian
Divisional Head
– Nylex Polymer Division

William joined PKG as a Sales Executive in 1994. He was transferred to Fermpro Sdn Bhd (“Fermpro”) in 1997 and has held various positions before he was promoted to Deputy Managing Director of Fermpro in 2006. In 2005, he was given additional assignment to handle Nylex Specialty Chemicals Sdn Bhd (“NSC”) and was promoted to the position of Managing Director of NSC in 2007.

On 1 January 2020, William was re-designated as the Deputy Divisional Head of Nylex Polymer Division and on 1 June 2020, as its Divisional Head.

William graduated from The Institute of Chartered Secretaries and Administrators.

William has no directorship in public companies and listed issuers.

WONG SIUT YIN

Age 52, Female, Malaysian
Director
– Kumpulan Kesuma Sdn Bhd
 (“Kesuma”)
– Wedon Sdn Bhd

Siut Yin started her career as Pharmaceutical Sales Executive in Ciba-Geigy (M) Sdn Bhd in July 1991. She joined Kesuma as Techno-Commercial Chemist in December 1991 and was promoted to her current position as the Director in year 1999. She handles the technical, manufacturing and sales aspects of sealants and adhesives, especially to the automotive and construction industries for more than 28 years.

Siut Yin holds a Bachelor of Science Chemistry (Hons) degree from National University of Malaysia.

Siut Yin has no directorship in public companies and listed issuers.

Notes:

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

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Nylex (Malaysia) Berhad (“**Nylex**” or “**the Company**”) is principally involved in investment holding and the manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting, rotomoulded plastic products, and other plastic products, including geotextiles, prefabricated sub-soil drainage systems, bulk chemical containers, road barriers, playground equipment and disposal bins.

Nylex’s subsidiaries are involved in the manufacture, marketing and distribution of petrochemicals and industrial chemicals, and also involved in the business of ship owning, ship management and charter hire of tanker.

Nylex has three business divisions, namely the Polymer Division, Industrial Chemical Division and Logistics Division.

Polymer Division

The Polymer Division comprises Nylex (Malaysia) Berhad and the following companies:

- PT Nylex Indonesia
- Nylex Polymer Marketing Sdn Bhd

The Division has two (2) manufacturing plants of which one is located in Shah Alam, Selangor and the other one is located in Surabaya, Indonesia.

The Films and Coated Fabrics (“**FCF**”) business segment of the Division manufactures high quality, value-added synthetics leather, namely polyvinyl chloride (PVC) and polyurethane (PU) leathercloths, films and sheets using casting and calendering technology. These products serve diverse industries which include furniture, automotive, building interiors, industrial laminates, medical and stationery markets. The Geosynthetics business segment produces geosynthetic drainage products serving the construction and civil engineering industry. For our Rotomould products, we have a strong niche in customised intermediate bulk containers (IBC), chemical containers, road safety barriers and other custom moulding, serving industrial chemical, road safety and landscaping industries.

The Division markets its products direct to industrial customers as well as through a network of distributors. Our markets extend throughout ASEAN, Australia, India, Sri Lanka, China, Korea, the Middle East, Indian Ocean islands and Africa.

Industrial Chemical Division

The Industrial Chemical Division is the main revenue contributor of Nylex Group.

The Division comprises Distribution business segment which markets and distributes a wide range of petrochemicals and industrial chemicals in the Asia Pacific region and Manufacturing business segment manufactures ethanol, phosphoric acid, adhesives and sealants.

This Distribution business segment is made up of the following companies:

- Perusahaan Kimia Gemilang Sdn Bhd and its subsidiaries, namely:
 - Dynamic Chemical Pte Ltd, Singapore
 - Perusahaan Kimia Gemilang (Vietnam) Company Ltd
 - PT PKG Lautan Indonesia
 - Ancom Kimia Sdn Bhd
- CKG Chemicals Pte Ltd, Singapore (“**CKG**”)

MANAGEMENT DISCUSSION AND ANALYSIS

The Manufacturing business segment consists of the following companies:

- Fermpro Sdn Bhd (**"Fermpro"**)
- Nylex Specialty Chemicals Sdn Bhd (**"NSC"**)
- Speciality Phosphates (Malaysia) Sdn Bhd
- Kumpulan Kesuma Sdn Bhd
- Wedon Sdn Bhd

Logistics Division

The Division is in the business of ship owning, ship management and charter hire of tanker through ALB Marine Sdn Bhd. It owns a chemical tanker, *MT Nylex 1*, rated with 6,800 deadweight tonnes (dwt) and Tier II of the International Maritime Organisation (IMO) Standards.

REVIEW OF FINANCIAL RESULTS AND OPERATING ACTIVITIES

Group

The Group's performance for financial year ended 31 May 2020 (**"FY 2020"**) was adversely affected by several factors. Before economies were in lock-down due to the Covid-19 pandemic, which severely restricted business activities in early year 2020, the global economy was already weakened by the China-USA trade war. The glut in the oil supply resulting from Saudi Arabia-Russia price war further weakened the oil and commodities prices and margins.

For FY 2020, the Nylex Group posted lower revenue of RM1,136.3 million, which represents a decrease of 27.2% from RM1,560.4 million recorded in the last financial year. The decline in revenue was mainly due to lower contribution from the Industrial Chemical Distribution segment. In tandem with lower revenue and margin and after taking into account the impairment of goodwill of our wholly owned subsidiary in Singapore, CKG, of RM10.9 million, share of results of associates and some corporate expenses, the Group recorded a loss before tax (**"LBT"**) of RM18.9 million. The Group recorded a profit before tax (**"PBT"**) of RM4.6 million in the last financial year (**"FY 2019"**).

After accounting for taxation and non-controlling interests, the loss attributable to owners of the parent company was RM23.2 million (FY 2019: Loss attributable to owners of the parent company of RM3.3 million).

The basic loss per share was at 13.2 sen for FY 2020 compared with basic loss per share of 1.8 sen in the last financial year. Net assets per share attributable to owners of the parent company fell 7.2% to 170.3 sen, compared with 183.5 sen as at 31 May 2019.

As at 31 May 2020, total Trade Working Capital (**"TWC"**) is lower by 31.6% to RM151.3 million from RM221.3 million as at 31 May 2019, mainly attributable to lower inventories level and better collection from receivables.

As a result of improved working capital management, net debt is lower at RM126.6 million compared with RM182.2 million as at 31 May 2019 and the net gearing ratio declined to 42.5% from 55.3% as at 31 May 2019.

Polymer Division

The Polymer Division recorded lower revenue of RM86.9 million compared to last financial year of RM112.3 million or 22.6% decline due to lower production volume in both the Shah Alam and Surabaya plants. This Division came under heavy pressure following the implementation of movement restrictions, which severely curtailed demand, especially in the fourth quarter of the financial year. The Division recorded a lower PBT of RM6.2 million compared with 11.2 million last financial year. The lower earnings were due to lower volume and lower average margin earned on products sold for both plants.

MANAGEMENT DISCUSSION AND ANALYSIS

With the ongoing cost reduction initiatives and better planning for the production lines in Shah Alam plant, the margin and competitiveness is expected to improve in the coming financial year. However, the current on-going pandemic situation remain a challenge on the overall demand for PVC leathercloth, Geosynthetics and Rotomould products. The capacity utilisation of our calender line in Surabaya which is low currently, is expected to improve in the coming months as certain new products have been approved by our buyers. To meet the industry requirements for environmental products, we will focus on product development for PU synthetic leather and gradually reduce dependency on PVC synthetic leather.

Industrial Chemical Division

For FY 2020, the Division recorded lower revenue of RM1,028.9 million compared with RM1,428.7 million for FY 2019, a decline of 28.0%, mainly due to lower sales volume and lower average selling prices for most of its products. Consequently, the Division recorded a LBT of RM6.0 million, compared with PBT of RM5.7 million achieved in FY 2019. The sharp decline in oil prices which was triggered by a lack of demand since the beginning of the year 2020 following China's economic slowdown and the oil price war between Saudi Arabia and Russia, has adversely impacted the average selling prices of its products and lowered the products margin. The average Brent crude oil trend for FY 2020 started with US\$64.22/barrel in June 2019. It had hit the bottom of US\$18.38/barrel in April and ended with the price of US\$29.38/barrel in May 2020.

Distribution Business Segment

The Industrial Chemical Distribution segment recorded lower revenue of RM936.9 million or 29.9% decline from RM1,336.5 million achieved in FY 2019. All distribution units in Malaysia, Singapore, Indonesia and Vietnam recorded lower revenue as compared with last financial year, due to lower volume and lower average selling prices. The lockdown in ASEAN region has dampened the consumer demand.

Most of its overseas units suffered losses due to lower volume and negative margin on their products sold. The unprecedented pandemic has severely impacted the financial performance for FY 2020.

With the strong crude palm oil prices, the operating environment for the biodiesel industry in Malaysia and Indonesia, remain challenging. Export volume of biodiesel to Europe has declined due to price competitiveness. Malaysia has also delayed the implementation of B20 biodiesel program to 2021. These challenges have adversely affected the demand for Methanol, one of the main products distributed by the Division.

Due to the volatility of prices and the weakening consumer demand during this unprecedented pandemic, inventory planning becomes critical and we shall be conservative and prudent in managing the inventory.

Manufacturing Business Segment

The revenue generated by our Industrial Chemical Manufacturing segment declined marginally by 0.2% to RM92.0 million from RM92.2 million in last financial year, mainly supported by higher revenue achieved by Fermpro. The higher demand for Ethanol has contributed to an increase of 18.1% of Fermpro's revenue compared with FY 2019. Ethanol is used in the manufacture of sanitizers and disinfectants. The phosphoric acid business at NSC recorded lower revenue of 6.2% due to lower demand in Q4 FY 2020. The adhesives and sealants businesses also fell 18.4%, attributed to lower demand from automotive industry during the lockdown period.

Industrial Chemical Manufacturing segment recorded higher PBT of RM10.5 million as compared to RM7.1 million in FY 2019. The improved earnings mainly generated by its Ethanol business, however, is not sufficient to set off against the higher losses suffered by the Division's distribution segment.

MANAGEMENT DISCUSSION AND ANALYSIS

The newly upgraded Ethanol plant will continue to contribute better yield, margin and profit in the coming months due to high demand for the product. The phosphoric acid business continues to be a challenge as palm oil refineries operating rate are affected by global demand, particularly in India during this pandemic period. The challenging economic environment causing higher unemployment and lower disposable income due to pay cuts may defer consumers' plan to purchase new cars, thus affecting the demand for our adhesives and sealants products.

The Manufacturing business segment will focus on yield enhancement and manufacturing efficiency for next financial year.

Logistics Division

The Logistics Division recorded higher revenue of RM20.5 million compared to RM19.3 million in FY 2019. The higher revenue is contributed by higher chartered volume by its major charterer and higher average charter rate for the vessel.

Consequent from higher revenue and better space utilisation, the Logistic Division narrowed its losses to RM2.3 million compared to losses of RM4.9 million in last financial year.

The Logistic Division will continue to complement the Industrial Chemical Division by providing the intra group logistics support as well as to provide better services to our customers to move the bulk cargoes within South East Asia (SEA) and South China regions.

RETURN TO SHAREHOLDERS

The Company has not adopted a dividend policy. To reward our loyal shareholders under this difficult time, the Board is recommending a final dividend in the form of distribution of one (1) treasury share for every forty (40) existing ordinary shares, fraction of a treasury share is to be disregarded. This shall be subject to the approval by the Company's shareholders at the forthcoming annual general meeting.

For the last financial year, the Company paid an interim single-tier dividend and a final single-tier dividend totalling 2.0 sen per share amounting to RM3,565,932.72.

OUTLOOK AND PROSPECTS

The outlook for the global economy is highly uncertain, depending on the duration and magnitude of the pandemic. The pandemic concerns will depress market sentiment and enforce cautious consumer behaviour. Consequently, these circumstances will put downward pressure on the demand and margins of our products.

The Company had implemented austerity measures in containing costs. We will also continue to seek opportunities to strengthen our businesses and to improve the Group's performance for the next financial year.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

INTRODUCTION

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

The *Malaysian Code on Corporate Governance* (**“MCCG”**) issued in April 2017, covers three (3) broad principles:

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

The Board is pleased to present this Corporate Governance Overview Statement (**“Statement”**) to provide an overview of the extent of compliance with these three principles of the MCCG under the stewardship of the Board throughout the financial year ended 31 May 2020 (**“FY 2020”**).

Pursuant to the Main Market Listing Requirements (**“Listing Requirements”**) of Bursa Malaysia Securities Berhad (**“Bursa Securities”**), the Company has completed the prescribed Corporate Governance Report for FY 2020, which is made available at the Company’s website at www.nylex.com under the *Corporate Governance* section.

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS

I. BOARD RESPONSIBILITIES

Clear roles and responsibilities of the Board

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

- Formulating and reviewing the business direction and objectives of the Group

The Board plays an active role in formulating the Group’s overall business direction and in reviewing the Group’s business strategies and financial performances at regular intervals. In carrying out its duties, the Board ensures that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability.

The Board also reviews and approves key operational policies and initiatives, as well as major investments and funding decisions of the Group.

- Overseeing the conduct of business of the Group

The Board has established the Board Committees, namely the Audit Committee and the Remuneration and Nomination Committee (**“R&N Committee”**), which are entrusted with specific responsibilities to oversee the affairs of the Group with authority to act on behalf of the Board in accordance with their respective Terms of Reference (**“TOR”**). At each Board meeting, the Chairman of the respective Board Committees would report to the Board on the key matters discussed by the Board Committees at their respective meetings.

The activities of the Audit Committee and R&N Committee are detailed under separate sections of this Statement.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Overall, the Board's duties in overseeing the conduct of business of the Group includes monitoring and assessing Management's implementation of its business strategies, protecting the Group's assets and the integrity of its financial and non-financial reporting through the upholding of effective risk management and internal controls systems, setting Group values and promoting ethical and good corporate governance practices by building such values into internal procedures and policies, and maintaining procedures to enable effective communication with stakeholders.

- Reviewing the risk management framework and the adequacy and integrity of the Group's internal control system and management information system

The Board, through the Audit Committee, conducts periodic reviews on the risk management framework to ensure compliance with the relevant laws, rules, regulations, directives, guidelines and the business objectives of the Group. Authority levels, control procedures, reporting mechanisms and internal audit function are subject to periodic reviews by the Board.

- Succession planning

The Board ensures that all candidates appointed to Senior Management positions are of sufficient calibre and that there are programmes in place to provide for the orderly succession of Senior Management.

Clear functions of the Board and Management

As at 31 May 2020, the Board comprised one (1) Independent Non-Executive Chairman, one (1) Group Managing Director and three (3) Independent Non-Executive Directors.

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

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

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

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

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

Separation of the positions of the Non-Executive Chairman and the Group Managing Director

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

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

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

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

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

Qualified and competent Company Secretaries

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

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

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

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Access to information and advice

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

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

Prior to the Board/Committee meetings, the Directors are provided with an agenda on matters to be discussed together with the meeting papers which contain minutes of meetings, operational and financial performance reports, details of corporate proposals, the quarterly interim financial reports or the annual audited financial statements, reports of the Board Committees, Internal Audit Reports and other matters for the Directors' perusal before the Board/Committee meetings. The Company Secretaries will strive to provide these materials to the Directors seven (7) days prior to the Board/Committee meetings, working within the challenges and constraints of the information gathering process; otherwise, the materials will be provided two (2) days before the meetings while those of a confidential nature will be provided during the Board/Committee meetings. Upon conclusion of the Board/Committee meetings, minutes are circulated for review by the attendees. The Board ensures that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter. The Company Secretaries ensure that the minutes are kept to record all proceedings at the Board/Committee meetings, the deliberations on the matters at hand and the decisions made thereto.

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

Board Charter

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

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

The Board Charter focuses on the following areas:

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

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

The Board Charter was last reviewed by the Board on 28 July 2020.

Code of Conduct and Ethics

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

A summary of the Code of Conduct and Ethics is available on the Company's website at www.nylex.com under the *Corporate Governance* section.

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

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

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

The Code of Conduct and Ethics was last reviewed by the Board on 28 July 2020.

Strategies promoting sustainability

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

The Group continued to carry out activities which demonstrate its commitment towards creating a better environmental, social and sustainability agenda during FY 2020 as reported in the *Sustainability Statement* on page 41 of this Annual Report.

Whistle-Blowing

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

On 24 July 2019, the Board established a Whistle-Blowing Policy, which is accessible on the Company's website at www.nylex.com under the *Corporate Governance* section. The Whistle-Blowing Policy was last reviewed by the Board on 28 July 2020.

The Policy provides an avenue for all employees of the Group and other stakeholders to raise concerns about any improper conduct without fear of retaliation. Offering protection to those who report improper conduct, the Policy strengthens the Group's accountability and transparency in conducting its business affairs.

II. BOARD COMPOSITION

Composition of the Board

As at 31 May 2020, the Board comprises one (1) Independent Non-Executive Chairman, one (1) Group Managing Director and three (3) Independent Non-Executive Directors. The composition of the Board is in compliance with the Listing Requirements which requires at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, are Independent Non-Executive Directors. It is also complied with the MCCG by having at least half of the Board that comprises Independent Non-Executive Directors.

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

The profile of the *Board of Directors* is set out in pages 6 to 8 of this Annual Report.

Annual Assessment

The R&N Committee conducted an assessment of the Board's effectiveness as a whole and the performance of each individual Director in respect of the financial year ended 31 May 2020. It evaluated the Board's composition and the Directors' skills and understanding of: Strategy and Entrepreneurship; Legal and Regulatory Requirements; Corporate Governance, Risk Management and Internal Control; Audit, Accounting, Financial Reporting and Taxation; Human Capital; Sales and Marketing; Strategy and Planning; Government Relations; Marketing and Communication; and Information Technologies and Digital Skills. An assessment was also performed on the individual Directors by the Directors based on the same topics.

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

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

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

Re-election of Directors

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

- i. Datuk Anuar bin Ahmad;
- ii. Khamis bin Awal; and
- iii. Tan Sri Dato' Dr Lin See Yan.

Assessment of Independence

The Board, through the R&N Committee, annually assesses the independence of the Independent Directors. The criteria of an Independent Director include the following:

- The Independent Director is neither employee nor related to any major shareholders/Management of the Group and does not participate in the day-to-day operations of the Group and has fulfilled the definition of "Independent Directors" in the Listing Requirements;
- He/She is free from any business or other relationship with the Group which would materially interfere with the exercise of his/her independent judgement on matters on hand; and

CORPORATE GOVERNANCE OVERVIEW STATEMENT

- He/She is a person of calibre, credibility and has the necessary skill and experience to bring an independent judgement to bear on the issues of strategy, business performance, resources and standards of conduct. He/She is able to provide independent views in the Board's discussion and has not shown to have compromised on his/her independent judgement.

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

Tenure of Independent Directors

Practice 4.2 of the MCCG states that the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director. Practice 4.2 of the MCCG further states that the Board must justify and seek shareholders' approval in the event it retains as an Independent Director, a person who has served in that capacity for more than nine (9) years. If the Board continues to retain the Independent Director after the twelfth (12th) year, the Board will need to seek annual shareholders' approval through a two-tier voting process.

The Board is of the view that the length of service of the Independent Directors should not affect a Director's ability to remain independent and to discharge their duties with integrity and competency. The important criteria that must be possessed by the Independent Directors are their independence from Management and their freedom from any business and other relationship which could interfere with the exercise of independent judgement or the ability to provide the necessary check and balance in the best interests of the Company. The Board also believes that valuable contributions can be obtained from Directors who have developed valuable insight of the Group and its business due to their long tenure of directorship in the Company. Their experience enables them to discharge their duties and responsibilities independently and effectively in the decision-making processes of the Board notwithstanding their tenure on the Board.

Based on the recent assessment in FY 2020, the Board is generally satisfied with the level of independence demonstrated by the Independent Directors, i.e. they are independent of Management and free from any business dealing or other relationship with the Group that could reasonably be materially interfere with their exercise of independent judgement.

Further, the Board had, via the R&N Committee, conducted an annual performance evaluation and assessment of Edmond Cheah Swee Leng, who has served as the Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and recommend him to continue to act as the Independent Non-Executive Director of the Company based on the following justifications:

- He has fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements and his ability to bring an element of objectivity to the Board;
- He has been with the Company for more than twelve (12) years and therefore understand the Company's business operations which enable him to participate actively and contribute during the deliberations or discussions at the meetings;
- He is knowledgeable and has vast experience that could be shared with the Board; and
- He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company. It should be noted that his long tenure notwithstanding, the remuneration for Edmond Cheah Swee Leng does not vary significantly from the other Independent Non-Executive Directors.

The Board will seek shareholders' approval at the forthcoming AGM to retain Edmond Cheah Swee Leng as Independent Director of the Company based on the above justifications.

Senior Independent Director

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Board Diversity Policy

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

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

The Board Diversity Policy was last reviewed by the Board on 28 July 2020.

The Board is supportive of gender diversity in the boardroom as recommended by the MCCG to promote the representation of women on Boards of Directors. However, the appointment of new Directors will be guided by the skills, knowledge, experience and qualifications of the candidates rather than solely by their gender or ethnicity. Nevertheless, the Board will endeavour to ensure that gender diversity is considered in nominating and selecting new Directors in future.

Time Commitment

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

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

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

Board Meetings

During the financial year, the Board held five (5) Board meetings; the Audit Committee held four (4) meetings and the R&N Committee held one (1) meeting. The attendance record below indicates the level of time commitment of the Directors in carrying out their duties as Directors of the Company:

Attendance at Board Meetings

Name of Directors	Attendance	Percentage
Datuk Anuar bin Ahmad	5/5	100%
Dato' Siew Ka Wei	5/5	100%
Edmond Cheah Swee Leng	5/5	100%
Khamis bin Awal	5/5	100%
Tan Sri Dato' Dr Lin See Yan (<i>appointed on 2 December 2019</i>)	2/2	100%
Dato' Tengku Mahamad bin Tengku Mahamut (<i>resigned on 16 January 2020</i>)	3/3	100%

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Attendance at Audit Committee Meetings

Name of Directors	Attendance	Percentage
Edmond Cheah Swee Leng	4/4	100%
Khamis bin Awal	4/4	100%
Datuk Anuar bin Ahmad	4/4	100%

Attendance at R&N Committee Meetings

Name of Directors	Attendance	Percentage
Edmond Cheah Swee Leng	1/1	100%
Khamis bin Awal	1/1	100%
Dato' Tengku Mahamad bin Tengku Mahamut (<i>resigned on 16 January 2020</i>)	1/1	100%

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

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

Continuing Education Programme and Training

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

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

In June 2020, the Directors of the Company have attended a workshop on Section 17A of The Malaysian Anti-Corruption Commission Act 2009. This workshop was originally scheduled for March 2020 but was deferred to June 2020 due to the Movement Control Order.

In addition to the above, the Directors have also attended various programmes and forum, facilitated by external professionals, covering matters on changes in Companies Act and Malaysia Financial Reporting Standards and cyber security.

III. REMUNERATION

Remuneration and Nomination Committee

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

The TOR of the R&N Committee, which was last reviewed on 28 July 2020, is available at the Company's website at www.nylex.com under the *Corporate Governance* section.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

During FY 2020, the members of the R&N Committee, which comprises solely of Independent Non-Executive Directors, were as follows:

Edmond Cheah Swee Leng

Khamis bin Awal

Dato' Tengku Mahamad bin Tengku Mahamut (*resigned on 16 January 2020*)

The Chairman of the R&N Committee has assumed the following responsibilities:

- Lead the succession planning and appointment of board members; and
- Lead the annual review of Board effectiveness, ensuring that the performance of each individual Director is independently assessed.

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

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

Remuneration of Directors

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

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

For the last financial year, the Non-Executive Directors of the Board received RM50,000 each as Directors' fee per annum. The members of the Audit Committee received RM30,000 each while the members of the R&N Committee received RM20,000 each per annum. These were as recommended by the R&N Committee and the total Directors' fees of RM380,329 was approved by the shareholders at the last AGM of the Company.

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

In the last R&N Committee's meeting, it was resolved that due to the increase in responsibilities as a result of numerous amendments to the legislations, rules and regulations governing the public listed companies, the R&N Committee was of the opinion that the Directors' fee for the Non-Executive Directors should be increased to RM70,000 per annum.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

Subsequently, due to the COVID-19 health crisis which has resulted in the companies within the Group having to operate under adverse market and economic conditions, the Board of Directors has instituted a range of austerity measures across the Group, including salary cut and other cost-control measures, designed to place the Group in good stead to face the economic uncertainty and brutal market environment in the coming months. In this respect, the Non-Executive Directors have agreed to take a 30% reduction in their Directors' fee with effect from 1 May 2020. The Group Managing Director has also agreed to take a 30% reduction in his remuneration from the Group.

The Board has endorsed the R&N Committee's recommendation and will propose that the fees for the Board and Board Committees for the current financial year amounting to RM440,388 be paid to the Non-Executive Directors subject to the approval of the Company's shareholders at the forthcoming 50th AGM.

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

The R&N Committee is of the opinion that the remuneration of the GMD during the financial year was reasonable.

Subject to the approval of the shareholders at the 50th AGM of the Company for the payment of Directors fees, the details of remuneration, including remuneration for services rendered to the Company and to the subsidiaries, received and receivable by the Directors of the Company for the financial year ended 31 May 2020 are as follows:

	COMPANY				SUBSIDIARIES		
	Directors' fee (RM'000)	Salaries, bonus and other emoluments (RM'000)	Meeting allowance (RM'000)	Benefits-in-kind (RM'000)	Company Total (RM'000)	Salaries, bonus and other emoluments (RM'000)	Group Total (RM'000)
Executive Director							
Dato' Siew Ka Wei	-	899	-	28	927	1,215	2,142
Non-Executive Directors							
Datuk Anuar bin Ahmad	104	-	4	4	112	-	112
Edmond Cheah Swee Leng	117	-	5	-	122	-	122
Khamis bin Awal	117	-	5	-	122	-	122
Tan Sri Dato' Dr Lin See Yan (appointed on 2 December 2019)	33	-	1	-	34	-	34
Dato' Tengku Mahamad bin Tengku Mahamut (resigned on 16 January 2020)	69	-	2	13	83	-	83
Total	440	899	17	45	1,401	1,215	2,616

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

PRINCIPLE B: EFFECTIVE AUDIT AND RISK MANAGEMENT

I. AUDIT COMMITTEE

Compliance with Applicable Financial Reporting Standards

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

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

The *Directors' Responsibilities Statement on Financial Statements* is set out on page 46 of this Annual Report.

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

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

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

Assessment of Suitability and Independence of External Auditors by the Audit Committee

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

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

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

For FY 2020, the Audit Committee has assessed the External Auditors' performance and independence based on the above criteria and was satisfied with the External Auditors' competency and independence. The Audit Committee has also received written assurance from the External Auditors confirming that they have complied with the relevant ethical requirements regarding professional independence. The Audit Committee, upon satisfying itself with the independence of the External Auditors, has recommended to the Board on the re-appointment of the External Auditors. The Board concurred with the Audit Committee's recommendation and has recommended the re-appointment of the External Auditors for the approval of the Company's shareholders at the forthcoming 50th AGM.

The *Audit Committee Report* is set out on pages 31 to 35 of this Annual Report.

II. RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Recognise and Manage Risks

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

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

Deloitte Risk Advisory Sdn Bhd has been appointed as the Group's internal auditors to review the internal control system during the financial year. The internal auditors report to the Audit Committee who shall determine their remuneration.

The *Statement on Risk Management and Internal Control* is disclosed on pages 36 to 40 of this Annual Report.

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

I. COMMUNICATION WITH STAKEHOLDERS

Procedures on Corporate Disclosure

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

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

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

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

Leverage on Information Technology for Effective Dissemination of Information

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

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

Effective Communication and Proactive Engagement with Shareholders

The Board encourages shareholders, stakeholders and other investors to communicate with the Company through other channels, via post at Lot 16, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia, fax at 603-55108291 or e-mail at corp@nylex.com. These questions and queries would be attended to by the Company's Senior Management or the Board, as the case may be.

II. CONDUCT OF GENERAL MEETINGS

Encourage Shareholder Participation at General Meetings

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

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

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

Minutes on the proceedings at the general meetings are recorded by the Company Secretaries and shareholders may inspect the minutes in accordance with the provisions of the Act. The minutes are published on the Company's website at www.nylex.com under the *Corporate Governance* section, to allow easier access for shareholders to inspect the minutes. A summary of key matters discussed at the general meetings is also posted on the Company's website at www.nylex.com.

Poll Voting

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

CORPORATE GOVERNANCE REPORT

Please refer to the Company's Corporate Governance Report, available on the Company's website at www.nylex.com, on the extent of the Company's application and compliance with the MCCG and the relevant explanations for any deviations.

CONCLUSION

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

AUDIT COMMITTEE REPORT

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

The Board of Directors (**“the Board”**) is pleased to present its Audit Committee Report for the financial year ended 31 May 2020.

TERMS OF REFERENCE (“TOR”)

The Audit Committee is governed by its Terms of Reference, which are available on the Company’s website at www.nylex.com under the *Corporate Governance* section. The Terms of Reference were last reviewed by the Board on 28 July 2020.

MEMBERS AND MEETINGS

The Audit Committee held a total of four (4) meetings during the financial year. The members and their attendance record are as follows:

Members	Attendance	
	No.	%
Edmond Cheah Swee Leng – Chairman (Independent Non-Executive Director)	4/4	100
Khamis bin Awal – Member (Independent Non-Executive Director)	4/4	100
Datuk Anuar bin Ahmad – Member (Independent Non-Executive Director)	4/4	100

The Audit Committee Chairman, Edmond Cheah Swee Leng is a member of the Malaysian Institute of Accountants (MIA). The composition of the Audit Committee during the financial year complied with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**“Listing Requirements”**). The members of the Audit Committee are financially literate and are able to understand matters under the purview of the Audit Committee, including the financial reporting process.

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

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

During the financial year, four (4) Audit Committee/Management meetings were held which were attended by the Audit Committee members and Senior Management of the Group to discuss the operational issues in the Group.

SUMMARY OF WORK

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

Financial Results

- Reviewed the quarterly interim financial reports with the Management before recommending them for the Board’s approval for release to Bursa Malaysia Securities Berhad (**“Bursa Securities”**); and

AUDIT COMMITTEE REPORT

- Reviewed the annual audited financial statements with the External Auditors prior to submission to the Board for approval for release to Bursa Securities.

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

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

Internal Audits

- Reviewed and approved the internal audit plan, including the scope of audit, and ensuring that all major and/or high-risk activities are covered;
- Reviewed the risk assessment reports and ensured the effective implementation of risk management system across the Group;
- Reviewed the quarterly internal audit reports, which detailed the observations and recommendations of the Internal Auditors, and the Management’s responses to these recommendations;
- Reviewed certain weaknesses noted in the internal audit or non-compliance of the internal control system to assess their possible impact on the effectiveness of the internal control system and their possible financial impact on the Group’s financial results and the going concern assumptions;
- Reviewed the Management’s remedial actions to be undertaken in relation to the weaknesses and/or non-compliances and the follow-up actions undertaken by the Management; and
- Reviewed the performance of the Internal Auditor in discharging its duties during the financial year, and upon being satisfied of their independence, competence, experience and effectiveness, recommended to the Board that the Internal Auditors be re-appointed in the following financial year.

External Audits

- Reviewed and approved the annual audit planning memorandum, which detailed the areas of audit emphasis and the multi-location scope of the audit;
- Apprised of and reviewed the updates on the MFRSs and the material effects on the Group’s financial reporting on adoption of new and revised MFRSs by the Group for the current financial year;
- Reviewed with the External Auditors, the results of their audit, the annual audited financial statements and the internal control recommendations in respect of the weaknesses noted in the Group’s internal control system, if any, in the course of their audit and the Management’s responses and remedial actions to be undertaken in relation to the weaknesses noted therein; and
- Reviewed the External Auditors’ performance, independence and suitability and made recommendation to the Board for their remuneration and re-appointment. The re-appointment is subject to the approval by shareholders. In reviewing the performance, independence and suitability of the External Auditors, the Audit Committee received feedback from Management on the professional working relationship with the External Auditors, the quality of the audit delivery and the quality of people and service. Pertaining to independence, the assessment would focus on whether there exists any relationship between the External Auditors and the Directors or Senior Management and major shareholders of the Group as well as any conflict of interest arising therefrom, including the extent of non-audit services performed and fees charged by the External Auditors during the financial year that will give rise to questions about the External Auditors’ independence and objectivities in carrying out the responsibilities entrusted to them. The Audit Committee has obtained written assurance from the External Auditors that they have complied with the relevant ethical requirements regarding professional independence. The External Auditors’ independence is further enhanced by the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants. As such, the Audit Committee has recommended to the Board to re-appoint Messrs BDO PLT as the External Auditors for financial year ending 31 May 2021.

AUDIT COMMITTEE REPORT

Related Party Transactions

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

Share Issuance Scheme

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

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

INTERNAL AUDIT FUNCTION

The Audit Committee recognises that an independent and adequately resourced internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness and adequacy of the Group's internal control system.

In this regard, the Board has outsourced the internal audit function of the Group to an independent professional consulting firm of international standing, Deloitte Risk Advisory Sdn Bhd ("**Deloitte**"), for the financial year ended 31 May 2020 for a fee of RM109,000. The budget for the internal audit function had been approved by the Board upon recommendation from the Audit Committee. The outsourced internal audit function reports to the Audit Committee and indirectly assists the Board in monitoring and managing risks and the Group's system of internal control.

Prior to the appointment of Deloitte, the Audit Committee had evaluated the firm, and had satisfied itself that the firm and the relevant personnel are free from any relationships or conflicts of interest, which could impair their objectivity and independence. The Audit Committee also ensured that Deloitte has sufficient resources and is appropriately qualified to conduct the internal audit function of the Group. During its evaluation of Deloitte, the Audit Committee was assured that the personnel from Deloitte received continuous training to keep abreast with developments in the profession, relevant industry and regulations. During the financial year, a team of 6 carried out internal audits on the Group. The team is led by the Executive Director, Ms. Cheryl Khor, who has over 22 years' experience in the field. The internal audits were conducted in accordance with the Standards for the Professional Practice of Internal Auditing issued by The Institute of Internal Auditors.

During the financial year, the Internal Auditors carried out the internal audit function based on the internal audit plan approved by the Audit Committee.

Amongst the responsibilities of the Internal Auditors were:

- to review the adequacy, integrity and effectiveness of the Group's risk management and internal control system in identifying and managing principal risks, ensuring compliance with the law and regulations, preserving the quality of assets and the integrity of management information system and consequently to determine the future requirements for internal control system and to co-develop a prioritised action plan;
- to perform a risk assessment of the Group's business operation and to identify the business processes within the Group that internal audit should focus on; and
- to allocate audit resources to areas within the Group that provide the Audit Committee and the Management with efficient and effective level of audit coverage.

AUDIT COMMITTEE REPORT

At the Audit Committee meeting, the Internal Auditors presented the quarterly internal audit reports to the Audit Committee for review and discussion. The quarterly internal audit reports, which highlighted internal control weaknesses in the business operations and the Internal Auditors' assessment of the magnitude of the financial effects arising from the weaknesses noted, also contained the Internal Auditors' recommendations on the corrective actions to overcome the internal control weaknesses and the Management's responses to the findings and the recommendations thereof. Target was set for the appropriate corrective actions to be effected and the Internal Auditors would report their findings from the follow-up reviews in their internal audit progress reports, to the Audit Committee.

ASSESSMENT OF INDEPENDENCE AND PERFORMANCE

External Auditors

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

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

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

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

The Board concurred with the Audit Committee's recommendation and will recommend that the shareholders approve Messrs BDO PLT's re-appointment at the forthcoming 50th Annual General Meeting of the Company.

Internal Auditors

The Audit Committee also assessed the independence and performances of the Internal Auditors during the financial year.

The assessment of independence focuses on whether there exists any relationship between the Internal Auditors and the Directors or senior management and major shareholders of the Group as well as any conflict of interest arising from such relationships. The assessment of performance focuses on the Internal Auditors' experience, competency, resources of the firm, the quality of the staff assigned and the Audit Committee's opinion on the quality of the Internal Audit Reports.

The Audit Committee was satisfied with the Internal Auditors' competence and independence. The Internal Auditors have given written assurance to the Audit Committee that they have complied with the relevant ethical requirements regarding their professional independence.

The Audit Committee has recommended to the Board to continue to engage the Internal Auditors.

The Board concurred with the Audit Committee's recommendation.

AUDIT COMMITTEE REPORT

RISK MANAGEMENT

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

Please refer to pages 36 to 40 of this Annual Report for the *Statement on Risk Management and Internal Control*.

ANTI-BRIBERY AND ANTI-CORRUPTION MANAGEMENT/WHISTLE-BLOWING

During the financial year, the Company has initiated the Anti-Bribery and Anti-Corruption Management within the Group. The Company engaged a law firm to draft the Anti-Bribery and Anti-Corruption Policy for the Group (**"Policy"**). The Policy sets out the Group's commitments and requirements regarding ethical business practices and personal conduct. It also sets out the behaviour the Group expects of its employees and what the Group's employees, business partners can expect from the Group. The Group shall conduct its business with integrity, respecting the laws, cultures, dignity and rights of individuals in all of the countries where it operates. All the Group's employees and persons associated with the Group are expected to act in accordance with corporate values and ethics as set out in the Policy.

Briefings to the Board of Directors and employees of the Group have been conducted to impart on the Directors/employees the importance of the Policy and the dire consequence of a breach of the Policy.

A Whistle-Blowing Policy has also been formulated and provides an avenue for employees and any stakeholders to raise genuine concerns of any wrongdoing or improper conduct involving the Group and its Directors, managers or employees in accordance with the Company's Whistle-Blowing Policy.

CONCLUSION

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

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

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

INTRODUCTION

This Statement on Risk Management and Internal Control by the Board of Directors (**“the Board”**) is prepared in accordance with the *Malaysian Code on Corporate Governance 2017* issued by the Securities Commission Malaysia and the *Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers* issued by the Taskforce on Internal Control with the support and endorsement of Bursa Malaysia Securities Berhad. It outlines the nature and scope of risk management and internal control of Nylex (Malaysia) Berhad (**“the Company”**) and its subsidiaries (**“the Group”**) during the financial year under review.

For the purpose of this Statement, the Group means the Company and its subsidiaries, excluding associates. This Statement does not cover associates as the Company does not have control over the operations, management and internal control systems of associates.

RESPONSIBILITY OF BOARD AND MANAGEMENT

Risk is factors that affects or prevents the Group from achieving its financial, operational or organisational targets. An effective risk management and internal control system should achieve the following objectives:

- Identify, assess and respond to risks so that overall risk does not exceed acceptable levels;
- Safeguard assets of the Group and shareholders' interests; and
- Ensure compliance with regulatory requirements.

The Board is responsible for setting the tone at the top and ensuring that the risk management and internal control framework is embedded into the culture, processes and structures of the Group. The Board determines the tolerable risk appetite for the Group and reviews the existing risk management framework, processes and structures of the Group to ensure that the systems are sufficient to provide reasonable assurance that the risk exposure of the Group can be kept within acceptable limits.

The Board is supported by the Management, which has been tasked with the implementation of an effective risk management framework. Management performs its role by designing, implementing and monitoring the risk management framework in accordance with the tolerable risk appetite approved by the Board. Where there are changes to the overall risk profile, Management takes the appropriate response to contain the risk and promptly informs the Board on the matter.

However, it should be noted that due to the limitations that are inherent in any risk management and internal control system, the Group's risk management and internal control system is designed to manage and mitigate, rather than to eliminate the risk that may impede the achievement of the Group's business objectives. Accordingly, it can only provide reasonable but not absolute assurance against material misstatement or loss. Furthermore, consideration is given to the cost of implementation as compared to the expected benefits to be derived from the implementation of the internal control system.

KEY ELEMENTS OF RISK MANAGEMENT AND INTERNAL CONTROL

The Group adopts an Enterprise Risk Management (**“ERM”**) framework and the Board has established a process for identifying, evaluating, monitoring and managing the significant risks that may materially affect the achievement of objectives and strategies. This process is being implemented throughout the Group and the Board will continue to review and strengthen this process from time to time in response to the changes in business environment or regulatory guidelines.

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

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Organisational Structure

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

Written Communication of Company Policies and Procedures

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

Information and Communications Processes

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

Protection of Physical Assets

- The Group has in place insurance and physical safeguards on major assets to prevent any theft or damage that may cause material losses for the Group. Management conducts annual policy renewal exercise to review the coverage of Group's assets against the prevailing market price for the similar assets.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Internal Control

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

During the financial year under review, the internal audit function of the Group was outsourced to Deloitte Risk Advisory Sdn Bhd (**"Deloitte"**). Prior to the appointment of Deloitte, the Audit Committee has satisfied itself of the independence, resources and qualification of the firm. The findings of the Audit Committee's evaluation on Deloitte can be found under the *Audit Committee Report* on page 34 of this Annual Report.

- Internal audits are carried out according to the annual audit plan approved by the Audit Committee. The resulting reports from the internal audits undertaken are presented to the Audit Committee at its regular meetings. The Audit Committee meets to review, discuss and direct actions on matters pertaining to the internal audit reports which, among other matters, include findings relating to the adequacy and integrity of the internal control system of the Group. After the Audit Committee has deliberated on the reports, these are then forwarded to the operational management for attention and necessary actions. The operational management is responsible for ensuring recommended corrective actions on reported weaknesses are taken within the required time frame.

For the financial year ended 31 May 2020, the following subsidiaries were audited by Deloitte:

Audit Period	Reporting Month	Name of Entity Audited	Audited Areas
1 st Quarter (June – August 2019)	October 2019	Nylex Specialty Chemicals Sdn Bhd Speciality Phosphate (Malaysia) Sdn Bhd	<ul style="list-style-type: none"> Marketing; Procurement and Accounts Payable Management; Sales Order Accounts Receivable Management.
2 nd Quarter (September – November 2019)	January 2020	PT PKG Lautan Indonesia	<ul style="list-style-type: none"> Inventory and Logistics Management; Procurement and Accounts Payable Management; Cash Management.
2 nd Quarter (September – November 2019)	January 2020	Nylex (Malaysia) Berhad – Polymer Division	<ul style="list-style-type: none"> Operations and Maintenance; Procurement and Accounts Payable Management; Marketing.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The principal risks faced by the Group are outlined below:

Risks	Mitigation plan
Strategic risks due to long-term policies or strategic objectives taken by the organisation to maintain operational competitiveness	<ul style="list-style-type: none"> The Group maintains the efficacy of its risk management system to avoid being caught unawares by upcoming material changes. Regular information flow is provided to the Board to inform their decision-making process.
Operational risks due to changes to the internal environment of the organisation arising from daily business activities	<ul style="list-style-type: none"> A good corporate culture consistent with the values of the Group is instilled within the organisation to guide the behaviours and expectations of employees. Regular maintenance of machineries and information hardware is conducted to prevent breakdown that would impede the operations of the Group.
External/Market risks due to changes in the external economic environment of the organisation	<ul style="list-style-type: none"> The Group diligently monitors and evaluates market conditions and expected trends in deciding its product mix, suppliers and target markets. The Group capitalises on its experience and synergy among its subsidiaries to achieve operational efficiency and maintain competitiveness.
Financial risks which are associated with the effective management and control of the finances of the organisation and the effects of external factors such as availability of credit, foreign exchange rate fluctuations, interest rate movements, commodity prices and other market exposures	<ul style="list-style-type: none"> The Group maintains a natural hedge, whenever possible, by borrowing in the currency in which the investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investments. Financial performance review by comparing the actual results with the previous year's result and the explanations on significant variances is presented to the Board during the Board meetings.
Hazard risks, which include risks from fire and other property damage, windstorms and other natural perils, theft and other crime, personal injury, business interruption, disease and disability and liability claims	<ul style="list-style-type: none"> Safety training programs, certified safety equipment and medical check-ups are provided for employees working in hazardous areas. Insurance and physical safeguards, including the employment of a security service, barriers and locks are installed in the Group's property to protect against theft and damage.
Compliance risks such as occupational, health & safety, environmental, trade regulations, consumer protection, data and intellectual property protection, employment practices and regulatory requirements	<ul style="list-style-type: none"> Corporate secretary regularly updates the Board on any changes in regulatory requirements by the relevant authorities. Senior Management and Board actively monitor the markets in which the Group operates. Any changes in compliance requirements detected by employees are also promptly escalated to the Board for swift decision-making.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

REVIEW OF THIS STATEMENT

Pursuant to Paragraph 15.23 of the Listing Requirements, the External Auditors have reviewed this Statement in accordance with Malaysian Approved Standard on Assurance Engagements, ISAE 3000 (Revised), *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* and the scope set out in the Audit and Assurance Practice Guide 3 issued by the Malaysian Institute of Accountants for inclusion in the Annual Report for the financial year ended 31 May 2020. The External Auditors have reported to the Board that nothing has come to their attention that causes them to believe that the Statement on Risk Management and Internal Control intended to be included in the Annual Report has not been prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the *Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers* to be set out, nor is the Statement on Risk Management and Internal Control factually inaccurate.

CONCLUSION

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

SUSTAINABILITY STATEMENT

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

The Board of Directors (**“the Board”**) is pleased to present the Sustainability Statement (**“Statement”**) of the Company and its subsidiaries (**“the Group”**) for the financial year ended 31 May 2020.

Governance Structure

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

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

Scope of Disclosure

This Statement covers the period from 1 June 2019 to 31 May 2020 (**“FY 2020”**) for the Group, excluding associates. This Statement does not cover associates as the Company does not have full management and control over associates. In determining the sustainability disclosure of the Group, the reporting scope covers Malaysia, Singapore, Indonesia and Vietnam which is based on the geographical location of the Group’s operations.

At Nylex, we understand that a holistic approach to business management, where decisions are based not just on economic considerations but also on environmental, social and governance issues, will serve as a sound business model that supports business continuity and competitiveness over the long term. We have worked to incorporate sustainability as an essential element of our corporate culture and business decision making, strive for transparent business practices that are based on ethical values and respect for the stakeholders.

Stakeholder Engagement

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

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

SUSTAINABILITY STATEMENT

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

ECONOMIC ENHANCEMENT

Customer Management

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

Supply Chain Management & Procurement Practices

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

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

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

Indirect Economic Impact

Our business generates a wide range of indirect economic benefits such as investments in our production facilities and logistics network, which benefit our communities by facilitating commerce and providing jobs.

SUSTAINABILITY STATEMENT

ENVIRONMENT

As a manufacturer of polymers and industrial chemicals as well as a provider of transportation services, we are aware that our operations need to be managed carefully to minimize our impact on the environment. Our initiatives to address the environmental concerns in our operations include the management of energy and water consumption, responsible disposal of our effluent and other waste products.

Energy Use

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

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

Freshwater Consumption

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

Waste and Effluent Management

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

As part of our waste management process, we quantify and inventorise hazardous waste. Hazardous wastes temporarily stored in our premises pending further treatment or disposal are kept in designated areas away from the manufacturing line. Prior to transportation of hazardous waste, they are properly packaged and labelled.

Our chemical wastes are sent to Kualiti Alam Waste Management Centre in Negeri Sembilan for proper disposal. Monthly reports on the scheduled waste are submitted to the Department of Environment (“DOE”) and the Majlis Bandaraya Shah Alam.

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

Greenhouse Gas Emission

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

The Group employs Alam Sekitar Malaysia Sdn Bhd to carry out quarterly stack gas emission tests to ensure compliance with the Environmental Quality Act, 1974 (“EQA”).

As per the requirement set by DOE, certain subsidiaries have monitored the air emissions on a regular basis. Besides this, air emission measurement and reporting is performed annually by an independent laboratory registered with the DOE. The air emission parameters measured are Nitrogen Oxides (“NOx”), Sulphur Dioxides (“SOx”), and Particulate Matter (dust emission).

SUSTAINABILITY STATEMENT

SOCIAL CONTRIBUTION

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

Workplace Diversity and Inclusion

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

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

The Group employs workers from more than six nationalities. They consist of full time permanent employees, contract employees and part time employees. During peak periods, we employ contract staff to cope with peak manufacturing demand.

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

Occupational Health and Safety

Keeping our people safe is our first and primary responsibility. It is a core value for us, and an unequivocal expectation from our employees, their families and communities. We aim to establish a "Safety First" culture in the Group. Training, coaching, and recognition are critical components to continuously encourage a culture of safety. The Group takes a proactive approach towards mitigating occupational hazards and risks, by ensuring employees operate in a secure environment at all times. Various activities and procedures focusing on safety and health were organised to promote healthy and positive work environment for its employees. The activities include:

- (a) for certain subsidiaries that involve food related process, production staffs are required to take Typhoid inoculation. The requisite dosage is once every 3 years.
- (b) newly joined local employees will undergo basic pre-employment medical check-up while foreign workers will undergo Foreign Workers' Medical Examination ("**FOMEMA**") medical check-up upon arrival or renewal of contract.
- (c) proactive measures are taken to reduce employees' exposure to the noise in the high noise level areas, such as providing ear plugs and soundproofing the affected areas where possible. Annual Employee Audiometric Hearing tests are also conducted to ensure employees' hearing is in good condition;
- (d) ensure that Personal Protective Equipment ("**PPE**") which are registered with the Department of Occupational Safety and Health are used;
- (e) carry out scheduled safety drills such as fire and evacuation, chemical leakage, storage tank leakage and falling ill on-site drills to ensure that employees are well trained to handle emergency situations; and
- (f) training on safety, product handling, first aid, fire-fighting, inspection of fire-fighting equipment, fire and chemical handling drills and health briefings are carried out on a regular basis.

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

SUSTAINABILITY STATEMENT

Whistle-blowing

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

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

Workforce Training and Development

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

Compliance

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

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

Corporate Philanthropy

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

The Company and/or its subsidiaries has donated face mask to Malaysian Association Help for the Poor Terminally Ill and donation of books to a school in Gresik. We have also made monetary donations to an event organised by the Accounting Society of Tunku Abdul Rahman University College, Badminton Tournament, organized by Indera Kayangan Racket Club, some government agencies, schools, a Surau in Bukit Jelutong and others. A subsidiary also made several donations to support various festivities organised by the village adjacent to its manufacturing plant.

CONCLUSION

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

DIRECTORS' RESPONSIBILITIES STATEMENT ON FINANCIAL STATEMENTS

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

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

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

The Directors hereby state that they are responsible for ensuring that the Company and the Group keep proper accounting records to enable the Company and the Group to disclose, with reasonable accuracy and without any material misstatement, the financial position of the Company and of the Group as at 31 May 2020 and the statements of profit or loss and statements of cash flows of the Company and of the Group for the financial year ended on that date. The Directors are also responsible for ensuring that the financial statements comply with the Malaysian Financial Reporting Standards, the International Financial Reporting Standards, the Companies Act 2016 in Malaysia, the Listing Requirements, and other statutory and regulatory requirements.

In preparing the financial statements of the Company and of the Group for the financial year ended 31 May 2020, the Directors have:

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

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

FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

- 48** Directors' Report
 - 54** Statement by Directors
 - 54** Statutory Declaration
 - 55** Independent Auditors' Report
 - 60** Statements of Profit or Loss
 - 61** Statements of Comprehensive Income
 - 62** Statements of Financial Position
 - 64** Consolidated Statement of Changes in Equity
 - 66** Company Statement of Changes in Equity
 - 67** Statements of Cash Flows
 - 70** Notes to the Financial Statements
-



DIRECTORS' REPORT

DIRECTORS' REPORT

The Directors of Nylex (Malaysia) Berhad hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 May 2020.

PRINCIPAL ACTIVITIES

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

The principal activities and the details of the subsidiaries are indicated in Note 13 to the financial statements.

There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year, other than as disclosed in Note 13 to the financial statements.

RESULTS

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

	Group RM'000	Company RM'000
Loss from operations	(7,209)	(15,125)
Finance costs	(11,867)	(2,528)
Share of results of associates, net of tax	136	-
Loss before tax	(18,940)	(17,653)
Taxation	(6,765)	(2,257)
Net loss for the year	(25,705)	(19,910)
Attributable to:		
Owners of the parent	(23,207)	(19,910)
Non-controlling interests	(2,498)	-
	(25,705)	(19,910)

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

In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature, except for the impact arising from the COVID-19 pandemic as disclosed in Note 35(c) to the financial statements.

ISSUE OF SHARES AND DEBENTURES

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

DIRECTORS' REPORT**TREASURY SHARES**

At the 49th Annual General Meeting held on 17 October 2019, the shareholders of the Company approved the proposed renewal of shareholders' mandate for the Company to repurchase up to 10% of its own ordinary shares.

During the financial year, the Company repurchased 4,729,700 (2019: 7,908,300) of its issued ordinary shares from the open market of Bursa Malaysia Securities Berhad ("Bursa Malaysia") at an average price of RM0.60 (2019: RM0.65) per share. The total consideration paid for the repurchases including transaction costs was RM2,854,080 (2019: RM5,179,508). The repurchased shares are being held as treasury shares in accordance with Section 127(4)(b) of the Companies Act 2016 and listing requirements and applicable guideline of Bursa Malaysia.

As at 31 May 2020, a total of 19,419,024 (2019: 14,689,324) treasury shares with a carrying amount of RM12,916,237 (2019: RM10,062,157) were held by the Company. Details of the shares repurchased in the financial year are disclosed in Note 24 to the financial statements.

DIVIDENDS

During the financial year, the Company has on 5 December 2019, paid a final single-tier dividend of 1.0 sen per share, amounting to RM1,749,343, in respect of the financial year ended 31 May 2019.

Subject to the approval by the Company's shareholders at the forthcoming annual general meeting, the Directors have recommended a final single-tier dividend in the form of distribution of one (1) treasury share for every forty (40) existing ordinary shares. Fraction of a treasury share is to be disregarded.

The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity in the financial year ending 31 May 2021.

DIRECTORS

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

Datuk Anuar bin Ahmad (*Re-designated as Independent Non-Executive Chairman on 16 January 2020*)

Dato' Siew Ka Wei (*Group Managing Director*)*

Edmond Cheah Swee Leng

Khamis bin Awal

Tan Sri Dato' Dr Lin See Yan (*Appointed on 2 December 2019*)

Dato' Tengku Mahamad bin Tengku Mahamut (*Resigned on 16 January 2020*)

* Director of the Company and certain subsidiaries

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

In accordance with Clause 130 of the Company's Constitution, Tan Sri Dato' Dr Lin See Yan retires at the forthcoming annual general meeting and being eligible, offers himself for re-election.

DIRECTORS' REPORT

DIRECTORS (continued)

The Directors of subsidiaries who held for office since the date of the last report and at the date of this report, not including those Directors listed above are as follows:

Chen Tai Ngoh
 Indrawan Masrin
 Jimmy Masrin
 Kong Hwai Ming
 Liew Tet Seng
 Lim Liang Tan
 Lim Wee Beng
 Masahiko Otomo
 Mohamad Ruslan bin Ali
 Mohd Azlan bin Mohammed
 Norzain bin Abdul Wahab
 Robin Ling Seng Chiong
 Sabli bin Sibil
 Shigeo Fuji
 Suzuki Masayuki
 Tan Wee Lian
 Toh Puan Norella binti Talib
 Wong Kah Pun
 Wong Siut Yin
 Yuhei Sogabe
 Eric Chan Hean Chin (Resigned on 1 June 2020)

DIRECTORS' INTERESTS

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

	Number of ordinary shares			
	Balance as at 1.6.2019	Acquired	Disposed	Balance as at 31.5.2020
The Company				
<i>Direct interest</i>				
Dato' Siew Ka Wei	2,096,460	1,635,500	-	3,731,960
Tan Sri Dato' Dr Lin See Yan	17,337*	-	-	17,337
<i>Deemed interest**</i>				
Dato' Siew Ka Wei	93,608,359	371,900	-	93,980,259
Holding Company, Ancom Berhad				
<i>Direct interest</i>				
Dato' Siew Ka Wei	26,873,420	890,400	-	27,763,820
<i>Deemed interest**</i>				
Dato' Siew Ka Wei	22,518,921	77,300	-	22,596,221

DIRECTORS' REPORT

DIRECTORS' INTERESTS (continued)

	Number of ordinary shares		
	Balance as at 1.6.2019	Acquired	Balance as at 31.5.2020
Related Company, Ancom Logistics Berhad			
<i>Direct interest</i>			
Dato' Siew Ka Wei	369,867	-	369,867
<i>Deemed interest**</i>			
Dato' Siew Ka Wei	214,194,996	-	214,194,996

* Shareholding as at date of appointment.

** Deemed interested by virtue of Dato' Siew Ka Wei's direct and indirect interest in Ancom Berhad, Rhodemark Development Sdn. Bhd., Siew Nim Chee & Sons Sendirian Berhad, Silver Dollars Sdn. Bhd., Datin Young Ka Mun and Quek Lay Kheng.

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

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

DIRECTORS' BENEFITS

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than those benefits included in the aggregate amount of emoluments received or due and receivable by the Directors, or the fixed salary received in his capacity as a full-time employee of the Company as shown in Note 7 to the financial statements) by reason of a contract made by the Company or by a related corporation with a Director; or with a firm of which the Director is a member; or with a company in which the Director has a substantial financial interest, except as disclosed in Note 31 to the financial statements.

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

INDEMNITY AND INSURANCE FOR DIRECTORS, OFFICERS AND AUDITORS

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

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

DIRECTORS' REPORT

OTHER STATUTORY INFORMATION

- (a) Before the financial statements of the Group and of the Company were prepared, the Directors took reasonable steps:
 - (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances which would render:
 - (i) the amounts written off for bad debts or the amount of the allowance for doubtful debts inadequate to any substantial extent; and
 - (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.
- (e) At the date of this report, there does not exist:
 - (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the Directors:
 - (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due; and
 - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

DIRECTORS' REPORT**HOLDING COMPANY**

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

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

Significant events during the year and significant events between the end of the reporting period and the date when the financial statements are authorised for issue are disclosed in Note 35 to the financial statements.

AUDITORS

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

Auditors' remuneration of the Group and of the Company for the financial year ended 31 May 2020 are as follows:

	Group RM'000	Company RM'000
Statutory audit	412	75
Other services	10	10
	422	85

Signed on behalf of the Board in accordance with a resolution of the Directors dated 26 August 2020.

Dato' Siew Ka Wei
Director

Edmond Cheah Swee Leng
Director

STATEMENT BY DIRECTORS

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

We, Dato' Siew Ka Wei and Edmond Cheah Swee Leng, being two of the Directors of Nylex (Malaysia) Berhad, do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 60 to 132 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 May 2020 and of their financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board in accordance with a resolution of the Directors dated 26 August 2020.

Dato' Siew Ka Wei
Director

Edmond Cheah Swee Leng
Director

STATUTORY DECLARATION

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

I, Chen Tai Ngoh (CA 32025), being the officer primarily responsible for the financial management of Nylex (Malaysia) Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 60 to 132 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly
declared by the abovenamed
at Kuala Lumpur
on 26 August 2020

Chen Tai Ngoh

Before me,

Baloo A/L T.Pichai (No. W663)
Pesuruhjaya Sumpah
Malaysia

INDEPENDENT AUDITORS' REPORT

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

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Nylex (Malaysia) Berhad, which comprise the statements of financial position as at 31 May 2020 of the Group and of the Company, and the statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 60 to 132.

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 May 2020, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the requirements of the Companies Act 2016 in Malaysia.

Basis for Opinion

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

Independence and Other Ethical Responsibilities

We are independent of the 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.

1. Impairment assessment of the carrying amount of goodwill

The carrying amount of goodwill arising on consolidation as at 31 May 2020 amounted to RM85,624,000 as disclosed in Note 15 to the financial statements.

We determined this to be a key audit matter because it requires significant judgements and estimates about the future results and key assumptions applied to cash flow projections of the cash generating units ("CGU") in determining the recoverable amount. These key assumptions include projected growth in future revenues and profit margins, as well as determining an appropriate pre-tax discount rate and growth rates.

INDEPENDENT AUDITORS' REPORT

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

Key Audit Matters *(continued)*

1. **Impairment assessment of the carrying amount of goodwill** *(continued)*

Audit response

Our audit procedures performed include the following:

- a. Compared cash flow projections against recent performance and historical accuracy of budgets/forecasts and assessed the assumptions used in projections to available sources of data, where applicable;
- b. Evaluated the reasonableness of projected profit margins and growth rates incorporating the impact of the COVID-19 pandemic by assessing evidence available to support these assumptions;
- c. Evaluated the reasonableness of pre-tax discount rate used by management by comparing to the market data, weighted average cost of capital of the Group and relevant risk factors; and
- d. Performed sensitivity analysis to stress test the key assumptions used in the projections to evaluate the impact on the impairment assessment.

2. **Recoverability of trade receivables**

As at 31 May 2020, the Group had trade receivables of RM120,544,000 as disclosed in Note 18 to the financial statements.

We determined this to be a key audit matter because it requires management to exercise significant judgement in determining the probability of default by trade receivables and appropriate forward-looking information.

Audit response

Our audit procedures performed include the following:

- a. Recomputed the probability of default using historical data and forward-looking information adjustment applied by the Group;
- b. Recomputed the correlation coefficient between the macroeconomic indicators used by the Group and historical losses to determine the appropriateness of the forward-looking information used by the Group; and
- c. Inquiries of management to assess the rationale underlying the relationship between the forward-looking information and expected credit losses.

3. **Impairment assessment of the carrying amounts of investments in subsidiaries**

As at 31 May 2020, the Company had cost of investments in subsidiaries amounted to RM157,502,000, as disclosed in Note 13 to the financial statements.

Management performed impairment assessments of certain investments in subsidiaries which had impairment indicators. This is an area of focus as the recoverable amount of the investments in subsidiaries are determined based on discounted future cash flows projections, which require judgement on the part of management estimation of the future financial performance and key assumptions used, in particular profit margins, growth rates and pre-tax discount rate.

INDEPENDENT AUDITORS' REPORT

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

Key Audit Matters *(continued)***3. Impairment assessment of the carrying amounts of investments in subsidiaries** *(continued)***Audit response**

Our audit procedures performed include the following:

- a. Compared cash flow projections against recent performance and historical accuracy of budgets/forecasts and assessed the key assumptions used in projections;
- b. Evaluated the reasonableness of projected profit margins and growth rates incorporating the impact of the COVID-19 pandemic by assessing evidence available to support these assumptions;
- c. Evaluated the reasonableness of pre-tax discount rate used by management by comparing the market data and weighted average cost of capital of the Company; and
- d. Performed sensitivity analysis to stress test the key assumptions used in the projections to evaluate the impact on the impairment assessment.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

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

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements of the Group and of the Company that give a true and fair view in accordance with MFRSs, IFRSs, 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.

INDEPENDENT AUDITORS' REPORT

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the 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 ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- (a) Identify and assess the risks of material misstatement of the financial statements of the 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.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control of the Group and of the Company.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- (d) Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the 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.
- (e) Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.
- (f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITORS' REPORT

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

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors are disclosed in Note 13 to the financial statements.

Other Matters

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

BDO PLT

LLP0018825-LCA & AF 0206
Chartered Accountants

26 August 2020
Kuala Lumpur

Lum Chiew Mun

03039/04/2021 J
Chartered Accountant

STATEMENTS OF PROFIT OR LOSS

For The Financial Year Ended 31 May 2020

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Revenue	3	1,136,305	1,560,354	42,232	57,650
Cost of sales	3	(1,034,761)	(1,444,499)	(37,669)	(49,852)
Gross profit		101,544	115,855	4,563	7,798
Other income	4	3,719	3,515	21,007	31,694
Selling and distribution expenses		(60,157)	(63,046)	(4,958)	(5,351)
Administrative expenses		(38,810)	(36,916)	(11,347)	(10,880)
Other expenses		(13,505)	(2,050)	(24,390)	(238)
(Loss)/Profit from operations		(7,209)	17,358	(15,125)	23,023
Finance costs	5	(11,867)	(12,474)	(2,528)	(2,835)
Share of results of associates, net of tax		136	(244)	-	-
(Loss)/Profit before tax		(18,940)	4,640	(17,653)	20,188
Taxation	8	(6,765)	(9,160)	(2,257)	(1,164)
Net (loss)/profit for the year		(25,705)	(4,520)	(19,910)	19,024
Net (loss)/profit attributable to:					
Owners of the parent		(23,207)	(3,332)	(19,910)	19,024
Non-controlling interests		(2,498)	(1,188)	-	-
		(25,705)	(4,520)	(19,910)	19,024
Basic and diluted:					
Loss per share (sen)	9	(13.2)	(1.8)		
Dividends per ordinary share (sen)	10	1.0	3.0		

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

STATEMENTS OF COMPREHENSIVE INCOME

For The Financial Year Ended 31 May 2020

	Note	Group		Company	
		2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Net (loss)/profit for the year		(25,705)	(4,520)	(19,910)	19,024
Other comprehensive (loss)/income, net of tax					
Item to be reclassified subsequently to profit or loss					
Foreign currency translations		(3,733)	6,589	-	-
Item not to be reclassified subsequently to profit or loss					
Re-measurement of defined benefit liability	26	(58)	56	-	-
Total comprehensive (loss)/income for the year		(29,496)	2,125	(19,910)	19,024
Total comprehensive (loss)/income attributable to:					
Owners of the parent		(27,232)	2,753	(19,910)	19,024
Non-controlling interests		(2,264)	(628)	-	-
		(29,496)	2,125	(19,910)	19,024

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

STATEMENTS OF FINANCIAL POSITION

As at 31 May 2020

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	11	123,658	147,340	18,818	25,106
Right-of-use assets	12	48,734	-	11,111	-
Investments in subsidiaries	13	-	-	157,502	181,502
Investments in associates	14	2,361	3,579	400	400
Goodwill arising on consolidation	15	85,624	100,661	-	-
Deferred tax assets	16	25,854	25,770	22,261	23,261
		286,231	277,350	210,092	230,269
Current assets					
Inventories	17	87,947	130,518	9,746	10,961
Trade and other receivables	18	169,123	241,991	83,761	88,500
Investment securities	19	638	662	122	166
Income tax recoverable		3,050	2,089	590	247
Short-term deposits with licensed banks	20	16,943	17,960	-	-
Cash and bank balances	20	66,985	50,107	11,091	8,045
		344,686	443,327	105,310	107,919
TOTAL ASSETS		630,917	720,677	315,402	338,188

STATEMENTS OF FINANCIAL POSITION

As at 31 May 2020

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
EQUITY AND LIABILITIES					
Equity attributable to the owners of the parent					
Share capital	21	195,143	195,143	195,143	195,143
Reserves	22	20,810	24,805	-	-
Retained earnings	23	94,767	119,753	64,726	86,385
Treasury shares, at cost	24	(12,916)	(10,062)	(12,916)	(10,062)
		297,804	329,639	246,953	271,466
Non-controlling interests		10,101	11,216	-	-
TOTAL EQUITY		307,905	340,855	246,953	271,466
LIABILITIES					
Non-current liabilities					
Deferred tax liabilities	16	2,695	2,380	-	-
Borrowings	25	34,767	38,558	-	-
Provision for retirement benefits	26	4,561	4,666	2,647	2,990
Lease liabilities	12	7,117	-	63	-
		49,140	45,604	2,710	2,990
Current liabilities					
Trade and other payables	27	80,507	121,169	15,223	17,232
Borrowings	25	175,798	211,727	50,400	46,500
Income tax payable		1,121	1,322	-	-
Derivative liabilities	28	8	-	-	-
Lease liabilities	12	16,438	-	116	-
		273,872	334,218	65,739	63,732
TOTAL LIABILITIES		323,012	379,822	68,449	66,722
TOTAL EQUITY AND LIABILITIES		630,917	720,677	315,402	338,188

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 May 2020

	Note	Attributable to owners of the parent				Non-controlling interests RM'000	Total equity RM'000
		← Non-distributable →	Distributable		Total		
		Share capital RM'000	Translation reserve RM'000	Treasury shares RM'000	Retained earnings RM'000	RM'000	
Balance as at 1 June 2019		195,143	24,805	(10,062)	119,753	329,639	340,855
Net loss for the year		-	-	-	(23,207)	(23,207)	(25,705)
Other comprehensive (loss)/income, net of tax		-	(3,995)	-	(30)	(4,025)	(3,791)
Total comprehensive loss for the year		-	(3,995)	-	(23,237)	(27,232)	(29,496)
Transactions with owners							
Dividends	10	-	-	-	(1,749)	(1,749)	(1,749)
Acquisition of a subsidiary	13(g)	-	-	-	-	-	1,149
Purchase of treasury shares	24	-	-	(2,854)	-	(2,854)	(2,854)
Total transactions with owners		-	-	(2,854)	(1,749)	(4,603)	(3,454)
Balance as at 31 May 2020		195,143	20,810	(12,916)	94,767	297,804	307,905

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 May 2020

	Note	Attributable to owners of the parent					Non-controlling interests RM'000	Total equity RM'000
		← Non-distributable →		Distributable		Total RM'000		
		Share capital RM'000	Translation reserve RM'000	Treasury shares RM'000	Retained earnings RM'000			
Balance as at 1 June 2018		195,143	18,612	(4,883)	128,750	337,622	16,011	353,633
Net loss for the year		-	-	-	(3,332)	(3,332)	(1,188)	(4,520)
Other comprehensive income, net of tax		-	6,058	-	27	6,085	560	6,645
Total comprehensive income/(loss) for the year		-	6,058	-	(3,305)	2,753	(628)	2,125
Transactions with owners								
Dividends	10	-	-	-	(5,537)	(5,537)	-	(5,537)
Disposal/ Derecognition of subsidiaries	13(d), 13(f)	-	-	-	-	-	(3,501)	(3,501)
Acquisition of shares from non-controlling interests of a subsidiary	13(e)	-	135	-	(155)	(20)	(666)	(686)
Purchase of treasury shares	24	-	-	(5,179)	-	(5,179)	-	(5,179)
Total transactions with owners		-	135	(5,179)	(5,692)	(10,736)	(4,167)	(14,903)
Balance as at 31 May 2019		195,143	24,805	(10,062)	119,753	329,639	11,216	340,855

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

COMPANY STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 May 2020

	Note	Non-distributable Share capital RM'000	Treasury shares RM'000	Distributable Retained earnings RM'000	Total equity RM'000
Balance as at 1 June 2019		195,143	(10,062)	86,385	271,466
Net loss for the year		-	-	(19,910)	(19,910)
Total comprehensive loss for the year		-	-	(19,910)	(19,910)
Transactions with owners					
Dividends	10	-	-	(1,749)	(1,749)
Purchase of treasury shares	24	-	(2,854)	-	(2,854)
Total transactions with owners		-	(2,854)	(1,749)	(4,603)
Balance as at 31 May 2020		195,143	(12,916)	64,726	246,953
Balance as at 1 June 2018		195,143	(4,883)	72,898	263,158
Net profit for the year		-	-	19,024	19,024
Total comprehensive income for the year		-	-	19,024	19,024
Transactions with owners					
Dividends	10	-	-	(5,537)	(5,537)
Purchase of treasury shares	24	-	(5,179)	-	(5,179)
Total transactions with owners		-	(5,179)	(5,537)	(10,716)
Balance as at 31 May 2019		195,143	(10,062)	86,385	271,466

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

STATEMENTS OF CASH FLOWS

For The Financial Year Ended 31 May 2020

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Cash Flows From Operating Activities					
(Loss)/Profit before tax		(18,940)	4,640	(17,653)	20,188
Adjustments for:					
Depreciation of property, plant and equipment	11	11,121	10,423	2,321	2,331
Depreciation of right-of-use assets	12	16,300	-	244	-
Dividend income	4	(28)	(38)	(16,134)	(24,960)
Finance costs	5	11,867	12,474	2,528	2,835
Fair value loss/(gain) on investment securities		190	218	44	(5)
Bad debts written off		-	1	-	-
Loss on disposal of property, plant and equipment		289	165	311	206
Inventories written down	17	562	422	46	96
Interest income	4	(2,889)	(3,001)	(3,634)	(3,495)
Provision for retirement benefits	26	513	545	326	240
Share of results of associates		(136)	244	-	-
Unrealised gain on foreign exchange		(1,662)	(1,159)	(988)	(642)
Gain on disposal/derecognition of subsidiaries		-	(476)	-	(2,264)
Written off of investment		-	3	-	-
Gain on derivatives (net)	4	(8)	-	-	-
Gain on remeasurement of previously retained interest	4	(259)	-	-	-
Impairment loss on investment in a subsidiary	13(h)	-	-	24,000	-
Impairment loss on investment in an associate	14	613	-	-	-
Impairment loss on goodwill	15	10,941	-	-	-
(Write-back)/Impairment loss on trade receivables	18(a)	(128)	(1,540)	(52)	128
(Write-back)/Impairment loss on other receivables	18(b)	(211)	14	891	40
Operating cash flows before working capital changes		28,135	22,935	(7,750)	(5,302)
Working Capital Changes					
Receivables		75,481	50,428	3,481	1,785
Inventories		43,291	(38,173)	1,169	268
Payables		(43,000)	(29,907)	(1,798)	(2,995)
Related companies		4,908	(2,829)	(3,723)	(1,854)
Associates		(8,224)	6,708	(788)	(253)
Cash flows generated from/(used in) operations		100,591	9,162	(9,409)	(8,351)
Tax paid		(7,076)	(10,339)	(1,600)	(1,449)
Retirement benefits paid	26	(775)	(471)	(669)	(195)
Net Cash Flows From/(Used In) Operating Activities (carried forward)		92,740	(1,648)	(11,678)	(9,995)

STATEMENTS OF CASH FLOWS

For The Financial Year Ended 31 May 2020

	Note	Group		Company	
		2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Net Cash Flows From/(Used In) Operating Activities (brought forward)		92,740	(1,648)	(11,678)	(9,995)
Cash Flows from Investing Activities					
Acquisition of interest in associates		-	(2,250)	-	-
Dividends received from equity instruments		28	38	4	7
Dividends received from subsidiaries		-	-	14,943	21,810
Interest received		2,889	2,547	3,634	3,495
(Placement)/Withdrawal of short-term deposits					
- pledged with a licensed bank		-	5,966	-	-
- with maturity of more than three months		(1,576)	934	-	-
Proceeds from disposal of a subsidiary		-	-	-	8,640
Proceeds from disposal of property, plant and equipment		34	399	1	77
Purchase of property, plant and equipment	11(b)	(6,210)	(12,236)	(706)	(2,411)
Acquisition of shares from non-controlling interest in a subsidiary	13(e)	-	(686)	-	-
Net cash inflow on acquisition of a subsidiary	13(g)	152	-	-	-
Net cash inflow on disposal of a subsidiary	13(d)	-	6,683	-	-
Net cash outflow on derecognition of a subsidiary	13(f)	-	(4,779)	-	-
Net Cash Flows (Used In)/From Investing Activities		(4,683)	(3,384)	17,876	31,618
Cash Flows From Financing Activities					
Dividends paid to shareholders of the Company	10	(1,749)	(5,537)	(1,749)	(5,537)
Drawdowns of borrowings		94,434	146,460	33,300	42,400
Repayments of borrowings		(137,241)	(154,655)	(29,400)	(52,740)
Payments of lease liabilities		(15,835)	-	(115)	-
Purchase of treasury shares	24	(2,854)	(5,058)	(2,854)	(5,058)
Lease interest paid		(1,234)	-	(10)	-
Interest paid		(10,633)	(12,474)	(2,518)	(2,835)
Net Cash Flows Used In Financing Activities		(75,112)	(31,264)	(3,346)	(23,770)
Net Increase/(Decrease) In Cash And Cash Equivalents		12,945	(36,296)	2,852	(2,147)
Effects of Exchange Rate Changes		2,050	3,832	-	-
Cash and Cash Equivalents at Beginning of Year		65,983	99,038	8,045	10,034
Effects of Exchange Rate Changes		(709)	(591)	194	158
		65,274	98,447	8,239	10,192
Cash and Cash Equivalents at End of Year	20	80,269	65,983	11,091	8,045

STATEMENTS OF CASH FLOWS

For The Financial Year Ended 31 May 2020

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Borrowings					
As at 1 June 2019/2018		250,285	254,059	46,500	56,840
Cash flows		(42,807)	(8,195)	3,900	(10,340)
Non-cash flows:					
- Effect of foreign exchange		3,087	4,421	-	-
As at 31 May	25	210,565	250,285	50,400	46,500
Lease liabilities					
As at 1 June 2019, as previously reported		-	-	-	-
Effects of adoption of MFRS 16	2(b)	37,519	-	204	-
As at 1 June 2019, as restated		37,519	-	204	-
Cash flows		(17,069)	-	(125)	-
Non-cash flows:					
- Additions		1,305	-	90	-
- Unwinding of interest		1,234	-	10	-
- Effect of foreign exchange		566	-	-	-
As at 31 May	12	23,555	-	179	-

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

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

1. CORPORATE INFORMATION

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

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

The Company is principally involved in investment holding and the manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting, rotomoulded plastic products, and other plastic products, including geotextiles, prefabricated sub-soil drainage systems, bulk chemical containers, road barriers, playground equipment and disposal bins. The principal activities and the details of the subsidiaries are indicated in Note 13 to the financial statements. Other than as disclosed in Note 13 to the financial statements, there have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 26 August 2020.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

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 ("IFRSs") issued by the International Accounting Standards Board ("IASB") and the provisions of the Companies Act 2016 in Malaysia.

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

The Group and the Company applied MFRS 16 *Leases* and IC Interpretation 23 *Uncertainty over Income Tax Treatments* for the first time during the current financial year, using the cumulative effect method as at 1 June 2019. Consequently, the comparative information were not restated and are not comparable to the financial information of the current financial year. The Group has also early adopted Amendment to MFRS 16 COVID-19-Related Rent Concessions during the financial year.

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

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

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)***(b) New MFRSs adopted during the financial year**

On 1 June 2019, the Group and the Company adopted the following applicable MFRS and amendments to MFRS which are mandatory for financial periods beginning on or after 1 January 2019.

MFRSs and amendments to MFRSs	Effective date
MFRS 16 <i>Leases</i>	1 January 2019
IC Interpretation 23 <i>Uncertainty over Income Tax Treatments</i>	1 January 2019
Amendments to MFRS 9 <i>Prepayment Features with Negative Compensation</i>	1 January 2019
Amendments to MFRS 119 <i>Plan Amendment, Curtailment or Settlement</i>	1 January 2019
Amendments to MFRS 128 <i>Long-term Interests in Associates and Joint Ventures</i>	1 January 2019
Amendments to MFRS 3 <i>Annual Improvements to MFRS Standards 2015-2017 Cycle</i>	1 January 2019
Amendments to MFRS 11 <i>Annual Improvements to MFRS Standards 2015-2017 Cycle</i>	1 January 2019
Amendments to MFRS 112 <i>Annual Improvements to MFRS Standards 2015-2017 Cycle</i>	1 January 2019
Amendments to MFRS 123 <i>Annual Improvements to MFRS Standards 2015-2017 Cycle</i>	1 January 2019
Amendment to MFRS 16 <i>Covid-19-Related Rent Concessions</i>	1 June 2020 (early adopted)

Adoption of the above Standards did not have any material effect on the financial performance or position of the Group and of the Company except for the adoption of MFRS 16 as described in the following sections.

MFRS 16 Leases

MFRS 16 supersedes MFRS 117 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases-Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. MFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the financial statements.

Lessor accounting under MFRS 16 is substantially unchanged from MFRS 117. Lessors would continue to classify leases as either operating or finance leases using similar principles as in MFRS 117. Therefore, MFRS 16 does not have a material impact for leases for which the Group is the lessor.

The Group applied MFRS 16 using the modified retrospective approach, for which the comparative information presented is not restated.

On adoption of MFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as "operating leases" under the principles of MFRS 117. These liabilities were measured at the present value of the remaining lease payments, discounted using the incremental borrowing rate of the Group as of 1 June 2019. The range of incremental borrowing rates of the Group and of the Company applied to the lease liabilities on 1 June 2019 were between 3.5% to 5.5%.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)***(b) New MFRSs adopted during the financial year** *(continued)***MFRS 16 Leases** *(continued)*

In order to compute the transition impact of MFRS 16, a significant data extraction exercise was undertaken by management to summarise all property and equipment lease data such that the respective inputs could be uploaded into management's model. The incremental borrowing rate method has been adopted where the implicit rate of interest in a lease is not readily determinable.

For leases previously classified as finance leases, the Group recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability respectively at the date of initial application. The measurement principles of MFRS 16 are only applied after that date.

In applying MFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- (i) Relying on previous assessments on whether leases are onerous as an alternative to perform an impairment review - there were no onerous contracts as at 1 June 2019;
- (ii) Accounting for operating leases with a remaining lease term of less than 12 months as at 1 June 2019 and do not contain a purchase option as short-term leases;
- (iii) Using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

On transition to MFRS 16, the Group and the Company recognised right-of-use assets and lease liabilities. The impact on transition is summarised below:

	Note	As at 31 May 2019 RM'000	Impact RM'000	As at 1 June 2019 RM'000
Group				
Property, plant and equipment		147,340	(25,606)	121,734
Right-of-use assets	(a)	-	63,125	63,125
Lease liabilities	(b)	-	(37,519)	(37,519)
Company				
Property, plant and equipment		25,106	(11,061)	14,045
Right-of-use assets	(a)	-	11,265	11,265
Lease liabilities	(b)	-	(204)	(204)

- (a) The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied. Other right-of use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the financial statements as at 31 May 2019.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)***(b) New MFRSs adopted during the financial year** *(continued)***MFRS 16 Leases** *(continued)*

(b) Lease liabilities are measured as follows:

	Group RM'000	Company RM'000
Operating lease commitments at 31 May 2019 as disclosed under MFRS 117	38,768	-
Incremental borrowing rate as at 1 June 2019	3.5% - 5.5%	5.0%
Discounted operating lease commitments as at 1 June 2019	36,950	-
Recognition exemption for leases with less than 12 months of lease term at transition	(395)	-
Contracts reassessed as lease contracts	964	204
Lease liabilities recognised at 1 June 2019	37,519	204

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

MFRSs and amendments to MFRSs	Effective date
<i>Amendments to References to the Conceptual Framework in MFRS Standards</i>	1 January 2020
<i>Amendments to MFRS 3 Definition of a Business</i>	1 January 2020
<i>Amendments to MFRS 101 and MFRS 108 Definition of Material</i>	1 January 2020
<i>Amendments to MFRS 9, MFRS 139 and MFRS 7 Interest Rate Benchmark Reform</i>	1 January 2020
<i>Annual Improvements to MFRS Standards 2018 - 2020</i>	1 January 2022
<i>Amendments to MFRS 3 Reference to the Conceptual Framework</i>	1 January 2022
<i>Amendments to MFRS 116 Property, Plant and Equipment - Proceeds before Intended Use</i>	1 January 2022
<i>Amendments to MFRS 137 Onerous Contracts - Cost of Fulfilling a Contract</i>	1 January 2022
<i>MFRS 17 Insurance Contracts</i>	1 January 2023
<i>Amendments to MFRS 17 Insurance Contracts</i>	1 January 2023
<i>Amendments to MFRS 101 Classification of Liabilities as Current or Non-current</i>	1 January 2023
<i>Amendments to MFRS 10 and MFRS 128 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Deferred

The Group does not expect the adoption of the above Standards to have a significant impact on the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

2. SIGNIFICANT ACCOUNTING POLICIES (continued)**(d) IFRIC Agenda Decision - An assessment of the lease term (IFRS 16)**

The IFRS Interpretations Committee ('IFRIC') issued a final agenda decision on 26 November 2019 regarding 'Lease term and useful life of leasehold improvements (IFRS 16 and IAS 16)'.

The submission to the IFRIC raised a question pertaining to the determination of the lease term of a cancellable lease or a renewable lease based on the requirements of IFRS 16.B34.

Based on the final agenda decision, the IFRIC concluded that the determination of the enforceable period of a lease and the lease term itself shall include broad economic circumstances beyond purely commercial terms.

The Group has implemented the requirements of this final agenda decision during the financial year ended 31 May 2020.

3. REVENUE AND COST OF SALES

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Revenue from contracts with customers:				
Sales of goods	1,115,834	1,541,061	42,232	57,650
Services rendered	20,471	19,293	-	-
	1,136,305	1,560,354	42,232	57,650

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

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

There is no significant financing component in the revenue arising from sale of products and services rendered as the sales or services are made on the normal credit terms not exceeding twelve months.

- (b) Revenue from contracts with customers is disaggregated in Note 36(b) to the financial statements by geographical area.

Cost of sales represents the cost of products sold or services rendered.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

4. OTHER INCOME

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Interest income	2,889	3,001	3,634	3,495
Dividend income from:				
- equity instruments (quoted in Malaysia)	28	38	4	7
- subsidiaries	-	-	16,130	24,953
Fair value gains on financial instruments				
- held for trading investments	-	-	-	5
Gain on disposal/derecognition of subsidiaries	-	476	-	2,264
Gain on derivatives	8	-	-	-
Gain on remeasurement of previously retained interest	259	-	-	-
Realised gain on foreign exchange	-	-	251	328
Unrealised gain on foreign exchange	535	-	988	642
	3,719	3,515	21,007	31,694

5. FINANCE COSTS

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Borrowings	10,633	12,474	2,518	2,835
Lease interest	1,234	-	10	-
	11,867	12,474	2,528	2,835

6. STAFF COSTS

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Short-term employee benefits	33,910	33,339	11,272	11,772
Defined contribution plan and social security costs	3,743	3,740	1,339	1,402
Provision for retirement benefits (Note 26)	513	545	326	240
Other staff related expenses	903	742	137	126
	39,069	38,366	13,074	13,540

Included in staff costs of the Group and of the Company are Executive Directors' remuneration amounting to RM2,114,000 (2019: RM3,009,000) and RM899,000 (2019: RM2,022,000) respectively as further disclosed in Note 7 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

7. DIRECTORS' REMUNERATION

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Executive Directors				
Salaries	701	966	584	780
Bonuses	1,336	1,884	280	1,132
Defined contribution plan	77	159	35	110
	2,114	3,009	899	2,022
Benefits-in-kind	28	33	28	33
	2,142	3,042	927	2,055
Non-Executive Directors				
Fees	440	380	440	380
Allowances	17	17	17	17
	457	397	457	397
Benefits-in-kind	17	13	17	13
	474	410	474	410
Total directors' remuneration	2,616	3,452	1,401	2,465

8. TAXATION

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Current income tax:				
- Malaysian income tax	(4,073)	(5,841)	(1,257)	(1,165)
- Foreign income tax	(2,399)	(2,526)	-	-
	(6,472)	(8,367)	(1,257)	(1,165)
Over/(Under) provision in prior years:				
- Malaysian income tax	21	(465)	-	1
- Foreign income tax	27	4	-	-
	(6,424)	(8,828)	(1,257)	(1,164)
Deferred tax (Note 16):				
Relating to origination and reversal of temporary differences	(324)	268	(1,000)	-
Under provision in prior years	(17)	(600)	-	-
	(341)	(332)	(1,000)	-
Tax expense for the year	(6,765)	(9,160)	(2,257)	(1,164)

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

8. TAXATION *(continued)*

- (a) Malaysian income tax is calculated at the statutory tax rate of 24% (2019: 24%) of the estimated taxable profit for the fiscal year.
- (b) Tax expense for other taxation authorities are calculated at the rates prevailing in those respective jurisdictions.
- (c) A reconciliation of the income tax expense applicable to (loss)/profit before tax at the statutory income tax rate against the income tax expenses at the effective income tax rate of the Group and of the Company is as follows:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
(Loss)/Profit before tax	(18,940)	4,640	(17,653)	20,188
Tax at Malaysian statutory tax rate of 24% (2019: 24%)	4,546	(1,114)	4,237	(4,845)
Effects of different tax rates in other countries	(695)	(701)	-	-
Effects of changes in tax rate	(440)	-	-	-
Utilisation of tax incentives	55	55	-	-
Income not subject to tax	473	1,055	4,221	7,715
Expenses not deductible for tax purposes	(5,314)	(2,988)	(7,683)	(2,620)
Deferred tax assets not recognised	(5,421)	(4,406)	(3,032)	(1,415)
Under provision of deferred tax in prior years	(17)	(600)	-	-
Over/(Under) provision of tax expense in prior years	48	(461)	-	1
	(6,765)	(9,160)	(2,257)	(1,164)

- (d) Tax savings during the financial year arising from:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Utilisation of tax incentives	55	55	-	-

- (e) Tax on each component of other comprehensive income is as follows:

	Before tax	Group	After tax
	RM'000	Tax effect	RM'000
		RM'000	
2020			
Item to be reclassified subsequently to profit or loss			
Foreign currency translation	(3,733)	-	(3,733)
Item not to be reclassified subsequently to profit or loss			
Re-measurement of defined benefit liability	(58)	-	(58)
	(3,791)	-	(3,791)

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

8. TAXATION (continued)

(e) Tax on each component of other comprehensive income is as follows (continued):

	Before tax RM'000	Group Tax effect RM'000	After tax RM'000
2019			
Item to be reclassified subsequently to profit or loss			
Foreign currency translation	6,589	-	6,589
Item not to be reclassified subsequently to profit or loss			
Re-measurement of defined benefit liability	56	-	56
	6,645	-	6,645

9. (LOSS)/EARNINGS PER SHARE

(Loss)/Earnings per share is calculated by dividing the loss for the year attributable to ordinary equity holders of the Company of RM23,207,000 (2019: RM3,332,000) by the weighted average number of ordinary shares in issue during the financial year of 176,070,830 shares (2019: 185,131,773 shares).

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

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

10. DIVIDENDS

	Amount 2020 RM'000	2019 RM'000	Dividends per ordinary share 2020 sen	2019 sen
Final single-tier dividend in respect of the financial year ended 31 May 2019, paid on 5 December 2019 (2019: final single-tier dividend in respect of the financial year ended 31 May 2018, paid on 6 December 2018)	1,749	3,721	1.0	2.0
Interim single-tier dividend in respect of the financial year ended 31 May 2019, paid on 24 May 2019	-	1,816	-	1.0
	1,749	5,537	1.0	3.0

Subject to the approval by the Company's shareholders at the forthcoming annual general meeting, the Directors have recommended a final single-tier dividend in the form of distribution of one (1) treasury share for every forty (40) existing ordinary shares. Fraction of a treasury share is to be disregarded.

The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity in the financial year ending 31 May 2021.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

11. PROPERTY, PLANT AND EQUIPMENT

Group	Leasehold land RM'000	Buildings RM'000	Vessel, equipment and docking RM'000	Plant and machinery RM'000	Furniture and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Capital work-in- progress RM'000	Total RM'000
Cost									
As at 1 June 2018	32,210	32,632	77,913	149,819	2,251	9,692	6,727	130	311,374
Additions	-	38	-	1,922	865	1,612	2,600	5,199	12,236
Disposals	-	(15)	(93)	(2,204)	(297)	(319)	(1,412)	-	(4,340)
Disposal/ Derecognition of subsidiaries	-	-	-	-	(213)	(52)	(1,059)	-	(1,324)
Exchange differences	120	244	-	920	21	38	35	-	1,378
As at 31 May 2019	32,330	32,899	77,820	150,457	2,627	10,971	6,891	5,329	319,324
As at 1 June 2019	32,330	32,899	77,820	150,457	2,627	10,971	6,891	5,329	319,324
Effects of adoption of MFRS 16 (Note 2(b))	(32,330)	-	-	-	-	-	-	-	(32,330)
Additions	-	6,715	876	2,005	47	433	518	2,316	12,910
Acquisition of a subsidiary (Note 13(g))	-	-	-	-	-	1	174	-	175
Disposals	-	-	-	(43)	(1)	(188)	(687)	-	(919)
Reclassification	-	-	-	5,965	-	-	-	(5,965)	-
Exchange differences	-	118	-	522	16	41	23	-	720
As at 31 May 2020	-	39,732	78,696	158,906	2,689	11,258	6,919	1,680	299,880

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

11. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Group	Leasehold land RM'000	Buildings RM'000	Vessel, equipment and docking RM'000	Plant and machinery RM'000	Furniture and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Capital work-in- progress RM'000	Total RM'000
Accumulated depreciation									
As at 1 June 2018	6,400	15,947	5,204	123,269	1,663	8,937	3,757	-	165,177
Charge for the year	324	1,114	3,899	3,755	150	326	855	-	10,423
Disposals	-	(7)	-	(2,192)	(296)	(318)	(963)	-	(3,776)
Disposal/ Derecognition of subsidiaries	-	-	-	-	(58)	(18)	(423)	-	(499)
Exchange differences	-	57	-	518	20	36	28	-	659
As at 31 May 2019	6,724	17,111	9,103	125,350	1,479	8,963	3,254	-	171,984
As at 1 June 2019	6,724	17,111	9,103	125,350	1,479	8,963	3,254	-	171,984
Effects of adoption of MFRS 16 (Note 2(b))	(6,724)	-	-	-	-	-	-	-	(6,724)
Charge for the year	-	1,186	4,035	4,073	232	673	922	-	11,121
Disposals	-	-	-	(39)	(1)	(187)	(369)	-	(596)
Exchange differences	-	33	-	346	9	31	18	-	437
As at 31 May 2020	-	18,330	13,138	129,730	1,719	9,480	3,825	-	176,222
Carrying amount									
As at 31 May 2019	25,606	15,788	68,717	25,107	1,148	2,008	3,637	5,329	147,340
As at 31 May 2020	-	21,402	65,558	29,176	970	1,778	3,094	1,680	123,658

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

11. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Company	Leasehold land RM'000	Buildings RM'000	Plant and machinery RM'000	Furniture and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
Cost							
As at 1 June 2018	15,045	16,305	101,369	1,009	4,055	2,401	140,184
Additions	-	-	695	82	143	1,491	2,411
Disposals	-	(11)	(45)	(74)	(149)	(866)	(1,145)
As at 31 May 2019	15,045	16,294	102,019	1,017	4,049	3,026	141,450
As at 1 June 2019	15,045	16,294	102,019	1,017	4,049	3,026	141,450
Effects of adoption of MFRS 16 (Note 2(b))	(15,045)	-	-	-	-	-	(15,045)
Additions	-	6,700	200	7	34	465	7,406
Disposals	-	-	(31)	(1)	(46)	(382)	(460)
As at 31 May 2020	-	22,994	102,188	1,023	4,037	3,109	133,351
Accumulated depreciation							
As at 1 June 2018	3,858	9,960	95,470	745	3,694	1,148	114,875
Charge for the year	126	422	1,269	39	124	351	2,331
Disposals	-	(4)	(42)	(73)	(149)	(594)	(862)
As at 31 May 2019	3,984	10,378	96,697	711	3,669	905	116,344
As at 1 June 2019	3,984	10,378	96,697	711	3,669	905	116,344
Effects of adoption of MFRS 16 (Note 2(b))	(3,984)	-	-	-	-	-	(3,984)
Charge for the year	-	469	1,241	41	137	433	2,321
Disposals	-	-	(31)	(1)	(45)	(71)	(148)
As at 31 May 2020	-	10,847	97,907	751	3,761	1,267	114,533
Carrying amount							
As at 31 May 2019	11,061	5,916	5,322	306	380	2,121	25,106
As at 31 May 2020	-	12,147	4,281	272	276	1,842	18,818

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

11. PROPERTY, PLANT AND EQUIPMENT *(continued)*

- (a) Property, plant and equipment are measured after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses.

Depreciation of all property, plant and equipment is computed on the straight-line method based on the estimated useful life of the various assets, at the following annual rates:

	%
Buildings	1.1 - 5.0
Vessel, equipment and docking	5.0 - 50.0
Plant and machinery	6.7 - 33.3
Furniture and fittings	10.0 - 33.3
Office equipment	7.0 - 33.3
Motor vehicles	15.0 - 25.0

Capital work-in-progress are not depreciated until such time when the asset is available for use.

- (b) During the financial year, the Group and the Company made the following cash payments to purchase property, plant and equipment:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Additions of property, plant and equipment	12,910	12,236	7,406	2,411
Other receivables	(6,700)	-	(6,700)	-
Cash payments on purchase of property, plant and equipment	6,210	12,236	706	2,411

- (c) The Group's vessel with carrying amount of RM64,722,000 (2019: RM68,605,000) have been charged as security for borrowings as disclosed in Note 25 to the financial statements.

12. LEASES**The Group as lessee**

Right-of-use assets Group	Land RM'000	Storage tanks RM'000	Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
Cost						
As at 1 June 2019	-	-	-	-	-	-
Effects of adoption of MFRS 16 (Note 2(b))	32,330	35,265	1,870	-	384	69,849
Additions	-	53	1,162	90	-	1,305
Exchange differences	57	893	52	-	5	1,007
As at 31 May 2020	32,387	36,211	3,084	90	389	72,161

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

12. LEASES (continued)

The Group as lessee (continued)

Group	Land RM'000	Storage tanks RM'000	Buildings RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
Accumulated depreciation						
As at 1 June 2019	-	-	-	-	-	-
Effects of adoption of MFRS 16 (Note 2(b))	6,724	-	-	-	-	6,724
Charge for the year	326	15,066	745	12	151	16,300
Exchange differences	-	383	19	-	1	403
As at 31 May 2020	7,050	15,449	764	12	152	23,427
Carrying amount						
As at 31 May 2020	25,337	20,762	2,320	78	237	48,734

Company	Land RM'000	Office equipment RM'000	Motor vehicles RM'000	Total RM'000
Cost				
As at 1 June 2019	-	-	-	-
Effects of adoption of MFRS 16 (Note 2(b))	15,045	-	204	15,249
Additions	-	90	-	90
As at 31 May 2020	15,045	90	204	15,339
Accumulated depreciation				
As at 1 June 2019	-	-	-	-
Effects of adoption of MFRS 16 (Note 2(b))	3,984	-	-	3,984
Charge for the year	126	12	106	244
As at 31 May 2020	4,110	12	106	4,228
Carrying amount				
As at 31 May 2020	10,935	78	98	11,111

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

12. LEASES *(continued)***The Group as lessee** *(continued)*

Lease liabilities	Group RM'000	Company RM'000
As at 1 June 2019	-	-
Effects of adoption of MFRS 16 (Note 2(b))	37,519	204
Additions	1,305	90
Lease payments	(17,069)	(125)
Interest expenses	1,234	10
Exchange differences	566	-
As at 31 May 2020	23,555	179
Represented by:		
Current		
Lease liabilities owing to non-financial institutions	16,438	116
Non-current		
Lease liabilities owing to non-financial institutions	7,117	63
	23,555	179

- (a) The right-of-use assets are initially measured at cost, which comprise the initial amount of the lease liabilities adjusted for any lease payments made at or before the commencement date of the leases with incremental borrowing rates per annum ranging from 3.5% to 5.5%.

After initial recognition, right-of-use assets are stated at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any re-measurement of the lease liabilities.

- (b) The right-of-use assets are depreciated on the straight-line basis over the earlier of the estimated useful lives of the right-of-use assets or the end of the lease term. The lease terms of right-of-use assets are as follows:

Land	20 to 99 years
Storage tanks	2 to 8 years
Buildings	2 to 5 years
Office equipment	5 years
Motor vehicles	2 to 4 years

- (c) The Group has certain leases such as buildings and office equipment with lease term of 12 months or less and low value leases of RM20,000 and below. The Group applies the "short-term lease" and "lease of low-value assets" exemptions for these leases.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

12. LEASES *(continued)***The Group as lessee** *(continued)*

(d) The following are the amounts recognised in profit or loss:

	Group 2020 RM'000	Company 2020 RM'000
Depreciation charge of right-of-use assets	16,300	244
Interest expense on lease liabilities	1,234	10
Expense relating to short-term leases and lease of low-value assets	422	28
	17,956	282

13. INVESTMENTS IN SUBSIDIARIES

	Company 2020 RM'000	2019 RM'000
Unquoted shares - at cost	206,702	206,702
Accumulated impairment losses	(49,200)	(25,200)
	157,502	181,502

(a) Investments in subsidiaries are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

All components of non-controlling interests shall be initially measured at fair value on the acquisition date, unless another measurement basis is required by MFRSs. The choice of measurement basis is made on a combination-by-combination basis. Subsequent to initial recognition, the carrying amount of the non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

(b) Details of subsidiaries

			Effective % ownership interest held by the Group*	
Name of Company	Country of incorporation	Principal activities	2020 %	2019 %
Direct subsidiaries				
Nycon Manufacturing Sdn. Bhd.	Malaysia	Investment holding and manufacture and marketing of rotomoulded products	100	100
Nylex Polymer Marketing Sdn. Bhd.	Malaysia	Investment holding and marketing of polyurethane ("PU") and polyvinyl chloride ("PVC") synthetic leather, films and sheets, geosynthetic and general trading.	100	100

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES (continued)

(b) Details of subsidiaries (continued)

			Effective % ownership interest held by the Group*	
Name of Company	Country of incorporation	Principal activities	2020 %	2019 %
Direct subsidiaries <i>(continued)</i>				
PT Nylex Indonesia**	Indonesia	Manufacture, marketing and distribution of PU and PVC leathercloth.	100	100
Perusahaan Kimia Gemilang Sdn. Bhd.	Malaysia	Trading in petrochemicals and industrial chemicals.	100	100
Fermpro Sdn. Bhd.	Malaysia	Manufacture and marketing of ethanol, carbon dioxide and other related chemical products.	100	100
Kumpulan Kesuma Sdn. Bhd.	Malaysia	Manufacture and marketing of sealants and adhesive products.	100	100
Wedon Sdn. Bhd.	Malaysia	Marketing of sealants and adhesive products.	100	100
Nylex Specialty Chemicals Sdn. Bhd.	Malaysia	Manufacture and sale of phosphoric acid.	100	100
Speciality Phosphates (Malaysia) Sdn. Bhd.	Malaysia	Manufacture and sale of chemicals.	51	51
CKG Chemicals Pte. Ltd.***	Singapore	Trading and distribution of industrial chemicals and gasoline blending components.	100	100

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES *(continued)*(b) Details of subsidiaries *(continued)*

			Effective % ownership interest held by the Group*	
Name of Company	Country of incorporation	Principal activities	2020 %	2019 %
Subsidiaries of Perusahaan Kimia Gemilang Sdn. Bhd.				
Dynamic Chemical Pte. Ltd.***	Singapore	Blending, trading and distribution of industrial chemicals.	100	100
Perusahaan Kimia Gemilang (Vietnam) Company Ltd.**	Vietnam	Building tank farms and other facilities for the storage of industrial chemicals, importation and distribution of industrial chemicals.	100	100
PT PKG Lautan Indonesia**	Indonesia	Importation and distribution of industrial chemicals.	51	51
Ancom Kimia Sdn. Bhd.	Malaysia	Distribution of petrochemicals and industrial chemicals.	60	-
ALB Marine Sdn. Bhd.	Malaysia	Carrying out business of ship owning, ship management and charter hire of tanker.	100	100

* Equals to the proportion of voting rights held.

** The financial statements of these subsidiaries are audited by member firms of BDO PLT.

*** The financial statements of these subsidiaries are audited by firms other than BDO PLT.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(c) Financial information of subsidiaries with non-controlling interests

The summarised financial information of PT PKG Lautan Indonesia ("PKI"), Speciality Phosphates (Malaysia) Sdn. Bhd. ("SPM") and Ancom Kimia Sdn. Bhd. ("AKM") which have non-controlling interests that are material to the Group is set out below. The summarised financial information presented below is the amount before intercompany elimination.

(i) **Summarised statements of financial position**

	PKI RM'000	SPM RM'000	AKM RM'000	Total RM'000
2020				
Non-current assets	1,526	97	138	1,761
Current assets	28,755	5,366	7,576	41,697
Total assets	30,281	5,463	7,714	43,458
Current liabilities	15,873	208	6,102	22,183
Non-current liabilities	359	5	-	364
Total liabilities	16,232	213	6,102	22,547
Net assets	14,049	5,250	1,612	20,911
Equity attributable to:				
Owners of the parent	7,166	2,677	967	10,810
Non-controlling interests	6,883	2,573	645	10,101
	14,049	5,250	1,612	20,911
2019				
Non-current assets	1,332	41	-	1,373
Current assets	37,802	4,937	-	42,739
Total assets	39,134	4,978	-	44,112
Current liabilities	20,835	169	-	21,004
Non-current liabilities	217	-	-	217
Total liabilities	21,052	169	-	21,221
Net assets	18,082	4,809	-	22,891
Equity attributable to:				
Owners of the parent	9,222	2,453	-	11,675
Non-controlling interests	8,860	2,356	-	11,216
	18,082	4,809	-	22,891

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES *(continued)*(c) Financial information of subsidiaries with non-controlling interests *(continued)*(ii) **Summarised statements of profit or loss**

	PKI RM'000	SPM RM'000	AKM RM'000	Total RM'000
2020				
Revenue	41,149	3,208	102,267	146,624
Net (loss)/profit for the year	(4,512)	441	(1,259)	(5,330)
Net (loss)/profit attributable to:				
Owners of the parent	(2,302)	225	(755)	(2,832)
Non-controlling interests	(2,210)	216	(504)	(2,498)
	(4,512)	441	(1,259)	(5,330)
2019				
Revenue	87,438	2,908	79,115	169,461
Net (loss)/profit for the year	(3,395)	268	720	(2,407)
Net (loss)/profit attributable to:				
Owners of the parent	(1,732)	137	432	(1,163)
Non-controlling interests	(1,663)	131	288	(1,244)
	(3,395)	268	720	(2,407)

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES *(continued)*(c) Financial information of subsidiaries with non-controlling interests *(continued)*(iii) **Summarised statements of comprehensive income**

	PKI RM'000	SPM RM'000	AKM RM'000	Total RM'000
2020				
Net (loss)/profit for the year	(4,512)	441	(1,259)	(5,330)
Other comprehensive loss attributable to:				
Owners of the parent	(244)	-	-	(244)
Non-controlling interests	234	-	-	234
Other comprehensive loss, net of tax	(10)	-	-	(10)
Total comprehensive (loss)/income for the year	(4,522)	441	(1,259)	(5,340)
Total comprehensive (loss)/income attributable to:				
Owners of the parent	(2,546)	225	(755)	(3,076)
Non-controlling interests	(1,976)	216	(504)	(2,264)
	(4,522)	441	(1,259)	(5,340)
2019				
Net (loss)/profit for the year	(3,395)	268	720	(2,407)
Other comprehensive income attributable to:				
Owners of the parent	573	-	-	573
Non-controlling interests	551	-	-	551
Other comprehensive income, net of tax	1,124	-	-	1,124
Total comprehensive (loss)/income for the year	(2,271)	268	720	(1,283)
Total comprehensive (loss)/income attributable to:				
Owners of the parent	(1,159)	137	432	(590)
Non-controlling interests	(1,112)	131	288	(693)
	(2,271)	268	720	(1,283)

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES *(continued)*(c) Financial information of subsidiaries with non-controlling interests *(continued)*(iv) **Summarised statements of cash flows**

	PKI RM'000	SPM RM'000	AKM RM'000	Total RM'000
2020				
Net cash flows from operating activities	527	504	932	1,963
Net cash flows from investing activities	19	118	4	141
Net cash flows used in financing activities	(2,797)	(60)	-	(2,857)
Net (decrease)/increase in cash and cash equivalents	(2,251)	562	936	(753)
Cash and cash equivalents at beginning of year	10,116	3,808	152	14,076
Effects of exchange rate changes	330	28	-	358
	10,446	3,836	152	14,434
Cash and cash equivalents at end of year	8,195	4,398	1,088	13,681
2019				
Net cash flows from operating activities	9,604	131	-	9,735
Net cash flows from investing activities	32	108	-	140
Net cash flows used in financing activities	(3,921)	-	-	(3,921)
Net increase in cash and cash equivalents	5,715	239	-	5,954
Cash and cash equivalents at beginning of year	4,099	3,559	-	7,658
Effects of exchange rate changes	302	10	-	312
	4,401	3,569	-	7,970
Cash and cash equivalents at end of year	10,116	3,808	-	13,924

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES *(continued)*

- (d) Disposal of a subsidiary – NYL Logistics Sdn. Bhd. (“NYL”)

The Company had on 30 March 2018 entered into a Share Sale Agreement with Bon Kok Meng and Astachem Holdings Sdn. Bhd. (“ASCH”) for disposal of the total 2,200,000 ordinary shares, representing 100% of the issued and paid-up share capital, in NYL, a 60% owned subsidiary of the Company, to ASCH for a total consideration of RM14,400,000 (“Proposed Disposal”). Upon completion of the Proposed Disposal on 28 June 2018, NYL ceased to be a subsidiary of the Company on the same date.

The fair values of the identifiable assets and liabilities disposed and the effects on cash flows arising from the disposal were as follows:

	RM'000
Property, plant and equipment	824
Trade and other receivables	1,874
Cash and bank balances	2,453
Trade and other payables	(1,060)
Net assets disposed	4,091
Non-controlling interests at the date of disposal	(1,636)
Goodwill (Note 15)	4,762
	7,217
Proceeds from disposal	(8,640)
Gain on disposal of subsidiary	(1,423)
<u>Cash inflow on disposal:</u>	
Sales proceeds from disposal	8,640
Cash and bank balances of subsidiaries disposed	(2,453)
Fixed deposits with maturity of more than three months	496
Net cash inflow on disposal	6,683

- (e) On 13 July 2018, a wholly-owned subsidiary of the Company, Perusahaan Kimia Gemilang Sdn. Bhd. (“PKG”) has acquired the remaining 100,000 shares in Dynamic Chemical Pte. Ltd. (“DYM”), representing 10% equity interest in DYM, for a cash consideration of USD170,000 (equivalent to RM686,314). As a result, DYM became a wholly-owned subsidiary of PKG on the same date.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(f) Derecognition of a subsidiary – Ancom Kimia Sdn. Bhd. (“AKM”)

On 25 October 2018, PKG entered into a Share Sale Agreement with Retromark Solutions Sdn. Bhd. (“the Purchaser”) for the disposal of 660,000 ordinary shares, representing 30% of the issued and paid-up share capital in AKM, a 60% owned subsidiary of PKG, to the Purchaser for a total consideration of RM1,000,000 (“Proposed Disposal”). Upon completion of the Proposed Disposal on 30 November 2018, AKM ceased to be a subsidiary and became an associate of PKG on the same date.

The fair values of the identifiable assets and liabilities disposed and the effects on cash flows arising from the derecognition were as follows:

	RM'000
Property, plant and equipment	1
Trade and other receivables	12,719
Investment securities	184
Income tax recoverable	197
Cash and bank balances	5,779
Deferred tax liabilities	(3)
Trade and other payables	(15,341)
Net assets disposed	3,536
Non-controlling interests at the date of disposal	(1,865)
Goodwill (Note 15)	1,276
	2,947
Fair value of interests retained	(1,000)
Proceeds from derecognition	(1,000)
Loss on derecognition of subsidiary	947
<u>Cash outflow on derecognition:</u>	
Sales proceeds from derecognition	1,000
Cash and bank balances of subsidiaries derecognised	(5,779)
Net cash outflow on derecognition	(4,779)

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(g) Acquisition of a subsidiary – Ancom Kimia Sdn. Bhd. (“AKM”)

On 14 June 2019, a wholly-owned subsidiary of the Company, Perusahaan Kimia Gemilang Sdn. Bhd. (“PKG”) has entered into a share sale agreement with Retromark Solutions Sdn. Bhd. for the acquisition of 660,000 ordinary shares, representing 30% of the issued and paid-up share capital in AKM for a total consideration of RM1,000,000 (“Proposed Acquisition”). Upon completion of the Proposed Acquisition on 8 July 2019, AKM became a 60% owned subsidiary of PKG.

The fair values of the identifiable assets and liabilities disposed and the effects on cash flows arising from the acquisition were as follows:

	RM'000
Property, plant and equipment	175
Trade and other receivables	11,524
Investment securities	166
Income tax recoverable	550
Cash and bank balances	152
Deferred tax liabilities	(7)
Trade and other payables	(9,688)
Net assets	2,872
Non-controlling interests at the date of acquisition	(1,149)
Goodwill (Note 15)	277
Total deemed purchase consideration	2,000
Less: Fair value of interests retained	(1,000)
Cost of acquisition	1,000
<u>Cash inflow on acquisition:</u>	
Cash and bank balances of subsidiary acquired	152
Net cash inflow of the Group	152

If the acquisition occurred on 1 June 2019, the revenue and profit after tax of the Group for the financial year ended 31 May 2020 would have been increased by RM1,862,129 and RM131,416 respectively.

(h) Impairment loss recognised

During the financial year, an impairment loss was recognised to write down the carrying amount attributable to investment in CKG Chemicals Pte Ltd amounting to RM24,000,000 (2019: Nil) in the Statement of Profit or Loss of the Company due to decline in operation. Adverse adjustments were made to the forecasted operating cash flows included in the value in use calculations due to the COVID-19 pandemic. The recoverable amounts were determined using pre-tax discount rate of 3.6% and average growth rate of 3.3% (2019: 3.5%).

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

14. INVESTMENTS IN ASSOCIATES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Unquoted shares, at cost	2,650	3,650	400	400
Share of post-acquisition reserves, net of dividends received	324	(71)	-	-
	2,974	3,579	400	400
Less: Accumulated impairment losses	(613)	-	-	-
	2,361	3,579	400	400

(a) Investments in associates are measured at cost in the separate financial statements and accounted for using the equity method in the consolidated financial statements.

(b) Details of associates

Name of Company	Country of incorporation	Principal activities	Effective % ownership interest held by the Group	
			2020 %	2019 %
One Chem Terminal Sdn. Bhd.*	Malaysia	To operate, lease and manage chemical tank farm and warehouse.	40	40
Retromark Solutions Sdn. Bhd.	Malaysia	Marketing, promoting, distribution and supporting petrochemical and petroleum related products including industrial chemicals.	30	30
Ancom Kimia Sdn. Bhd.	Malaysia	Distribution of petrochemicals and industrial chemicals.	-	39
DJ Money Matters Sdn. Bhd.*	Malaysia	Money lending business.	25	25

* The financial statements of these associates are audited by firms other than BDO PLT.

(c) One Chem Terminal Sdn. Bhd. ("OCT") has a financial year end of 31 December. Therefore, the financial statements of OCT are not coterminous with the Group. In applying the equity method of accounting, the unaudited financial statements of OCT for financial period ended 31 May 2020 have been used. The use of the unaudited financial statements is not expected to have any significant effects on the consolidated financial statements of the Group.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

14. INVESTMENTS IN ASSOCIATES *(continued)*

- (d) On 24 October 2018, a wholly-owned subsidiary of the Company, Nycon Manufacturing Sdn. Bhd. ("Nycon") has acquired 30 shares in Retromark Solutions Sdn. Bhd. ("RSSB"), representing 30% equity interest in RSSB, for a cash consideration of RM1,249,930. As a result, RSSB became an associate of Nycon on the same date.
- (e) On 25 October 2018, PKG entered into a Share Sale Agreement with Retromark Solutions Sdn. Bhd. ("the Purchaser") for the disposal of 660,000 ordinary shares, representing 30% of the issued and paid-up share capital in AKM, a 60% owned subsidiary of PKG, to the Purchaser for a total consideration of RM1,000,000 ("Proposed Disposal"). Upon completion of the Proposed Disposal on 30 November 2018, AKM ceased to be a subsidiary and became an associate of PKG.
- (f) During the previous financial year, a wholly-owned subsidiary of the Company, PKG has acquired 500,000 shares in DJ Money Matters Sdn. Bhd. ("DJ Money"), representing 25% equity interest in DJ Money, for a cash consideration of RM1,000,000. As a result, DJ Money became an associate of PKG.
- (g) On 14 June 2019, a wholly-owned subsidiary of the Company, Perusahaan Kimia Gemilang Sdn. Bhd. ("PKG") has entered into a share sale agreement with Retromark Solutions Sdn. Bhd. for the acquisition of 660,000 ordinary shares, representing 30% of the issued and paid-up share capital in Ancom Kimia Sdn Bhd ("AKM") for a total consideration of RM1,000,000 ("Proposed Acquisition"). Upon completion of the Proposed Acquisition on 8 July 2019, AKM ceased to be the associate of PKG and became a 60% owned subsidiary of PKG.
- (h) The summarised financial information of the associates are not disclosed as it is immaterial to the Group.
- (i) Impairment loss on investment in an associate of the Group amounted to RM613,000 was recognised during the financial year as Retromark Solutions Sdn. Bhd. became dormant during the financial year.

15. GOODWILL ARISING ON CONSOLIDATION

	Group	
	2020	2019
	RM'000	RM'000
As at 1 June 2019/2018	100,661	102,798
Acquisition of a subsidiary (Note 13(g))	277	-
Impairment loss on goodwill	(10,941)	-
Disposal of a subsidiary (Note 13(d))	-	(4,762)
Derecognition of a subsidiary (Note 13(f))	-	(1,276)
Exchange differences	(4,373)	3,901
As at 31 May	85,624	100,661

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

15. GOODWILL ARISING ON CONSOLIDATION *(continued)*

Goodwill is initially measured at cost. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated from the acquisition date, to each of the Group's cash-generating units ("CGU") that are expected to benefit from the synergies of the combination.

Goodwill and fair value adjustments arising on the acquisition of foreign operation on or after 1 January 2006 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy for foreign currencies.

Impairment loss on goodwill amounting to RM10,941,000 was recognised during the financial year due to adverse adjustments made to the forecasted operating cash flows included in the value in use calculations due to the COVID-19 pandemic.

(a) Allocation of goodwill

Goodwill has been allocated to the Group's CGUs which have been identified according to business segments as follows:

	Polymer RM'000	Industrial chemical RM'000	Total RM'000
31 May 2020	97	85,527	85,624
31 May 2019	96	100,565	100,661

(b) Key assumptions used in value-in-use calculations

Goodwill is tested for impairment on an annual basis by comparing the carrying amount with the recoverable amount. As the Directors are of the opinion that all the CGUs are held on a long-term basis, the value-in-use would best reflect its recoverable amount.

The value-in-use is determined by discounting future cash flows over a five-year period. The future cash flows are based on management's business plan, which is the best estimate of future performance. Cash flows beyond the five-year period are extrapolated using the growth rate stated below. The ability to achieve the business plan targets is a key assumption in determining the recoverable amount for each CGU.

There remains a risk that the ability to achieve management's business plan will be adversely affected due to unforeseen changes in the respective economies in which the CGUs operate and/or global economic conditions. In computing the value-in-use for each CGU, the management has applied a pre-tax discount rate of 3.6% (2019: 4.7%) and average growth rate of 3.3% (2019: 3.5%).

The following describes each key assumption on which the management has based its cash flow projections for the purposes of the impairment test for goodwill:

- (i) The discount rate used for cash flows discounting purpose is the pre-tax discount rate of the Group plus a reasonable risk premium at the date of assessment of the CGU.
- (ii) Growth rate used has been based on historical trend of each segment taking into account industry outlook for that segment.
- (iii) The profit margin applied to the projections are the average gross margins achieved in the year immediately before the budgeted year adjusted for expected efficiency improvements or deficiency.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

15. GOODWILL ARISING ON CONSOLIDATION (continued)

(c) Sensitivity to changes in assumptions

With regard to the assessment of value-in-use of the polymer segment, the management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

For the industrial chemical segment, the estimated recoverable amount is higher than its carrying value for the remaining goodwill assessed during the year. The implication of the key assumption for the recoverable amount is discussed below:

(i) Discount rate assumptions

The discount rate calculation is based on the specific circumstances of the Group and its operating segments which takes into account both debt and equity of the Group. The management has considered the possibility of greater than forecasted discount rate. Based on the sensitivity analysis performed by the management, increase of 100 basis point in the discount rate used would not result in any additional impairment.

(ii) Growth rate assumptions

Management has considered the possibility of a weaker than the anticipated growth rate which may occur if the Group and its segments do not perform as per expected results. The effect of bearish future growth performance is not expected to have an adverse impact on forecasts included in the budget, where a reduction in 100 basis point of the growth rate used would not result in an additional impairment of the balance.

16. DEFERRED TAX

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
As at 1 June 2019/2018	(23,390)	(23,661)	(23,261)	(23,261)
Recognised in profit or loss (Note 8)	341	332	1,000	-
Exchange differences	(117)	(58)	-	-
Acquisition of a subsidiary (Note 13(g))	7	-	-	-
Disposal of a subsidiary (Note 13(f))	-	(3)	-	-
As at 31 May	(23,159)	(23,390)	(22,261)	(23,261)
<i>Presented after appropriate offsetting as follows:</i>				
Deferred tax assets	(25,854)	(25,770)	(22,261)	(23,261)
Deferred tax liabilities	2,695	2,380	-	-
	(23,159)	(23,390)	(22,261)	(23,261)

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

16. DEFERRED TAX *(continued)*

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

Deferred tax liabilities

	Property, plant and equipment RM'000	Offsetting RM'000	Total RM'000
Group			
As at 1 June 2019	2,895	(515)	2,380
Recognised in profit or loss	263	48	311
Acquisition of a subsidiary (Note 13(g))	4	-	4
Exchange differences	(6)	6	-
As at 31 May 2020	3,156	(461)	2,695
As at 1 June 2018	2,779	(1,374)	1,405
Recognised in profit or loss	128	847	975
Exchange differences	(12)	12	-
As at 31 May 2019	2,895	(515)	2,380
Company			
As at 1 June 2019	1,433	(1,433)	-
Recognised in profit or loss	(142)	142	-
As at 31 May 2020	1,291	(1,291)	-
As at 1 June 2018	1,494	(1,494)	-
Recognised in profit or loss	(61)	61	-
As at 31 May 2019	1,433	(1,433)	-

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

16. DEFERRED TAX *(continued)*

The components and movements of deferred tax liabilities and assets during the financial year are as follows *(continued)*:

Deferred tax assets

	Retirement benefit obligations RM'000	Provision for liabilities RM'000	Tax losses and unabsorbed capital allowances RM'000	Offsetting RM'000	Total RM'000
Group					
As at 1 June 2019	(1,137)	(2,155)	(22,993)	515	(25,770)
Recognised in profit or loss	62	(436)	452	(48)	30
Exchange differences	(39)	11	(83)	(6)	(117)
Acquisition of a subsidiary (Note 13(g))	-	3	-	-	3
As at 31 May 2020	(1,114)	(2,577)	(22,624)	461	(25,854)
As at 1 June 2018	(1,139)	(3,568)	(21,733)	1,374	(25,066)
Recognised in profit or loss	16	1,420	(1,232)	(847)	(643)
Exchange differences	(14)	(4)	(28)	(12)	(58)
Disposal of a subsidiary	-	(3)	-	-	(3)
As at 31 May 2019	(1,137)	(2,155)	(22,993)	515	(25,770)
Company					
As at 1 June 2019	(718)	(2,176)	(21,800)	1,433	(23,261)
Recognised in profit or loss	83	(206)	1,265	(142)	1,000
As at 31 May 2020	(635)	(2,382)	(20,535)	1,291	(22,261)
As at 1 June 2018	(707)	(2,456)	(21,592)	1,494	(23,261)
Recognised in profit or loss	(11)	280	(208)	(61)	-
As at 31 May 2019	(718)	(2,176)	(21,800)	1,433	(23,261)

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

16. DEFERRED TAX *(continued)*Unrecognised tax losses

At the reporting date, the Group and the Company have tax losses of approximately RM64,624,000 (2019: RM42,337,000) and RM16,229,000 (2019: RM3,594,000) respectively that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its realisation.

The availability of unused tax losses for offsetting against future taxable profits of the respective subsidiaries in Malaysia are subject to guidelines issued by the tax authority.

The use of tax losses of subsidiaries in other countries is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the subsidiaries operate.

The amounts of unrecognised tax losses are as follows:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
No expiry date	34,033	27,161	-	-
Expires by year of assessment 2020	1,950	1,950	-	-
Expires by year of assessment 2021	328	328	-	-
Expires by year of assessment 2022	142	142	-	-
Expires by year of assessment 2023	1,262	1,262	-	-
Expires by year of assessment 2024	984	984	-	-
Expires by year of assessment 2025	7,488	6,896	-	-
Expires by year of assessment 2026	3,614	3,614	3,594	3,594
Expires by year of assessment 2027	14,823	-	12,635	-
	64,624	42,337	16,229	3,594

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

17. INVENTORIES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Cost				
Finished goods	27,721	44,549	-	-
Work-in-progress	4,268	3,407	3,939	3,350
Raw materials and consumable stores	16,912	18,971	3,794	4,666
Inventory-in-transit	1,108	100	-	-
	50,009	67,027	7,733	8,016
Net realisable value				
Finished goods	34,483	57,894	2,013	2,945
Raw materials and consumable stores	3,455	5,597	-	-
	37,938	63,491	2,013	2,945
	87,947	130,518	9,746	10,961

Raw materials and consumable stores, work-in-progress, finished goods and inventory-in-transit are valued at the lower of cost and net realisable value. Cost comprises the actual cost of raw materials determined using weighted average cost, standard cost and an applicable portion of labour and manufacturing overheads for work-in-progress and finished goods.

During the year, the amount of inventories recognised as an expense in cost of sales of the Group and of the Company was RM982,659,000 (2019: RM1,390,248,000) and RM22,001,000 (2019: RM31,413,000) respectively.

The Group and the Company also wrote down inventories to net realisable value by RM562,000 (2019: RM422,000) and RM46,000 (2019: RM96,000) respectively.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

18. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Trade receivables				
Third parties	122,767	184,133	3,729	8,559
Related companies	2,177	81	-	-
	124,944	184,214	3,729	8,559
Less: Impairment loss	(4,400)	(4,519)	(195)	(247)
	120,544	179,695	3,534	8,312
Other receivables				
Amounts due from related companies	830	1,551	36	57
Amounts due from associates	4,193	4,027	3,718	2,931
Amounts due from subsidiaries	-	-	44,162	39,244
Amount due from holding company	23,541	21,914	23,541	21,914
Sundry receivables	4,109	3,445	1,312	467
Deposits	12,340	22,455	13,847	20,557
Prepayments	8,602	14,151	112	628
	53,615	67,543	86,728	85,798
Less: Impairment loss	(5,036)	(5,247)	(6,501)	(5,610)
	48,579	62,296	80,227	80,188
	169,123	241,991	83,761	88,500
Trade and other receivables	169,123	241,991	83,761	88,500
Less: Prepayments	(8,602)	(14,151)	(112)	(628)
Add: Short-term deposits with licensed banks (Note 20)	16,943	17,960	-	-
Add: Cash and bank balances (Note 20)	66,985	50,107	11,091	8,045
Total financial assets, measured at amortised cost	244,449	295,907	94,740	95,917

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

18. TRADE AND OTHER RECEIVABLES *(continued)*

(a) Trade receivables

Trade receivables are non-interest bearing and generally on 30 to 90 days (2019: 30 to 90 days) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Impairment for trade receivables that do not contain significant financing component are recognised based on the simplified approach using the lifetime expected credit losses. The Group uses an allowance matrix to measure the expected credit loss of trade receivables. Expected loss rates are calculated using the roll rate method.

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

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

Lifetime expected loss provision for trade receivables are as follows:

	Group			Company		
	Gross carrying amount RM'000	Loss allowance RM'000	Carrying amount RM'000	Gross carrying amount RM'000	Loss allowance RM'000	Carrying amount RM'000
31 May 2020						
Current	82,440	(210)	82,230	1,774	(9)	1,765
Past due						
1 to 30 days	21,382	(240)	21,142	1,117	(11)	1,106
31 to 60 days	11,357	(204)	11,153	286	(11)	275
61 to 90 days	5,194	(257)	4,937	345	(64)	281
91 to 120 days	1,131	(124)	1,007	83	(17)	66
More than 120 days	559	(484)	75	70	(29)	41
	39,623	(1,309)	38,314	1,901	(132)	1,769
Past due and impaired	2,881	(2,881)	-	54	(54)	-
	124,944	(4,400)	120,544	3,729	(195)	3,534

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

18. TRADE AND OTHER RECEIVABLES *(continued)*(a) Trade receivables *(continued)*Lifetime expected loss provision for trade receivables are as follows *(continued)*:

	Group			Company		
	Gross carrying amount RM'000	Loss allowance RM'000	Carrying amount RM'000	Gross carrying amount RM'000	Loss allowance RM'000	Carrying amount RM'000
31 May 2019						
Current	151,400	(201)	151,199	6,098	-	6,098
Past due						
1 to 30 days	19,826	(229)	19,597	1,734	-	1,734
31 to 60 days	7,760	(193)	7,567	449	-	449
61 to 90 days	1,050	(193)	857	13	-	13
91 to 120 days	574	(107)	467	-	-	-
More than 120 days	455	(447)	8	18	-	18
	29,665	(1,169)	28,496	2,214	-	2,214
Past due and impaired	3,149	(3,149)	-	247	(247)	-
	184,214	(4,519)	179,695	8,559	(247)	8,312

The movements in impairment loss of trade receivables are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
As at 1 June 2019/2018	4,519	7,066	247	119
(Write-back)/Impairment loss for the year	(128)	(1,540)	(52)	128
Written off	(8)	(1,039)	-	-
Exchange differences	17	32	-	-
As at 31 May	4,400	4,519	195	247

(b) Other receivables

Related companies refer to companies within the Ancom Berhad group.

The amounts due from related companies, associates, subsidiaries and holding company are non-trade balances which arose mainly from intercompany advances, expenses paid on behalf and other intercompany charges which are negotiated on a mutually agreed basis. All advances to holding company, subsidiaries and associates are unsecured, repayable within next twelve months in cash and cash equivalents and bore interest at rates ranging from 4.7% to 7.5% (2019: 5.2% to 7.5%) per annum.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

18. TRADE AND OTHER RECEIVABLES *(continued)***(b) Other receivables** *(continued)*

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

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

The movements in impairment loss of other receivables are as follows:

	12 month ECL RM'000	Lifetime ECL - credit impaired RM'000	Total RM'000
2020			
Group			
As at 1 June 2019	247	5,000	5,247
Write-back of other receivables	-	(1,029)	(1,029)
Charge for the financial year	17	801	818
As at 31 May 2020	264	4,772	5,036
Company			
As at 1 June 2019	600	5,010	5,610
Charge for the financial year	90	801	891
As at 31 May 2020	690	5,811	6,501
2019			
Group			
As at 1 June 2018	233	5,000	5,233
Charge for the financial year	14	-	14
As at 31 May 2019	247	5,000	5,247
Company			
As at 1 June 2018	570	5,000	5,570
Charge for the financial year	30	10	40
As at 31 May 2019	600	5,010	5,610

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

19. INVESTMENT SECURITIES

	Group		Company	
	Carrying amount RM'000	Market value of quoted investments RM'000	Carrying amount RM'000	Market value of quoted investments RM'000
As at 31 May 2020				
Current				
<i>Held for trading</i>				
Equity instrument (quoted in Malaysia)	638	638	122	122
As at 31 May 2019				
Current				
<i>Held for trading</i>				
Equity instrument (quoted in Malaysia)	662	662	166	166

Investment securities are classified as financial assets measured at fair value through profit or loss.

20. CASH AND CASH EQUIVALENTS

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

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Short-term deposits with licensed banks (Note 18)	16,943	17,960	-	-
Cash and bank balances (Note 18)	66,985	50,107	11,091	8,045
	83,928	68,067	11,091	8,045
Short-term deposits with maturity of more than three months	(3,659)	(2,084)	-	-
	80,269	65,983	11,091	8,045

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

The average interest rate of deposits as at the reporting date is 1.9% (2019: 3.9%) per annum.

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

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

21. SHARE CAPITAL

	Group/Company			
	Number of ordinary shares		Amount	
	2020 '000	2019 '000	2020 RM'000	2019 RM'000
Issued and fully paid:				
As at 31 May	194,338	194,338	195,143	195,143

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

Of the total 194,337,860 (2019: 194,337,860) issued and paid-up ordinary shares as at 31 May 2020, 19,419,024 (2019: 14,689,324) shares are held as treasury shares by the Company (Note 24). Consequently, as at 31 May 2020, the number of ordinary shares in issue after deduction of the treasury shares is 174,918,836 (2019: 179,648,536) ordinary shares.

22. RESERVES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Non-distributable				
Translation reserves	20,810	24,805	-	-

The movements of the above reserves are disclosed in the consolidated statement of changes in equity.

The translation reserve is used to record foreign currency exchange differences arising from translation of the financial statements of foreign operations whose functional currencies are different from that of the presentation currency of the Group. It is also used to record the exchange differences arising from monetary items which form part of the net investment of the Group in foreign operations, where the monetary item is denominated in either the functional currency of the reporting entity or the foreign operation.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

23. RETAINED EARNINGS

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

24. TREASURY SHARES

	Group/Company			
	Number of ordinary shares		Amount	
	2020 '000	2019 '000	2020 RM'000	2019 RM'000
As at 1 June 2019/2018	14,689	6,781	10,062	4,883
Purchases during the year	4,730	7,908	2,854	5,179
As at 31 May	19,419	14,689	12,916	10,062

The details of the shares repurchased during the financial year are as follows:

Month	Number of shares	Cost RM	Purchase price per share		
			Highest RM	Lowest RM	Average RM
June 2019	381,800	243,437	0.6450	0.6100	0.6343
July 2019	1,033,300	634,164	0.6300	0.5900	0.6109
August 2019	1,039,200	623,860	0.6100	0.5900	0.5975
September 2019	805,300	485,397	0.6100	0.5900	0.5998
October 2019	1,441,900	850,667	0.6050	0.5650	0.5872
November 2019	12,700	7,452	0.5900	0.5700	0.5793
December 2019	15,500	9,103	0.5850	0.5800	0.5837
	4,729,700	2,854,080			

There were no shares resold or cancelled during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

25. BORROWINGS

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Short-term borrowings				
<i>Secured</i>				
Trust receipts	6,752	10,116	-	-
Term loans	5,215	5,029	-	-
<i>Unsecured</i>				
Short-term loans	163,831	196,582	50,400	46,500
	175,798	211,727	50,400	46,500
Long-term borrowings				
<i>Secured</i>				
Term loans	34,767	38,558	-	-
	210,565	250,285	50,400	46,500
<i>Maturity of borrowings</i>				
On demand or within one year	177,978	214,122	50,400	46,500
One to five years	39,765	26,778	-	-
More than five years	-	18,702	-	-
Total undiscounted borrowings	217,743	259,602	50,400	46,500

The borrowings bore interest at rates ranging from 1.9% to 5.8% (2019: 3.4% to 6.3%) per annum at the reporting date.

The secured term loans and trust receipts are for subsidiaries and secured by the mortgage of vessel, assignment of insurance policies covering stock in trade in favour of the bank and/or corporate guarantees by their shareholders as disclosed in Note 11(c) to the financial statements.

The unsecured short-term loans were in relation to bankers' acceptance, trust receipts, revolving credits and onshore foreign currency loan obtained from various financial institutions.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

26. PROVISION FOR RETIREMENT BENEFITS

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
As at 1 June 2019/2018	4,666	4,672	2,990	2,945
Benefits paid	(775)	(471)	(669)	(195)
Expense recognised in profit or loss (Note 6)	513	545	326	240
Actuarial loss/(gain) from re-measurement	58	(56)	-	-
Exchange fluctuation	99	(24)	-	-
As at 31 May	4,561	4,666	2,647	2,990

Retirement benefits obligation is a post-employment benefit plan under which the Company and certain subsidiaries are obligated to pay eligible employees a fixed percentage on the average annual salary for each completed year of service. For the Company, the retirement benefits obligation is payable to employees employed prior to 1 July 2005 who has more than 10 years of continuous working experience with the Company.

- (a) The Group provides retirement benefit obligations for qualifying employees of its overseas subsidiaries, PT Nylex Indonesia and PT PKG Lautan Indonesia., in accordance with the legislations established in Indonesia.

The principal actuarial assumptions used are as follows:

	Discount rate %	Annual salary increase %
For the reporting period		
2020		
Indonesia	8.1 - 8.5	8.0 - 10.0
2019		
Indonesia	8.5 - 8.8	8.0 - 10.0

The management believes that no reasonably possible changes in any of the above key assumptions would lead to significant changes to the present value of the retirement benefit obligations.

- (b) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the retirement benefit obligation by the amounts shown below.

	2020 RM'000	2019 RM'000
Discount rate:		
- if increase 1%	(238)	(211)
- if decrease 1%	247	256
Annual salary:		
- if increase 1%	245	250
- if decrease 1%	(238)	(211)

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

27. TRADE AND OTHER PAYABLES

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Trade payables				
Third parties	56,011	87,293	2,269	5,347
Related companies	1,195	1,666	-	-
Associate	-	8,058	-	-
	57,206	97,017	2,269	5,347
Other payables				
Amounts due to related companies	5	2	5	2
Amounts due to subsidiaries	-	-	106	320
Other payables	11,329	11,739	4,982	4,000
Accruals	11,967	12,411	7,861	7,563
	23,301	24,152	12,954	11,885
	80,507	121,169	15,223	17,232
Trade and other payables	80,507	121,169	15,223	17,232
Borrowings (Note 25)	210,565	250,285	50,400	46,500
Total financial liabilities, measured at amortised cost	291,072	371,454	65,623	63,732

(a) Trade payables

Trade payables are non-interest bearing and the normal trade credit terms granted range from 30 to 90 days (2019: 30 to 90 days).

(b) Amounts due to related companies and subsidiaries

Related companies refer to companies within the Ancom Berhad group.

The amounts due to related companies and subsidiaries are trade and non-trade transactions. The trade transactions are granted with normal credit terms and non-interest bearing, and non-trade transactions are mainly intercompany advances and expenses paid on behalf. All balances are unsecured, repayable on demand, and non-interest bearing as at reporting date.

(c) Maturity profile of trade and other payables of the Group and of the Company at the end of the reporting period is based on contractual undiscounted repayment obligations and is repayable within twelve months.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

28. DERIVATIVE LIABILITIES

Derivative liabilities are classified as financial liabilities measured at fair value through profit or loss.

Derivative liabilities of the Group are categorised as Level 2 in the fair value hierarchy. There is no transfer between levels in the hierarchy during the financial year.

Fair value of a forward foreign exchange contract is the amount that would be payable or receivable upon termination of the outstanding position arising and is determined by reference to the difference between the contracted rate and the forward exchange rate as at the end of each reporting period applied to a contract of similar amount and maturity profile.

As at the reporting date, the Group has entered into forward currency contracts with the following notional amounts:

Group	2020		2019	
	Contract/ notional amount RM'000	Liabilities RM'000	Contract/ notional amount RM'000	Liabilities RM'000
Forward currency contracts				
United States Dollar	1,730	8	-	-
Total derivatives		8		-

29. COMMITMENTS**(a) Capital commitments**

Capital expenditures as at the reporting date are as follows:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
<i>Approved and contracted</i>				
Property, plant and equipment	87	1,385	59	169
<i>Approved but not contracted</i>				
Property, plant and equipment	7,704	3	4	3
	7,791	1,388	63	172

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

29. COMMITMENTS (continued)

(b) Operating lease commitments - as lessee

Future minimum rentals payable under non-cancellable operating leases at the reporting date are as follows:

	Group 2019 RM'000
Within one year	16,341
One to five years	21,452
More than five years	975
	38,768

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the term of the relevant lease. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

(c) Guarantees

The Company has provided the following guarantees:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Unsecured				
Corporate guarantees given to financial institutions in respect of credit facilities guarantee	-	-	129,390	125,210
Guarantees given by financial institutions in respect of third parties	24,990	37,491	1,667	1,693

The Group designates corporate guarantees given to financial institutions for credit facilities granted to certain subsidiaries and associate as insurance contracts as defined in MFRS 4 *Insurance Contracts*. The Group recognises these insurance contracts as recognised insurance liabilities when there is a present obligation, legal or constructive, as a result of a past event, when it is probable that an outflow of resources embodying economic benefits would be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The Company monitors on an ongoing basis the results of the subsidiaries and associate and repayment made by the subsidiaries and associate. As at the end of the reporting period, there were no indication that the subsidiaries and associate would default on repayment and no values are ascribed on corporate guarantees provided by the Company to secure bank loans and other banking facilities granted to its subsidiaries and associate. The Directors regard the value of the credit enhancement provided by the corporate guarantees as minimal.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

30. CONTINGENT LIABILITIES

There are no material contingent liabilities as at the reporting date.

31. RELATED PARTY DISCLOSURES**(a) Significant related party transactions**

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

Identities of related parties

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

Related parties of the Group include:

- (i) Direct and indirect subsidiaries as disclosed in Note 13 to the financial statements;
- (ii) Associates as disclosed in Note 14 to the financial statements; and
- (iii) Key management personnel are defined as those persons having the authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include the Executive Directors of the Group.

		Group		Company	
	Note	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
<i>Sales to a related company and an associate</i>					
	(i)				
Ancom Crop Care Sdn. Bhd.		231	551	17	61
Ancom Kimia Sdn. Bhd.		-	3,579	-	-
<i>Purchases from subsidiaries, related party and associates</i>					
	(i)				
Perusahaan Kimia Gemilang Sdn. Bhd.		-	-	765	1,842
Fermpro Sdn. Bhd.		-	-	2	-
Ancom Crop Care Sdn. Bhd.		24	-	-	-
Ancom Kimia Sdn. Bhd.		5,046	56,629	-	-
Retromark Solutions Sdn. Bhd.		-	39,976	-	-
<i>Freight/transport charges paid to a related company</i>					
	(i)				
Pengangkutan Cogent Sdn. Bhd.		4,258	5,077	-	-

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

31. RELATED PARTY DISCLOSURES (continued)

(a) Significant related party transactions (continued)

	Note	Group		Company	
		2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
<i>Pest control service paid to a related company</i>	(i)				
Entopest Environmental Services Sdn. Bhd.		15	11	12	11
<i>Storage rental income from an associate and a related party</i>	(i)				
One Chem Terminal Sdn. Bhd.		719	97	-	-
Pengangkutan Cogent Sdn. Bhd.		11	-	-	-
<i>Storage lease paid to a related company</i>	(i)				
Ancom-Chemquest Terminals Sdn. Bhd.		5,058	4,771	-	-
<i>IT hardware paid to related companies</i>	(i)				
MSTI Corporation Sdn. Bhd.		13	110	13	110
iEnterprise Online Sdn. Bhd.		1,550	-	-	-
<i>Office rental paid to holding company</i>	(i)				
Ancom Berhad		16	16	-	-
<i>Interest income from holding company, subsidiaries and an associate</i>	(ii)				
Ancom Berhad		1,758	1,615	1,758	1,615
CKG Chemicals Pte. Ltd.		-	-	468	488
ALB Marine Sdn. Bhd.		-	-	1,132	1,044
One Chem Terminal Sdn. Bhd.		158	157	158	157
Retromark Solutions Sdn. Bhd.		26	-	26	-
<i>Bulk sponsorship and advertisement expenses paid to related parties</i>	(iii)				
Malay Mail Sdn. Bhd.		583	633	-	86
Redberry Sdn. Bhd.		2,002	2,030	500	1,500

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

31. RELATED PARTY DISCLOSURES (continued)(a) **Significant related party transactions** (continued)

Note	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
<i>Gross dividend from subsidiaries</i>				
Kumpulan Kesuma Sdn. Bhd.	-	-	-	2,050
Perusahaan Kimia Gemilang Sdn. Bhd.	-	-	2,213	7,303
PT Nylex Indonesia	-	-	11,865	10,922
Fermpro Sdn. Bhd.	-	-	-	1,600
Nylex Specialty Chemicals Sdn. Bhd.	-	-	2,052	3,078

- (i) The Directors are of the opinion that the sales, purchases and other charges to/from subsidiaries and related companies are entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties. The outstanding balances as at 31 May 2020 are disclosed in Note 18 and Note 27 to the financial statements respectively.
- (ii) Interest income arose from advances or loan to holding company, subsidiaries and an associate. The outstanding balances as at 31 May 2020 are disclosed in Note 18 to the financial statements.
- (iii) Bulk sponsorship and advertisement expenses are contracted for certain period or incurred upon each advertisement. The expenses incurred and utilised for the financial year were recognised in the profit or loss.

(b) **Compensation of key management personnel**

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

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

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Fees	440	380	440	380
Short-term employee benefits	9,429	9,573	2,459	3,447
Defined contribution plan and social security costs	823	852	223	286
Other emoluments	573	451	97	91
	11,265	11,256	3,219	4,204

Included in the total remuneration of key management personnel are:

	Group		Company	
	2020 RM'000	2019 RM'000	2020 RM'000	2019 RM'000
Directors' remuneration (Note 7)	2,616	3,452	1,401	2,465

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

32. FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Determination of fair values

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

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

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

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

(ii) Borrowings

The fair values of borrowings are estimated by discounting future contractual cash flows at the current market interest rates available to the Group for similar financial instruments.

(iii) Quoted equity instruments

Fair value is determined directly by reference to their published market bid price at the reporting date.

(iv) Derivatives

Fair value of a forward foreign exchange contract is the amount that would be payable or receivable upon termination of the outstanding position arising and is determined by reference to the difference between the contracted rate and the forward exchange rate as at the end of each reporting period applied to a contract of similar amount and maturity profile.

(b) Fair value hierarchy

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

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

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

32. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)(b) **Fair value hierarchy** (continued)

As at the financial year end, the Group and the Company held the following financial instruments carried at fair value in the statements of financial position:

	Level	2020 RM'000	2019 RM'000
Group			
<i>Financial assets at fair value through profit or loss:</i>			
Equity instruments (quoted in Malaysia)	1	638	662
<i>Financial liabilities at fair value through profit or loss:</i>			
Derivative liabilities	2	8	-
Company			
<i>Financial assets at fair value through profit or loss:</i>			
Equity instruments (quoted in Malaysia)	1	122	166

During the financial years ended 31 May 2020 and 31 May 2019, there were no transfers between Level 1 and Level 2 fair value measurements.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

It is the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

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

(a) **Interest rate risk**

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

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)***(a) Interest rate risk** *(continued)*

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

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

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Financial assets				
Fixed rate	31,632	27,989	52,545	46,762
Floating rate	20,048	26,796	-	-
Interest free	193,407	241,784	42,317	49,321
	245,087	296,569	94,862	96,083
Financial liabilities				
Fixed rate	24,016	840	180	-
Floating rate	210,104	249,445	50,400	46,500
Interest free	80,515	121,169	15,222	17,232
	314,635	371,454	65,802	63,732

The weighted average interest rates on the financial assets and liabilities are as follows:

	Group		Company	
	2020	2019	2020	2019
	%	%	%	%
Financial assets				
Fixed rate	5.0	5.7	5.3	5.9
Floating rate	4.1	2.9	-	-
Financial liabilities				
Fixed rate	4.2	3.4	5.0	-
Floating rate	4.1	4.6	4.3	4.8

At the reporting date, if interest rates had been 10 basis points lower/higher, with all other variables held constant, the Group's net loss for the year would have been lower/ higher by approximately RM144,000 (2019: RM169,000) arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings and higher/lower interest income from floating rate deposits and savings with licensed banks.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)***(b) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group operates internationally and is exposed to various currencies, mainly United States Dollar ("USD"), Singapore Dollar ("SGD"), Japanese Yen ("JPY"), Indonesian Rupiah ("IDR") and Vietnamese Dong ("VND"). Foreign currency denominated assets and liabilities together with expected cash flows from highly probable purchases and sales give rise to foreign exchange exposures.

The Group maintains a natural hedge, whenever possible, by borrowing in the currency of the country in which the investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investments.

Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level. Material foreign currency transaction exposures are hedged, mainly with derivative financial instruments such as forward currency contracts.

At the reporting date, if the functional currency strengthened/weakened by 3% against the other currencies, with all other variables held constant, the Group's and the Company's net loss for the year would have been higher/lower as follows:

	Group		Company	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
USD/RM	(546)	(865)	27	27
SGD/RM	35	38	35	38
JPY/RM	19	15	-	-
USD/SGD	(278)	2	-	-
USD/VND	(201)	(218)	-	-
USD/IDR	407	523	-	-

The net unhedged financial assets and financial liabilities of the Group and of the Company that are not denominated in their functional currencies are as follows:

	Functional currency of group companies				
	Ringgit Malaysia RM'000	Indonesian Rupiah RM'000	United States Dollar RM'000	Vietnamese Dong RM'000	Total RM'000
As at 31 May 2020					
Receivables					
United States Dollar	7,413	165	-	-	7,578
Singapore Dollar	78	-	1,081	-	1,159
Japanese Yen	161	-	-	-	161
Indonesian Rupiah	-	-	15,953	-	15,953
	7,652	165	17,034	-	24,851

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Foreign currency risk (continued)

The net unhedged financial assets and financial liabilities of the Group and of the Company that are not denominated in their functional currencies are as follows (continued):

	Functional currency of group companies				
	Ringgit Malaysia RM'000	Indonesian Rupiah RM'000	United States Dollar RM'000	Vietnamese Dong RM'000	Total RM'000
As at 31 May 2020					
Cash and bank balances					
Ringgit Malaysia	-	-	39	-	39
United States Dollar	18,184	2,172	-	11	20,367
Singapore Dollar	1,505	-	1,203	-	2,708
Japanese Yen	732	-	2	-	734
Indonesian Rupiah	-	-	2,312	-	2,312
	20,421	2,172	3,556	11	26,160
Borrowings					
United States Dollar	40,445	-	-	-	40,445
Lease liabilities					
Ringgit Malaysia	-	-	2,959	-	2,959
United States Dollar	-	-	-	8,806	8,806
Singapore Dollar	-	-	10,472	-	10,472
	-	-	13,431	8,806	22,237
Payables					
Ringgit Malaysia	-	-	366	-	366
United States Dollar	5,804	8	-	23	5,835
Singapore Dollar	47	-	3,993	-	4,040
Japanese Yen	65	-	-	-	65
Indonesian Rupiah	-	-	2,754	-	2,754
New Zealand Dollar	3	-	-	-	3
	5,919	8	7,113	23	13,063

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)***(b) Foreign currency risk** *(continued)*

The net unhedged financial assets and financial liabilities of the Group and of the Company that are not denominated in their functional currencies are as follows *(continued)*:

	Functional currency of group companies				
	Ringgit Malaysia RM'000	Indonesian Rupiah RM'000	United States Dollar RM'000	Vietnamese Dong RM'000	Total RM'000
As at 31 May 2019					
Receivables					
United States Dollar	12,902	-	-	-	12,902
Singapore Dollar	555	-	1,498	-	2,053
Japanese Yen	368	-	-	-	368
Indonesian Rupiah	-	-	18,230	-	18,230
New Zealand Dollar	48	-	-	-	48
	13,873	-	19,728	-	33,601
Cash and bank balances					
Ringgit Malaysia	-	-	18	-	18
United States Dollar	6,201	1,454	-	76	7,731
Singapore Dollar	1,118	-	1,172	-	2,290
Japanese Yen	297	-	2	-	299
Indonesian Rupiah	-	-	4,371	-	4,371
	7,616	1,454	5,563	76	14,709
Borrowings					
United States Dollar	44,428	-	-	6,513	50,941
Payables					
Ringgit Malaysia	-	-	367	-	367
United States Dollar	12,263	5	-	3,118	15,386
Singapore Dollar	16	-	2,595	-	2,611
Indonesian Rupiah	-	-	1,122	-	1,122
New Zealand Dollar	52	-	-	-	52
	12,331	5	4,084	3,118	19,538

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)***(b) Foreign currency risk** *(continued)*

The net unhedged financial assets and financial liabilities of the Group and of the Company that are not denominated in their functional currencies are as follows *(continued)*:

	Company	
	2020	2019
	RM'000	RM'000
Receivables		
United States Dollar	583	1,485
Singapore Dollar	78	555
New Zealand Dollar	-	48
	661	2,088
Cash and bank balances		
United States Dollar	1,792	759
Singapore Dollar	1,504	1,117
	3,296	1,876
Payables		
United States Dollar	1,182	1,080
Singapore Dollar	43	-
New Zealand Dollar	3	52
	1,228	1,132

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)***(c) Liquidity risk**

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

The table below summarises the maturity profile of the liabilities of the Group and of the Company at the reporting date based on contractual undiscounted repayment obligations.

	On demand or within one year RM'000	One to five years RM'000	More than five years RM'000	Total RM'000
As at 31 May 2020				
Group				
Financial liabilities				
Trade and other payables	80,507	-	-	80,507
Loans and borrowings	177,978	39,765	-	217,743
Lease liabilities	17,087	6,947	550	24,584
Total undiscounted financial liabilities	275,572	46,712	550	322,834
Company				
Financial liabilities				
Trade and other payables	15,223	-	-	15,223
Loans and borrowings	50,400	-	-	50,400
Lease liabilities	123	68	-	191
Financial guarantee contract	88,995	-	-	88,995
Total undiscounted financial liabilities	154,741	68	-	154,809
As at 31 May 2019				
Group				
Financial liabilities				
Trade and other payables	121,169	-	-	121,169
Loans and borrowings	214,122	26,778	18,702	259,602
Total undiscounted financial liabilities	335,291	26,778	18,702	380,771
Company				
Financial liabilities				
Trade and other payables	17,232	-	-	17,232
Loans and borrowings	46,500	-	-	46,500
Financial guarantee contract	98,276	-	-	98,276
Total undiscounted financial liabilities	162,008	-	-	162,008

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

33. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES *(continued)***(d) Credit risk**

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

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

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments. Information regarding trade and other receivables is disclosed in Note 18 to the financial statements. Deposits with banks and other financial institutions and investment securities are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

A nominal amount of RM129,390,000 (2019: RM125,210,000) relating to corporate guarantees is provided by the Company to financial institutions for credit facilities granted to its subsidiaries. Nominal amount for guarantees given by financial institutions in respect of third parties for the Group and for the Company was RM24,990,000 (2019: RM37,491,000) and RM1,667,000 (2019: RM1,693,000) respectively.

34. CAPITAL MANAGEMENT

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or expansion plans of the Group. The Group may, from time to time, adjust the dividend pay-out to shareholders, issue new shares, return capital to shareholders, redeem debt or sell assets to reduce debts, where necessary.

The Group monitors capital using a net gearing ratio, which is net debt (borrowings net of cash and bank balances) divided by total equity attributable to owners of the parent.

The Group's net gearing ratio as at 31 May is computed as follows:

		Group	
	Note	2020 RM'000	2019 RM'000
Borrowings	25	210,565	250,285
Short-term deposits with licensed banks	20	(16,943)	(17,960)
Cash and bank balances	20	(66,985)	(50,107)
		126,637	182,218
Total equity attributable to owners of the parent		297,804	329,639
Net gearing ratio		42.5%	55.3%

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

34. CAPITAL MANAGEMENT *(continued)*

Pursuant to the requirements of Practice Note No. 17/2005 of the Bursa Malaysia Securities Berhad, the Group is required to maintain a consolidated shareholders' equity equal to or not less than twenty-five percent (25%) of the issued and paid-up capital (excluding treasury shares) and such shareholders' equity is not less than RM40 million. The Company has complied with this requirement for the financial years ended 31 May 2020 and 31 May 2019.

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

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

- (a) On 4 September 2018, the Company ("Nylex") vide its solicitors, served a Writ of Summons and Statement of Claim against Utusan Melayu (Malaysia) Berhad ("Utusan") to claim for return of deposits totaling RM10,000,000 for the proposed advertisement, branding and communication exercise, Nationwide Corporate Branding and Corporate Social Responsibility campaign.

On 8 April 2019, the Company and Utusan entered into a Settlement Agreement for the settlement of the claim of RM10 million by Nylex, application for security for costs by Nylex (collectively "Nylex's Claim") and the counter-claim by Utusan.

The salient terms of the Settlement Agreement, amongst others, are:

- (i) Utusan shall procure its wholly owned subsidiary, Juasa Holdings Sdn. Bhd. ("Proprietor") to enter into a sale and purchase agreement with Nylex to transfer to Nylex all of its rights, title and interest in and to a parcel known as Unit No. 7-10, Wisma 730 (The Trax), No.1 Jalan Lima Off Jalan Chan Sow Lin, 54200 Kuala Lumpur measuring 10,335 square feet erected on master title Pajakan Negeri (WP) 52759 Lot No. 50066 Seksyen 92 Bandar Kuala Lumpur Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur ("Trax Property") for value of RM6,700,000 to be set off against the Nylex's Claim; and
- (ii) Utusan shall pay Nylex the sum of Ringgit Malaysia Two Million Eight Hundred and Eighty Six Thousand and Fifty One and sen Eighty Two (RM2,886,051.82) ("the Cash Payment") vide fourteen (14) monthly instalments, of which 13 monthly instalments shall be Ringgit Malaysia Two Hundred Thousand (RM200,000.00) each and a final instalment of RM286,051.82, the first instalment to be paid by 31 January 2020. Upon full payment of the Cash Payment, a sum equivalent to the Cash Payment shall be set off against Nylex's Claim.
- (iii) Utusan shall also reimburse Nylex the stamp duty for the assignment or transfer of the Trax Property to Nylex by 31 March 2021.

On 16 July 2019, the Company and Utusan have entered into a Supplemental Settlement Agreement to vary the terms of the Settlement Agreement dated 8 April 2019.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

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

- (a) The salient terms of the Supplemental Settlement Agreement, amongst others, are:
- (i) Utusan is required under the relevant provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other applicable guidelines to obtain a valuation report from an approved valuer and to obtain shareholders' approval for the transfer of the Trax Property from the Proprietor to Nylex.
 - (ii) Due to the additional time required for Utusan to obtain the said valuation report before it can make an announcement on the sale and purchase agreement between the Proprietor and Nylex, Parties have agreed to grant Utusan up to 31 July 2019 or at any later date agreed by all Parties in writing to procure the Proprietor to execute the sale and purchase agreement for the transfer of the Trax Property.

Following the delisting of Utusan on 30 August 2019, the requirement for Utusan to obtain its shareholders' approval for the transfer of the Trax Property from the Proprietor to Nylex pursuant to Clause 2.1 of the sales & purchase agreement for the Trax Property ("Trax SPA"), has been mutually waived by Nylex and the Proprietor. On 12 September 2019, the Company and the Proprietor has executed the Trax SPA, the Proprietor has delivered vacant possession of the Trax Property to Nylex, and thus, the Trax SPA was completed.

- (b) On 14 June 2019, a wholly-owned subsidiary of the Company, Perusahaan Kimia Gemilang Sdn. Bhd. ("PKG") has entered into a share sale agreement with Retromark Solutions Sdn. Bhd. for the acquisition of 660,000 ordinary shares, representing 30% of the issued and paid-up share capital in Ancom Kimia Sdn. Bhd. ("AKM") for a total consideration of RM1,000,000 ("Proposed Acquisition"). Upon completion of the Proposed Acquisition on 8 July 2019, AKM became a 60% owned subsidiary of PKG.
- (c) The World Health Organisation declared the 2019 Novel Coronavirus infection ('COVID-19') a pandemic on 11 March 2020. This was followed by the Government of Malaysia issuing a Federal Government Gazette on 18 March 2020, imposing a Movement Control Order ('MCO') effective from 18 March 2020 to 31 March 2020 arising from the COVID-19 pandemic. The MCO was subsequently extended until 12 May 2020, followed by Conditional MCO until 9 June 2020 and then, Recovery MCO until 31 August 2020.

The Group and the Company recognised total impairment losses of approximately RM10.9 million and RM24 million respectively during the financial year as a result of the COVID-19 pandemic. The details are disclosed in Notes 13(h) and 15 to the financial statements.

Based on the assessment and information available at the date of authorisation of the financial statements, the Group has sufficient cash flows and undrawn facilities to meet its liquidity needs in the next 12 months after the end of the reporting period. The Group does not anticipate significant supply disruptions and would continuously monitor its fund and operational needs.

- (d) In July 2020, a wholly-owned subsidiary of the Company, Nylex Polymer Marketing Sdn Bhd has acquired 30% of the paid up capital of PT Myindo Acqua Pura, a company incorporated in the Republic of Indonesia for a cash consideration of IDR750,000,000 (equivalent to RM234,750).

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

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

- (e) On 16 July 2020, the holding company of Nylex (Malaysia) Berhad ("Nylex"), Ancom Berhad ("Ancom") and Ancom Logistic Berhad ("ALB") (a 45.06% owned subsidiary of Ancom, listed on ACE Market of Bursa Malaysia Securities Berhad) had entered into a Heads of Agreement ("HOA") with shareholders of S7 Holdings Sdn Bhd, Merrington Assets Limited, MY E.G. Capital Sdn Bhd and Avocat Sdn Bhd where Nylex is involved in the proposed acquisition of Synergy Trans-Link Sdn Bhd (a wholly owned subsidiary of ALB), and its subsidiaries at a valuation to be agreed by Nylex and ALB. The Board has on 15 July 2020 approved in principle on the proposed acquisition subject to the terms and conditions to be determined by Nylex and ALB at later date.

36. SEGMENT INFORMATION

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

(a) Business segments

The Group comprises the following main business segments:

(i) Polymer

Manufacture and marketing of polyurethane and vinyl-coated fabrics, calendered film and sheeting, and other plastic products, including geotextiles and prefabricated sub-soil drainage systems, and rotomoulded plastic products.

(ii) Industrial chemical

Trading, manufacture and sale of petrochemicals and industrial chemical products.

(iii) Logistics

Carrying out business of transport, cartage and haulage contractors and agencies, ship owning, ship management and charter hire of tanker.

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

36. SEGMENT INFORMATION (continued)

(a) Business segments (continued)

	Polymer RM'000	Industrial chemical RM'000	Logistics RM'000	Investment holding RM'000	Adjustments and eliminations RM'000	Note	Consolidated RM'000
2020							
Revenue							
External sales	86,935	1,028,899	20,471	-	-		1,136,305
Inter-segment sales	-	767	1,551	-	(2,318)	(i)	-
Total revenue	86,935	1,029,666	22,022	-	(2,318)		1,136,305
Results							
Interest income	397	550	-	1,942	-		2,889
Depreciation	(4,910)	(18,223)	(4,046)	(242)	-		(27,421)
Unrealised gain/ (loss) on foreign exchange	236	1,897	(1,259)	788	-		1,662
Inventories written back/(written down)	245	(807)	-	-	-		(562)
Provision for retirement benefits	(351)	(102)	-	(60)	-		(513)
Impairment loss on investment in an associate	-	-	-	(613)	-		(613)
Impairment loss on goodwill	-	-	-	(10,941)	-		(10,941)
Segment profit/(loss)	6,183	(6,017)	(2,269)	(16,837)	-		(18,940)
Assets							
Investments in associates	-	-	-	2,361	-	(iii)	2,361
Goodwill arising on consolidation	97	85,527	-	-	-	(iii)	85,624
Additions to non-current assets	616	5,663	885	7,051	-	(ii)	14,215
Segment assets	94,469	314,746	73,284	114,108	(53,675)	(iii)	542,932
Segment liabilities	12,926	216,304	85,088	62,369	(53,675)	(iv)	323,012

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

36. SEGMENT INFORMATION (continued)(a) **Business segments** (continued)

	Polymer RM'000	Industrial chemical RM'000	Logistics RM'000	Investment holding RM'000	Adjustments and eliminations RM'000	Note	Consolidated RM'000
2019							
Revenue							
External sales	112,324	1,428,737	19,293	-	-		1,560,354
Inter-segment sales	-	1,842	864	-	(2,706)	(i)	-
Total revenue	112,324	1,430,579	20,157	-	(2,706)		1,560,354
Results							
Interest income	648	580	-	1,773	-		3,001
Depreciation	(4,605)	(1,701)	(3,927)	(190)	-		(10,423)
Unrealised gain/ (loss) on foreign exchange	157	2,222	(1,663)	443	-		1,159
Inventories written down	(215)	(207)	-	-	-		(422)
Provision for retirement benefits	(295)	(50)	-	(200)	-		(545)
Segment profit/(loss)	11,175	5,685	(4,898)	(7,322)	-		4,640
Assets							
Investments in associates	-	-	-	3,579	-	(iii)	3,579
Goodwill arising on consolidation	95	100,566	-	-	-	(iii)	100,661
Additions to non- current assets	3,722	8,007	37	470	-	(ii)	12,236
Segment assets	110,026	377,545	72,105	105,226	(48,465)	(iii)	616,437
Segment liabilities	21,014	266,478	81,641	59,154	(48,465)	(iv)	379,822

NOTES TO THE FINANCIAL STATEMENTS

For The Financial Year Ended 31 May 2020

36. SEGMENT INFORMATION *(continued)***(a) Business segments** *(continued)***Note**

- (i) Inter-segment sales are eliminated on consolidation.
- (ii) Additions to non-current assets consist of property, plant and equipment and right-of-use assets.
- (iii) The inter-segment assets are added to segment assets to arrive at total assets reported in the consolidated statement of financial position.
- (iv) The inter-segment liabilities are added to segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position.
- (v) There are no major customers with revenue equal to or more than ten percent (10%) of Group revenue.

(b) Geographical segments

Revenue and segment assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue		Segment assets	
	2020	2019	2020	2019
	RM'000	RM'000	RM'000	RM'000
Malaysia	664,231	859,804	376,780	420,264
Indonesia	142,210	216,320	78,192	97,120
Singapore	84,180	211,100	72,622	78,369
Vietnam	51,240	67,900	15,338	20,684
Germany	73,174	57,644	-	-
Philippines	35,824	43,253	-	-
Bangladesh	20,823	12,022	-	-
Australia	16,489	23,322	-	-
Sri Lanka	8,967	12,411	-	-
Thailand	7,880	17,556	-	-
Africa	6,490	8,045	-	-
Taiwan	5,584	11,678	-	-
Middle East	4,001	1,554	-	-
New Zealand	3,836	8,667	-	-
Japan	3,081	2,548	-	-
Other Europe	3,062	175	-	-
Hong Kong	1,657	2,370	-	-
Pakistan	1,253	813	-	-
India	1,078	1,346	-	-
Nepal	468	403	-	-
Brunei	393	153	-	-
China	270	603	-	-
The Americas	58	329	-	-
Other North and South East Asia	56	338	-	-
	1,136,305	1,560,354	542,932	616,437

ADDITIONAL INFORMATION

UTILISATION OF PROCEEDS

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

AUDIT AND NON-AUDIT FEES

The audit and non-audit fees of the Group and of the Company are disclosed in Directors' Report on page 53 of this Annual Report. The Company paid RM10,000 to the external auditors for review of the Statement on Risk Management and Internal Control for the financial year ended 31 May 2020.

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

There were no material contracts, of the Company and its subsidiaries, not being contracts entered into in the ordinary course of business, which involves Directors' and/or major shareholders' interests, either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

RECURRENT RELATED PARTY TRANSACTIONS ("RRPT")

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

Related party	Nature of transaction	Value of RRPT (RM'000)	Interested Directors, major shareholders and connected person
Ancom-Chemquest Terminals Sdn Bhd	Storage rental and handling of industrial chemicals for storage	5,058	1) Ancom Berhad 2) Rhodemark Development Sdn Bhd 3) Dato' Siew Ka Wei
Pengangkutan Cogent Sdn Bhd	Charges for transportation of industrial chemicals	4,258	
Redberry Sdn Bhd	Provision of media services and sponsorship	2,002	
Ancom Crop Care Sdn Bhd	Sale and purchase of industrial chemicals	255	
iEnterprise Online Sdn Bhd	Provision of IT related products and services.	1,550	
Malay Mail Sdn Bhd	Bulk sponsorship of Malay Mail and advertisement expenses	583	Dato' Siew Ka Wei

LIST OF PROPERTIES

As at 31 May 2020

Location/Address	Title	Age of Building (Years)	Land Area (sq. m.)	Existing Use	Date of Acquisition/ Revaluation	Tenure	Carrying Amount (RM'000)
1) Proprietor: Nylex (Malaysia) Berhad							
Lot 16 Persiaran Selangor Section 15 40200 Shah Alam Selangor Darul Ehsan	HS (D) 256546	49	30,224	Office building and factory.	26 Nov 1985	Leasehold, expiring on 29 Jun 2108.	16,429
40200 Shah Alam Selangor Darul Ehsan	HS (D) 256546	40	12,140	Warehouse, factory and vacant land.	26 Nov 1985	Leasehold, expiring on 29 Jun 2108.	
Unit No: 7-10, Wisma 730 (The Trax) No: 1, Jalan Lima, Off Jalan Chan Sow Lin 54200 Kuala Lumpur	-	3	960	Vacant.	12 Sep 2019	Leasehold, expiring on 01 Mar 2115.	6,653
2) Proprietor: PT Nylex Indonesia							
Desa Sumengko Km31 Wringinanom, Gresik 61176 Indonesia	HGB NO. 82	16	6,394	Casting line factory and office.	12 May 2011	Leasehold expiring on, 12 Jan 2029.	12,470
	HGB NO. 82	6	53,606	Calender line factory and vacant land.	12 May 2011	Leasehold, expiring on 12 Jan 2029.	
3) Proprietor: Perusahaan Kimia Gemilang Sdn Bhd							
PT 4228 Mukim of Kapar Daerah Klang Selangor Darul Ehsan	HS (M) 6259	29	28,491	Office building and factory.	01 Jul 2004	Leasehold, expiring on 09 Jun 2086.	5,546
4) Proprietor: Fermpro Sdn Bhd							
Lot 1113 Mukim of Chuping Perlis Indera Kayangan	HS (M) 748	32	16,190	Office building and factory.	01 Jul 2004	Leasehold, expiring on 22 Nov 2046.	1,353
Plot 3 & 4, PT 924A Mukim of Chuping Perlis Indera Kayangan	HS (M) 1804	-	24,280	Spent molasses treatment pond.	01 Jul 2004	Leasehold, expiring on 07 Feb 2059.	790

LIST OF PROPERTIES

As at 31 May 2020

Location/Address	Title	Age of Building (Years)	Land Area (sq. m.)	Existing Use	Date of Acquisition/Revaluation	Tenure	Carrying Amount (RM'000)
4) Proprietor:							
Fermpro Sdn Bhd							
<i>(continued)</i>							
PT 2978 Mukim of Chuping Perlis Indera Kayangan	HS (M) 1803	18	8,100	Office building and factory.	01 Jul 2004	Leasehold, expiring on 07 Feb 2059.	332
5) Proprietor:							
Nylex Specialty Chemicals Sdn Bhd							
Lot 593 Persiaran Raja Lumu Kawasan Perusahaan Pandamaran 42000 Port Klang Selangor Darul Ehsan	HS (M) 5507	45	8,093	Office building and factory.	01 Mar 2005	Leasehold, expiring on 01 Sep 2074.	1,494
Lot 624 Persiaran Raja Lumu Kawasan Perusahaan Pandamaran 42000 Port Klang Selangor Darul Ehsan	HS (M) 6588	43	8,298	Office building and warehouse.	01 Mar 2005	Leasehold, expiring on 19 Feb 2076.	1,664

The above buildings are in good condition.

ANALYSIS OF SHAREHOLDINGS

As at 1 September 2020

No. of holders of each class of equity securities

Class of securities	:	Ordinary shares
Total no. issued	:	194,337,860
No. of holders	:	11,624
Voting rights	:	One vote per ordinary share on a poll

Distribution schedule

Holdings	No. of holders	No. of shares	%
Less than 100	2,516	60,224	0.03
100 to 1,000	4,525	1,765,233	1.01
1,001 to 10,000	3,427	12,550,379	7.18
10,001 to 100,000	1,031	29,706,499	16.98
100,001 to less than 5% of issued shares	121	44,023,493	25.17
5% and above of issued shares	4	86,813,008	49.63
	11,624	174,918,836	100.00
Treasury shares	-	19,419,024	-
	11,624	194,337,860	100.00

Substantial holders

	Direct No. of shares	%	Indirect No. of shares	%
1. Dato' Siew Ka Wei	3,516,960	2.01	93,980,259 ⁽¹⁾	53.73
2. Ancom Berhad	31,949,700	18.27	55,985,888 ⁽²⁾	32.01
3. Rhodemark Development Sdn Bhd	55,985,888	32.01	-	-

Notes:

- Deemed interested through his direct and indirect interest in Ancom Berhad, Rhodemark Development Sdn Bhd, Siew Nim Chee & Sons Sendirian Berhad, Silver Dollars Sdn Bhd and Datin Young Ka Mun.
- Deemed interested by virtue of its direct interest in Rhodemark Development Sdn Bhd pursuant to Section 8 of the Companies Act 2016.

Directors' holdings

	Direct No. of shares	%	Indirect No. of shares	%
1. Dato' Siew Ka Wei	3,516,960	2.01	93,980,259 ⁽¹⁾	53.73
2. Tan Sri Dato' Dr Lin See Yan	17,337	0.01	-	-

Note:

- Deemed interested through his direct and indirect interest in Ancom Berhad, Rhodemark Development Sdn Bhd, Siew Nim Chee & Sons Sendirian Berhad, Silver Dollars Sdn Bhd and Datin Young Ka Mun.

ANALYSIS OF SHAREHOLDINGS

As at 1 September 2020

Thirty largest shareholders

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

Name	No. of shares	%
1. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account for Rhodemark Development Sdn Bhd (01-00845-000)</i>	36,499,008	20.87
2. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account for Ancom Berhad (01-00846-000)</i>	21,000,000	12.01
3. Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Rhodemark Development Sdn Bhd</i>	19,460,000	11.13
4. Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Ancom Berhad (Third Party)</i>	9,854,000	5.63
5. Pacific & Orient Insurance Co Berhad	6,558,100	3.75
6. TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Siew Nim Chee & Sons Sendirian Berhad</i>	4,688,883	2.68
7. Siew Ka Wei	2,216,240	1.27
8. UOB Kay Hian Nominees (Tempatan) Sdn Bhd <i>Exempt An for UOB Kay Hian Pte Ltd (A/C Clients)</i>	2,071,005	1.18
9. Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Grace Yeoh Cheng Geok</i>	1,597,469	0.91
10. Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Siew Ka Wei</i>	1,165,600	0.67
11. Terengganu Incorporated Sdn Bhd	1,110,215	0.63
12. Ancom Berhad	1,095,700	0.63
13. Lim Jit Hai	869,500	0.50
14. Lim Chin Tong	774,923	0.44
15. Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account for Siew Nim Chee & Sons Sdn Bhd (01-00195-001)</i>	467,739	0.27
16. Chaw Teck Long	462,900	0.26
17. Yeoh Say Moh	429,700	0.24
18. Tan Goh Mee	423,000	0.24
19. Low Yoke Lun	409,100	0.23
20. Loh Lip Teck	400,000	0.23
21. Maybank Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Kuah Soon Keng</i>	400,000	0.23
22. Silver Dollars Sdn Bhd	400,000	0.23
23. HLB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for E & O Developers Sdn Bhd (PJCAC)</i>	382,024	0.22
24. Eng Hong Palm Oil Mill Sdn Berhad	367,000	0.21
25. CGS-CIMB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Saw Lee Yee (MY3184)</i>	366,400	0.21
26. Tan Kok Teong	350,040	0.20
27. Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account for Siew Nim Chee & Sons Sdn Bhd (001)</i>	346,770	0.20
28. Ong Ah Yiew @ Ong Keng Wah	330,200	0.19
29. Tan Aik Choon	328,500	0.19
30. Lee Peck Hong	299,600	0.17
Total	115,123,616	65.82

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 50th Annual General Meeting ("AGM") of the Company will be conducted entirely through live streaming from the broadcast venue at No. 2A, Jalan 13/2, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("Broadcast Venue") on Wednesday, 21 October 2020 at 9:30 a.m. using remote participation and voting facilities provided by the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd via TIH Online website at <https://tiah.online>, to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

- | | |
|---|---|
| 1. To receive the Audited Financial Statements for the financial year ended 31 May 2020 together with the Reports of the Directors and the Auditors thereon. | (Please refer to Explanatory Note 1) |
| 2. To approve the payment of a final single-tier dividend for the financial year ended 31 May 2020, in the form of distribution of one (1) treasury share for every forty (40) existing ordinary shares, a fraction of a treasury share is to be disregarded. | (Ordinary Resolution 1) |
| 3. To re-elect the following Directors who are retiring by rotation, pursuant to Clause 125 of the Company's Constitution: | |
| (a) Datuk Anuar bin Ahmad; | (Ordinary Resolution 2) |
| (b) Encik Khamis bin Awal. | (Ordinary Resolution 3) |
| 4. To re-elect as a Director, Tan Sri Dato' Dr Lin See Yan who is retiring pursuant to Clause 130 of the Company's Constitution. | (Ordinary Resolution 4) |
| 5. To approve the payment of Non-Executive Directors' fees for the financial year ended 31 May 2020. | (Ordinary Resolution 5) |
| 6. To approve the payment of Directors' benefits (excluding Non-Executive Directors' fees) for the Non-Executive Directors from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company. | (Ordinary Resolution 6) |
| 7. To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | (Ordinary Resolution 7) |

AS SPECIAL BUSINESS

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

- | | |
|---|--------------------------------|
| 8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPTs") OF A REVENUE OR TRADING NATURE ("Proposed Renewal of Shareholders' Mandate for RRPTs") | (Ordinary Resolution 8) |
|---|--------------------------------|

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), approval be and is hereby given to the Company and/ or its subsidiaries to enter into the RRPTs of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 29 September 2020, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business and at arms-length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

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

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

whichever is the earlier.

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

9. **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK MANDATE ("Proposed Renewal of Share Buy-Back Mandate")**

(Ordinary Resolution 9)

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

- (a) the aggregate number of ordinary shares in the Company purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase(s); and
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase.

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- viii. To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

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

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

(Ordinary Resolution 10)

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, AND THAT the Directors be authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities pursuant to this resolution.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, unless revoked or varied by a ordinary resolution of the Company at a general meeting."

11. **PROPOSED CONTINUATION IN OFFICE AS INDEPENDENT DIRECTOR**

(Ordinary Resolution 11)

"THAT approval be and is hereby given to Edmond Cheah Swee Leng, who has served as an Independent Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Director of the Company until the conclusion of the next Annual General Meeting."

NOTICE OF ANNUAL GENERAL MEETING

12. PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

(Special Resolution)

"THAT the proposed amendments to the Constitution of the Company as set out in the Appendix A of the Notice of Annual General Meeting be and is hereby approved AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendments to the Constitution of the Company."

13. OTHER ORDINARY BUSINESS

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

By Order of the Board,

CHOO SE ENG (MIA 5876) (SSM PC No. 201908002341)
STEPHEN GEH SIM WHYIE (MICPA 1810) (SSM PC No. 201908001029)
 Company Secretaries

Petaling Jaya
 29 September 2020

NOTES:

1. Pursuant to Section 327(2) of the Companies Act 2016, the Chairman will be present at the Broadcast Venue being the main venue of the 50th AGM. **Members will not be allowed to attend the 50th AGM in person at the Broadcast Venue on the day of the meeting.** Members are to participate, speak (via real time submission of typed texts only) and vote remotely. Please refer to the Administrative Guide available via the Company's website at <http://www.nylex.com/aggm.php> for information on registration, participation and voting at the 50th AGM.
2. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 14 October 2020 shall be entitled to participate, speak and vote or appoint proxy(ies) to participate, speak and vote on his behalf at the 50th AGM.
3. A member, including an authorised nominee, entitled to participate, speak and vote at the 50th AGM may appoint not more than two (2) proxies to participate and vote for him. A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
4. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy in the Proxy Form.
6. The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must reach the Company's Share Registrar at least forty-eight (48) hours before the time appointed for holding the 50th AGM:
 - i. **In hardcopy form**
 The Proxy Form may be deposited at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

NOTICE OF ANNUAL GENERAL MEETING

ii. **By electronic means**

The Proxy Form can be electronically lodged with the Company's Share Registrar via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide for information on the appointment and registration of proxy for the 50th AGM.

7. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 50th AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
8. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - i. If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - ii. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or, (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES

1. **Item 1 of the Agenda – Audited Financial Statements for the Financial Year Ended 31 May 2020**

This Agenda item is meant for discussion only as the provision of Section 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. **Ordinary Resolution 5 – Non-Executive Directors' Fees**

Pursuant to Section 230(1) of the Companies Act 2016, the Directors' fees and benefits payable to the Directors of the listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors has recommended to the shareholders for approval on the fees payable to the Non-Executive Directors of the Company of RM440,388 for the financial year ended 31 May 2020.

3. **Ordinary Resolution 6 – Directors' Benefits**

The Directors' benefits comprise the meeting attendance allowance of RM416 per meeting and other benefits (car, fuel, driver, allowance and other emoluments) payable to the Non-Executive Directors ("NEDs").

In determining the estimated total amount of benefits (excluding Directors' fees) for the NEDs, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees as well as the number of Directors involved. The Board has recommended to the shareholders for approval on the Directors' benefits payable to the NEDs of up to RM60,000 from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company in 2021.

NOTICE OF ANNUAL GENERAL MEETING

4. **Ordinary Resolution 8 – Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

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

Further details relating to this proposed resolution are set out in the Company’s Circular to Shareholders dated 29 September 2020.

5. **Ordinary Resolution 9 – Proposed Renewal of Authority for Share Buy-Back Mandate**

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

Further details relating to this proposed resolution are set out in the Company’s Share Buy-Back Statement dated 29 September 2020.

6. **Ordinary Resolution 10 – Proposed Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

This proposed resolution is to seek shareholders’ mandate to empower the Directors to issue and allot up to a maximum of twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (“20% Mandate”). This authority will continue to be in force until 31 December 2021, unless such approval is revoked or varied by the Company at a general meeting.

This general mandate, if passed, will provide flexibility to the Company for any possible fund-raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit and in the best interest of the Company.

In light of the economic challenges arising from the global COVID-19 outbreak and having considered the current prospective financial positions of the Company, the Board is of the view that this 20% Mandate is in the best interest of the Company and its shareholders as it will enable the Board to take swift action during this challenging time in meeting future financial needs due to the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic.

7. **Ordinary Resolution 11 – Proposed Continuation in Office as Independent Director**

The Board, through the Remuneration and Nomination Committee had carried out the necessary assessment on Edmond Cheah Swee Leng who has served as Independent Director for a cumulative term of more than twelve (12) years and had recommended him to continue to act as the Independent Director of the Company based on the following justifications:-

- (i) He has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and his ability to bring an element of objectivity to the Board;
- (ii) He has been with the Company for more than twelve (12) years and therefore understand the Company’s business operations which enable him to participate actively and contribute during the deliberations or discussions at the meetings;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) He is knowledgeable and has vast experience that could be shared with the Board; and
- (iv) He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company. It should be noted that his long tenure notwithstanding, the remuneration for Edmond Cheah Swee Leng does not vary significantly from the other Independent Non-Executive Directors.

The profile of Edmond Cheah Swee Leng is set out in the Company's Annual Report 2020. The Board has decided not to adopt the two-tier voting process for the approval to retain Edmond Cheah Swee Leng as Independent Director of the Company.

8. Special Resolution – Proposed Amendments to the Constitution of the Company

Pursuant to Section 132(1) of the Companies Act 2016 ("Act"), a distribution of dividends to shareholders shall be authorised by the Directors of the Company. The Special Resolution, if passed, will align the Constitution of the Company with the provisions of the Act.

Appendix A

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

The Constitution of the Company are proposed to be amended in the following manner: -

Clause No.	Existing Clause	Amended Clause
Clause 162	The Company in general meeting may subject to Sections 131 to 133 of the Act by ordinary resolution declare dividends payable to the members in accordance with their respective rights and priorities out of any lawfully distributable profits, but no dividend shall exceed the amount recommended by the Directors.	The Directors may from time to time authorise a distribution of dividends in accordance with Sections 131 to 133 of the Act, but no dividend shall exceed the amount recommended by the Directors. Any dividend so authorised must be paid out of profits of the Company available for distribution as the Directors consider appropriate, if the Directors are satisfied that the Company will be solvent for a period of twelve (12) months after the distribution is made.
Clause 163	Subject to the Act, the Directors may pay dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.	Subject to the Act, the Directors may pay dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of a dividend on any shares having deferred or non-preferred rights.

PROXY FORM

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

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

of _____
(Full Address)

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

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

or failing *him/her, the Chairman of the Meeting as *my/our *proxy/proxies to participate and to vote for *me/us on *my/our behalf at the 50th Annual General Meeting ("AGM") of the Company to be conducted entirely through live streaming from the Broadcast Venue at No. 2A, Jalan 13/2, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("Broadcast Venue") on Wednesday, 21 October 2020 at 9:30 a.m. and to vote as indicated below:-

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To approve payment of a final single-tier dividend in the form of one (1) treasury share for every forty (40) existing ordinary shares		
2	To re-elect Datuk Anuar bin Ahmad as a Director of the Company		
3	To re-elect Khamis bin Awal as a Director of the Company		
4	To re-elect Tan Sri Dato' Dr Lin See Yan as a Director of the Company		
5	To approve the payment of the Non-Executive Directors' Fees		
6	To approve the payment of Directors' Benefits		
7	To re-appoint Messrs BDO PLT as Auditors of the Company		
8	Proposed Renewal of Shareholders' Mandate for RRPTs		
9	Proposed Renewal of Share Buy-Back Mandate		
10	Proposed Authority to Issue and Allot Shares		
11	Proposed Continuation in office as an Independent Director - Edmond Cheah Swee Leng		
SPECIAL RESOLUTION		FOR	AGAINST
1	Proposed Amendments to the Constitution of the Company		

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

Dated this _____ day of _____ 2020.

(Signature/Common Seal of Shareholder(s))

Telephone number during office hours:

(*Delete if not applicable)

NOTES:

1. Pursuant to Section 327(2) of the Companies Act 2016, the Chairman will be present at the Broadcast Venue being the main venue of the 50th AGM. **Members will not be allowed to attend the 50th AGM in person at the Broadcast Venue on the day of the meeting.** Members are to participate, speak (via real time submission of typed texts only) and vote remotely. Please refer to the Administrative Guide available via the Company's website at <http://www.nylex.com/agm.php> for information on registration, participation and voting at the 50th AGM.
2. In respect of deposited securities, only members whose names appear on the Record of Depositors as at 14 October 2020 shall be entitled to participate, speak and vote or appoint proxy(ies) to participate, speak and vote on his behalf at the 50th AGM.
3. A member, including an authorised nominee, entitled to participate, speak and vote at the Meeting may appoint not more than two (2) proxies to participate and vote for him. A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
4. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy in the Proxy Form.
6. The appointment of proxy may be made in a hard copy form or by electronic means in the following manner and must reach the Company's Share Registrar at least forty-eight (48) hours before the time appointed for holding the 50th AGM:
 - i. **In hardcopy form**
The Proxy Form may be deposited at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - ii. **By electronic means**
The Proxy Form can be electronically lodged with the Company's Share Registrar via TIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for information on the appointment and registration of proxy for the 50th AGM.
7. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than fortyeight (48) hours before the time appointed for holding the 50th AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
8. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
 - i. If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - ii. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by: (a) at least two (2) authorised officers, of whom one shall be a director; or, (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

First fold here

Affix
Stamp

NYLEX (MALAYSIA) BERHAD

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

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

Then fold here
