TEX CYCLE TECHNOLOGY (M) BHD

(Registration No: 200401004116 (642619-P))

Annual Report 2022

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CORPORATE INFORMATION

Board of Directors
Ho Siew Choong, Executive Chairman
Ho Siew Weng, Executive Director
Ho Siew Cheong, Executive Director
Periasamy A/L Sinakalai, Executive Director
Alagasan A/L Varatharajoo, Independent Non-Executive Director
Chan Jee Peng, Independent Non-Executive Director
Francis Xavier A/L A.A. Gomez, Independent Non-Executive Director

Auditors
Grant Thornton Malaysia PLT (201906003682 & AF 0737), Chartered Accountants

Company Secretary
Wong Youn Kim (MAICSA 7018778)
SSM Practicing Certificate No. 201908000410

Principal Banker
Hong Leong Bank Berhad (97141-X)

Share Registrar
Boardroom Share Registrars Sdn. Bhd. (378993-D)
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46200 Petaling Jaya, Selangor Darul Ehsan
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Registered Office
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Corporate Office
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Stock Exchange Listing
ACE Market of Bursa Malaysia Securities Berhad
STOCK NAME: TEXCYCL, STOCK CODE: 0089

DIRECTORS' PROFILE

HO SIEW CHOONG
Executive Chairman
71 years of age, Malaysian, Male

Ho Siew Choong was appointed to the Board of Tex Cycle Technology (M) Berhad ("Tex Cycle Technology") on 13 May 2005. He obtained a Diploma in Graphic Reproduction from London College of Printing, United Kingdom in 1974 and Post Award Studies (graphic reproduction) in 1975. Upon his return from the United Kingdom, he joined Metro-Engravers Sdn. Bhd. ("Metro-Engravers") and was involved in all areas of business management such as Human Resource, Finance, Marketing, Research and Development, Sales and Distribution. He was appointed as Chairman of Metro-Engravers in 2000. He is the person responsible for advancing Metro-Engravers to a highly advanced field of pre-print electronic system. He was appointed as a Director in Tex Cycle Sdn. Bhd. ("Tex Cycle") in 1995 and has since been involved in various aspects of Tex Cycle's business which includes Administration and Finance. He is also one of the members of Tex Cycle's Research and Development ("R&D") team which is working to enhance, improve, design & develop Tex Cycle's methods of recovery and recycling new products and services. He attended four (4) meetings held during the financial year ended 31 December 2022.

HO SIEW WENG
Executive Director
66 years of age, Malaysian, Male

Ho Siew Weng was appointed to the Board of Tex Cycle Technology on 13 May 2005. He was appointed to the Board of Tex Cycle on 13 August 2001. He has been directly involved in various areas of Tex Cycle's business management particularly Marketing, Sales and Distribution. Prior to his appointment to the Board of Tex Cycle, he was attached to Metro-Engravers and was involved mainly in the Sales and Marketing Department. Tex Cycle has benefited from his experience in marketing and sales, where his job function includes building a sales and marketing team with representatives based in different locations to reap the full benefit of local knowledge. He is also in charge of exploring new business potential in both the regulated and non-regulated waste generating industries. He attended all five (5) meetings held during the financial year ended 31 December 2022.

HO SIEW CHEONG
Executive Director
60 years of age, Malaysian, Male

Ho Siew Cheong was appointed to the Board of Tex Cycle Technology on 13 May 2005. He graduated with a Bachelor of Science from the University of Newcastle-upon-Tyne, United Kingdom in 1985. Upon graduation, he started his career as a Site Engineer in General Fire Fighting Sdn. Bhd. He was later appointed as a Sales Manager in Metro Engravers in 1987. In 1995, he founded Metro Koats and has been responsible for the development and invention of all the products of Metro Koats, including camouflage paint and chemical formulae/solutions for the process of treatment of contaminated waste and effluent. Due to his expertise in developing chemical formulae/solution, he has been appointed as the Technical Director of the Group and mainly be responsible for the R&D of the whole Group. He attended all five (5) meetings held during the financial year ended 31 December 2022.

PERIASAMY A/L SINAKALAI
Executive Director
72 years of age, Malaysian, Male

Periasamy A/L Sinakalai was appointed to the Board of Tex Cycle Technology on 13 May 2005. He obtained a Senior Cambridge Certificate in 1968. He started his career in The New Straits Times Group in 1969 at the young age of 18. After ten (10) years of service in The New Straits Times Group, he left his position as a Production Planner to join Papyrus Printing, a subsidiary of the Star Publications for two (2) years. He then joined Malaysian British Assurance Berhad and was promoted to the position of a Production Manager in 1979. His tenure in Malaysian British Assurance Berhad lasted for about five (5) years before he left in 1985 to join Tex Cycle as a Marketing Manager. S. Periasamy subsequently became a shareholder of Tex Cycle and was appointed as the Executive Director of Tex Cycle on 21 April 1986. In addition to his role as a Marketing Manager, he has also been directly involved in Tex Cycle's Administration and is an integral part of Tex Cycle's R&D team. He was awarded the Pingat Masyarakat Cemerlang (PMC) by the Yang Dipertua Negeri Sembilan on 25 October 2001. He attended all five (5) meetings held during the financial year ended 31 December 2022.

DIRECTORS' PROFILE

ALAGASAN A/L VARATHARAJOO
Independent Non-Executive Director
Chairman of Nominating Committee
Member of Audit Committee and Remuneration Committee
70 years of age, Malaysian, Male

Alagasan A/L Varatharajoo was appointed to the Board of Tex Cycle Technology on 31 October 2011. He started his career as a Printing Apprentice with the New Straits Times Group in 1970. He left for England to obtain a Certificate in Photolithographic at the London College of Printing in 1973. Soon after his return to Malaysia in 1975, he joined Rajiv Printers as a Production Supervisor. In 1982, he re-joined The New Straits Times Group as a Production Supervisor and retired after twenty five (25) years as a Senior Production Manager and sole proprietor of Alnprint Enterprise which is involved in the sales and marketing of printing consumables. He attended all five (5) meetings held during the financial year ended 31 December 2022.

CHAN JEE PENG
Independent Non-Executive Director
Chairman of Audit Committee and Remuneration Committee
Member of Nominating Committee
42 years of age, Malaysian, Male

Chan Jee Peng was appointed to the Board of Tex Cycle Technology on 8 October 2018. He has close to nineteen (19) years of audit and financial management experience. He started his career with two (2) of the Big Four accounting firms and has held senior financial position in public listed companies. Subsequently, he joined a mid-tier accounting firm and rose to the ranks of an Executive Director and then joined UHY Malaysia as their Audit Partner. He was involved in various audit of public listed companies, multinational companies and local government agencies. He was in charge of many reporting accountants assignments for various corporate exercise of public listed companies including initial public offering, restructuring and due diligence assignment. Currently, he is the Managing Partner of SFAI Malaysia PLT which provides assurance, tax and advisory services. He attended all five (5) meetings held during the financial year ended 31 December 2022.

FRANCIS XAVIER A/L A.A. GOMEZ
Independent Non-Executive Director
Member of Audit Committee, Nominating Committee and Remuneration Committee
62 years of age, Malaysian, Male

Francis is an accomplished banking executive with 35 years of professional banking experience in managing clients and financial operations predominantly in Asia, and partly in Europe, and North America. He has led multicultural teams specializing in the various functions of structured trade facilities, supply chain solutions, cash management solutions, offshore banking, credit risk analysis, internal audit, and business training. Through his efforts, he helped to deliver business-centric solutions that resulted in significant enhancements of the clients' cross-border business flows and market share.

He retired as the Head of Business Banking at Bank Pembangunan Malaysia Berhad, where his role was to oversee large loan/financing proposals from both new and existing customers. He is well exposed to the infrastructure (tourism, property, toll roads, rail, ports etc.) maritime, technology, and oil and gas sectors (mainly offshore support vessels). Francis carries the AICB (Asian Institute of Chartered Bankers) & ICM (International Cash Management) certifications. He attended all five (5) meetings held during the financial year ended 31 December 2022.

Additional Information on Directors

Save for Ho Siew Choong, Ho Siew Weng and Ho Siew Cheong who are siblings, none of the Directors have any family relationship with any Directors and/or major shareholders of the Company. None of the Directors has any conflict of interest with the Company or has any conviction for offences within the past ten (10) years other than traffic offences, if any.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANANAGEMENT DISCUSSION & ANALYSIS

This Statement aims to present the Executive Directors and key management's analytical overview of the Group's operations and financial performance for the financial year ended 31 December 2022, in supplement to other statements disclosed in this annual report such as the Statement on Risk Management and Internal Controls and the audited financial statements. Analytical disclosures made here are based on the available management information, which may not be specifically audited, and are made to the extent where they do not compromise competitively sensitive information. This section may also contain opinions and forward-looking views, and as such, user's discretion is advised.

COMPANY PROGRESSION

Tex Cycle has grown significantly throughout the thirty-eight years since its incorporation. Starting from humble beginnings, the Company has now bloomed into a well-established public listed company boasting a strong portfolio of assets, market composition and people connected through shared values as well as common goals.

Over the years, the Group's core business aspiration has been expanded tremendously due to the on-going mission and desire to be the preferred schedule waste recycling company in the region. As of today, Tex Cycle is entrusted by the Malaysian Department of Environment ("DOE") to treat a total number of 31 types of scheduled waste codes within the country, compared to the singular licensed scheduled waste code at its inception. Up-to-date, after some clientele base restructuring and spring-cleaning exercise, Tex Cycle has over 6,400 registered customers, with the numbers expected to steadily increase here on.

In present times, scheduled waste management activities are the foremost consideration at a national and international level. The spot light on the Company's activities shines brighter than ever, especially with the great support from the Malaysian Government.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Diving into more specific issues is our core purpose, as we manage the impact of our activities on the environment, driven by an aspiration to transcend the trade-off between scheduled waste recycling improvements in living standards and environmental degradation. Our aim is to recycle the scheduled waste, creating value by reusing them without causing any long-term damage to the planet and its inhabitant. Most of the scheduled waste collected for treatment are naturally bio-degradable such as cotton fabrics, rubber, activated carbon and wood. These wastes, when decontaminated, will be manufactured into fuel pellets which may be consumed as a renewable energy fuel source.

Over the years, we have been actively improving and upgrading our facilities, specifically to minimise the emissions and discharges from our own scheduled waste treatments. For instance, we have implemented programs to reuse the recovered water and heat from our operations, resulting in a broader global reduction target.

OBJECTIVES

Tex Cycle, being one of the major players in the country's recycling and recovery of scheduled waste industry, is committed to promote and assist the initiatives laid out by the DOE. To abide with the National Policy Statement on Scheduled Wastes which lays out Government policies for the control and management of hazardous waste, our business model is undergoing some development processes to cater for the national standards as follows:

- Facilitation in the development of new and upgraded infrastructure for hazardous waste required both to ensure sufficient capacity and meet expected increments of hazardous waste. Tex Cycle embarks on continuous Research and Development ("R&D") projects and takes every effort to run the business profitably and responsibly by seeking up-to-date technologies and modern state-of-the-art equipment and upgrading its operations to attain more effectiveness and efficiency in all that it does.
- Promotion of more waste to be reused, recycled and recovered and amounts sent for disposal are minimised. Being in a competitive marketplace, it is essential for our professional teams to manage our customer's satisfaction proficiently and proactively. This objective is upheld through the loyal and professional approach to engage our exceptional scheduled waste management services and reliable products, while at the same time stimulating customer's mind sets to support our business model.
- Hazardous waste products pose as an inherent threat to human health and the environment, making it important that there are adequate facilities to allow the waste to be managed in ways that reduce this risk. The Group believes in sharing our resources with our stakeholders of utmost priority, namely our employees. Hence, we pursue our mission with an unrelenting commitment to ensure that all our employees have a secure working environment and can return to their families safely because of the heavy investments made in relation to safety and health measures.
- Raising awareness about other environmental benefits, such as reducing the amount of virgin material required for manufacturing and saving more natural resources. This has been widely addressed by our years of Corporate Social Responsibility initiatives to preserve the future generation through various projects, collaborations, exhibitions and awareness programs that instill the importance of caring for the environment.

RISK FACTORS

Risk plays a part in all our lives. As a society or business, we need to take risks to grow and develop. From energy to infrastructure, supply chains to airport security, hospitals to housing, effectively managed risks help societies achieve. In our fast-paced world, the risks we have to manage evolve quickly. We need to make sure we manage risks so that we minimise their threats and maximize their potentials.

As such, with the Group's pivotal interest to identify and manage significant risks, we have designed and implemented a comprehensive Enterprise Risk Management Policy ("the Policy") which forms part of the Company's internal control and corporate governance best practice which are further elaborated under the Statement on Risk Management and Internal Controls.

Some of the major risks being identified, monitored and mitigated severely by the Group on a day-to-day basis are elaborated further hereon.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FIRE

In our core recycling and recovery business, without a doubt the biggest risk which Tex Cycle faces from its day-to-day operation is fire risk. Fires involving hazardous wastes can bring significant harm to the people and the environment:

- There is the risk of death and/or serious injury and health mutilation from high thermal energy and smoke inhalation.
- Combustion products from toxic or non-toxic materials release airborne pollutants which can root adverse effects on human health and the environment.
- Fire water run-offs can passage the pollutants into drainage systems, rivers and lakes, groundwater and soil, which then results in threatening water supplies, public health, wildlife and recreational use.
- Explosions, sparks and projectiles can harm people and spread into fire.
- Substantial property damage and subsequent financial losses.

As part of our business strategy and planning, we have minimised this risk via a qualified safety and health department, whereby the safety officers perform daily monitoring and improve the existing safety features within the factory areas, especially in the event of a fire. We also have our annual safety audits done by the Department of Occupational Safety and Health Malaysia (“DOSH”) and BOMBA. All the employees are equipped with adequate in-house awareness seminars and practical trainings with the assistance of BOMBA. Nonetheless, we do have in place a fire fighting and rescue team as means of immediate response in the event of fire outbreak.

The Executive Directors and key management take this risk as a priority since the commencement of operations. The Group is committed to invest in fire safety equipments as well as other safety aspects within the Group.

WORK HAZARDS

Safety is always a major concern to all industries especially with the booming of more sophisticated and complicated technologies. Work hazard or injuries are very prone to our kind of industry whereby the Company deals in hazardous scheduled waste. Tex Cycle does employ a significant number of general workers to run the daily operations of the Company. All employees are well trained and equipped with the necessary safety measures despite which, mishaps do come along occasionally due to negligence of the workers just as the saying goes “to err is human”.

As a result, the downtime encountered from these mishaps may cause risk to the business in terms of cost and other non-financial areas. Same as for fire risk, we have minimised this risk via a qualified safety and health department, whereby the safety officers perform daily monitoring and improve the existing safety features within the factory areas to avoid such mishaps. The production supervisors are always putting out an eagle eye on the workers and in-house trainings are conducted regularly to ensure the workers are updated with all relevant precaution measures to be adhered to during production hours.

PRICE WAR

Although a company can maintain profit margins in a downturn by lowering perceived prices, the risk is high that competitors will reduce their actual prices, thereby starting a price war. Price wars or the pricing strategy tank battles, can easily turn into wars of abrasion in which everyone loses.

In a growing age of awareness onto treatment of scheduled waste, competition will always be continuously evolving as a result of new players entering the market. Intrinsically, Tex Cycle is always on the move to monitor and restructure its logistic, marketing and production teams’ effectiveness and efficiency in pursuit to achieve economies of scale to fight the price wars. Internal marketing strategies are also in place to mitigate this tough risk battle. In the long run, these will be able to comprehend rising cost of running the business itself.

CHANGES IN REGULATIONS

With the ever-sprouting green technology industry, legislations and regulations are deemed to kick in as protection from violation of certain rights and processes for the betterment of all stakeholders. Environmental related regulations attempt to protect public health and the environment from pollution by all the industries and developments.

The environmental related regulators, be it locally or internationally, have sought to develop methods for collecting interpretable, quantitative information about the costs and benefits of environmental regulations in areas where compliance imposes a financial burden, awareness of the health risks of non-compliance is lower, and officials are less trusting of the data on which regulations are based.

Hence, this may affect the schedule waste management businesses in the country depending on the laws passed. Some laws could impact adversely on the existing technologies and marketing strategies, requiring significant changes to be made in eyeing for compliance with those set rulings in line with upgraded environmental quality standards.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

For survival in those instances, Tex Cycle is always in the loop with all possible updates on SIRIM, DOE and the Local Town Council Regulations, to keep abreast with latest as well as recommended changes to related legal requirements. More so, we will be able to mitigate culture shocks within the Company and industry by being up-to-date and alert at all times.

MACHINERIES BREAKDOWN

Tex Cycle possess state-of-the-art facilities in the factory. Many high-tech equipments had been stored in place for a much more efficient and environmentally friendly output. A major risk is the breakdown of machines which then slowdown the production rates. Bearing in mind the increased volume of scheduled waste into the Company's premises, a machine breakdown could cause a huge pilling up of scheduled waste to be treated. This in turn results in decrease in storage space area and exposing Tex Cycle to other risks such as fire. To mitigate this huge risk, repairs and maintenance are always on-going to avoid devastative breakdowns in an untimely manner. Constant monitoring of equipments are also in practice by the engineers to ensure all variable elements are meeting the applicable standards set.

MILESTONES

Tex Cycle since its existence in 1984 has been in the recycling and recovery industry with its goal to constantly support the Government's initiative in protecting the environment with the following milestones achieved:

- 2003, awarded with ISO14001:2015; FKA ISO14001:2004 (constantly achieved till to-date)
- 2004 till 2009, awarded the Prime Minister Hibiscus Award
- 2005, listed in the BURSA Malaysia ACE Market
- 2006 & 2008, awarded by the Malaysian Canadian Business Council under the Business Excellence category
- 2006 till 2014, been shortlisted several times under the ACCA MaSRA Sustainability Reporting Awards
- 2016, 31 scheduled waste codes awarded till to-date by the Malaysian Department of Environment
- 2016, awarded Feed-In-Tariff approval by the Sustainable Energy Development Authority Malaysia ("SEDA") to commission a Renewable Electrical Energy Power ("REEP") Generation
- 2017, awarded with the Renewable Energy Power Purchase Agreement ("REPPA") with Tenaga Nasional Berhad
- 2017, recognition award to TEX CYCLE SDN BHD for Exceptional Performance in Environmental Protection and Management from Environmental Management & Research Association Malaysia Council (ENSEARCH)
- 2019, Solar Net Energy Metering
- 2019, registered as Registered Solar Photovoltaic Investor with SEDA
- 2020, awarded Feed-In-Tariff approval by the SEDA to commission a REEP Generation in Kedah
- 2020, awarded with the REPPA with Tenaga Nasional Berhad

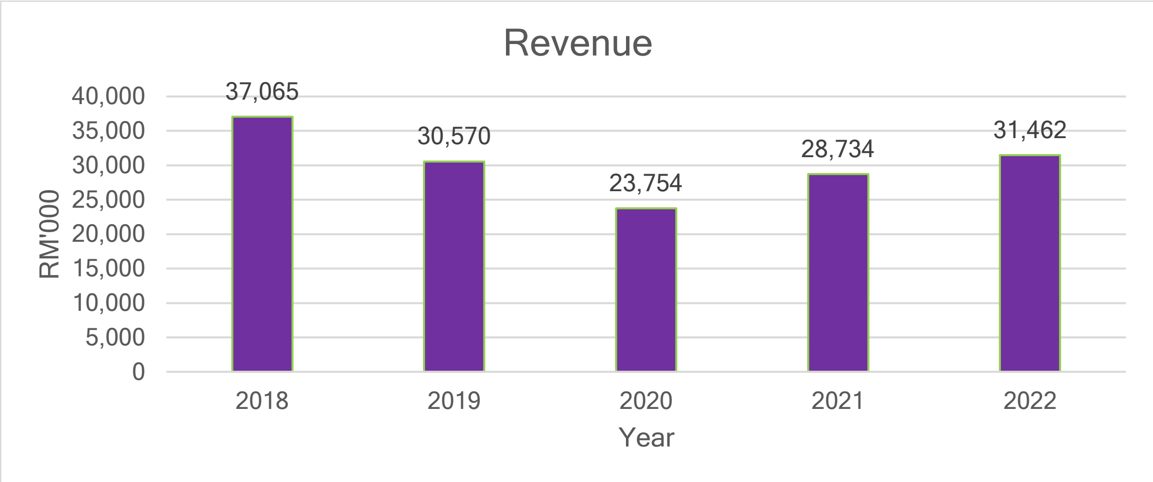
FINANCIAL OVERVIEW

Year	2018 RM'000	2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000
Revenue	37,065	30,570	23,754	28,734	31,462
Profit before tax	9,957	6,820	4,460	8,292	12,988
Profit after tax	7,747	4,977	3,290	6,156	9,740
Net earnings per share (sen)	3.05	1.96	1.31	2.46	3.71

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

REVENUE

During the year of 2022, the Group's revenue increased marginally by 9%, from RM28.7 million to RM31.5 million as a result of recovery of national economy and resumption of operations, leading to higher demand in the Recycling and Recovery Division ("RRD"). The Group's initiatives are to widen the existing customer base and provide greater awareness on the waste management facilities which the RRD of the Group possesses.



Improved logistics facilities

In the business world, "time is money". Hence, timely services have been a key driver in ensuring high customer satisfaction and securement of long-term contracts. The RRD had invested into additional transportation facilities and avenues to provide better service to customers. This also includes the recruitment of experienced logistics personnel into the RRD in order to fulfil the division's aim of improving its' current logistics planning and scheduling system. The logistics team ensures on time service or delivery as well as closely follows through the daily scheduling plans. Our prompt services have been key in growing our existing customer base and a pull factor to the many new customers that the division has seen, especially in the current financial year.

Strengthening of the marketing team

The RRD had also invested in the recruitment of more experienced marketing personnel as driving forces to boost the current sales volume. With the inclusion of these experienced hires from various backgrounds and capabilities, the RRD benefited from obtaining recurring sales volumes from many industrial companies within the country.

In addition, the RRD still continues to encourage the sales incentive programme for the marketing personnel with its' objective to provide a sound basis by which the marketing team is motivated and rewarded for achieving and exceeding all sales goals as set by the RRD. The incentive plan covers both commissions and bonus for the marketing team against set key performance indicators ("KPI"). The KPIs are being evaluated and monitored on a monthly basis with the co-operation of the finance and marketing departments. This is part of the plan to provide room for improvement to all marketing personnel. It is a form of awareness given before the year end hits in for the sole purpose to enable all marketing personnel to keep track of their performances and rally towards the year end with higher sales volume as set by the RRD.

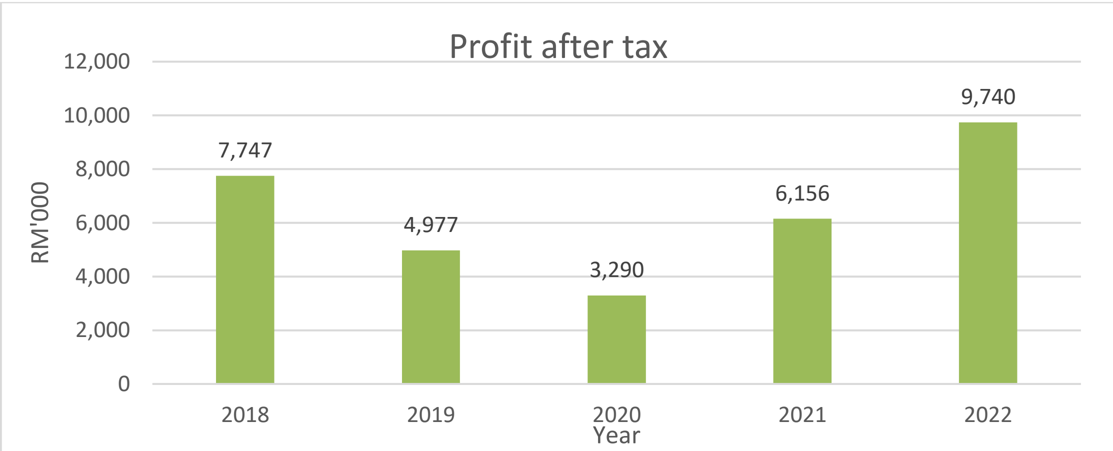
Among the additional work done performed by all marketing personnel in order to achieve the targeted revenues are as follows:

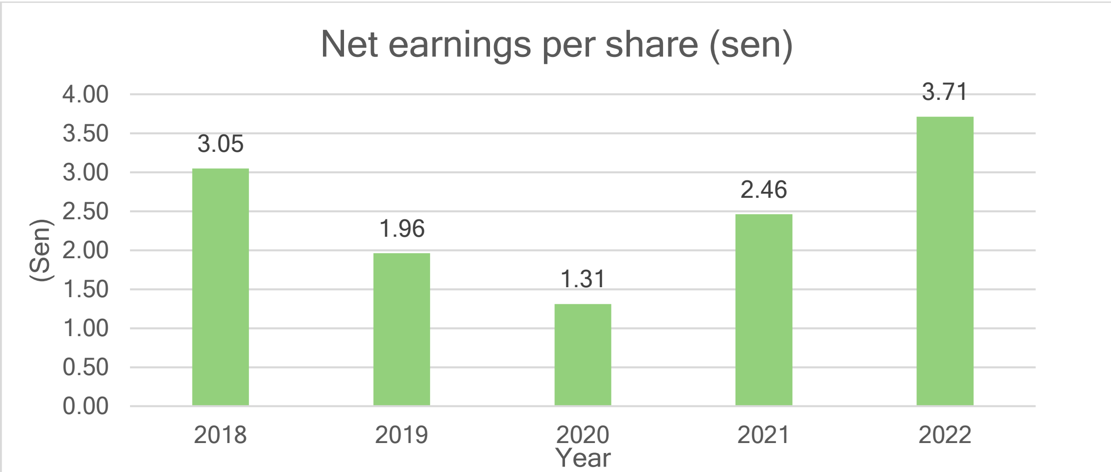
- Kept the RRD constantly informed as to competitive and economic conditions within the country which may affect the marketing or sales of the Company's services therein;
- Furnished the RRD, on a timely basis, with sales call reports, sales forecasts, and such other information pertinent to marketing team's performance;
- Assisted the RRD in obtaining relevant financial information concerning the customers and potential customers of the Company within the country; and
- Made use their best efforts to solicit orders for the services, promoted the sale of the services in a diligent and aggressive manner, and forwarded all orders to the Company promptly.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BOTTOM LINE IMPACT

The Group has its profit before taxation ("PBT") and profit after tax ("PAT") increased, from RM8.3 million to RM13 million and from RM6.2 million to RM9.7 million respectively. This is mainly due the investment property fair value gain recorded coupled by the resumption of operations and the Government's decision to ease the restrictions for economic sector operations has been well received by the industrial players. Last 2021, the scheduled waste business has been affected, weathering the economic impact of the COVID-19 pandemic. However with the distribution of vaccination it has contributed great positive impact to the company's operation especially due to customers being able to operate on a full scale added with the borders being fully open for export import deals to take place.





MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Investment in state-of-the-art equipments

The Company had been constantly ensuring significant upgrades and perusal of newly acquired machineries for the RRD. These investments come from various suppliers within the country as well as international level.

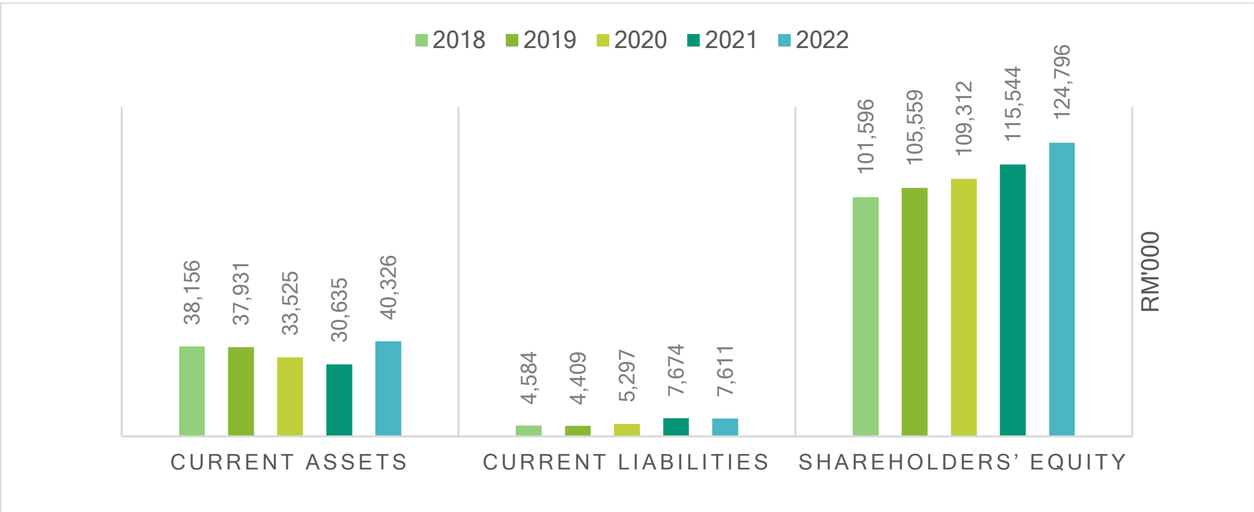
The machineries basically had been engineered upon taking into account of all advises and recommendations from international and local suppliers. This has helped in ensuring wastage of resources and time are minimised by a significant portion since the machineries are embedded with high capabilities and standards to perform multiple production tasks. These equipments are critical to the RRD to survive plus overcome the price war faced with upcoming competitors in the recycling and recovery industry. Not only it is cost saving but also can be categorised as green technologies especially with the Group's mission to support the Malaysian Government's initiative of promoting a greener environment in the country.

SUMMARY OF FINANCIAL RESULTS

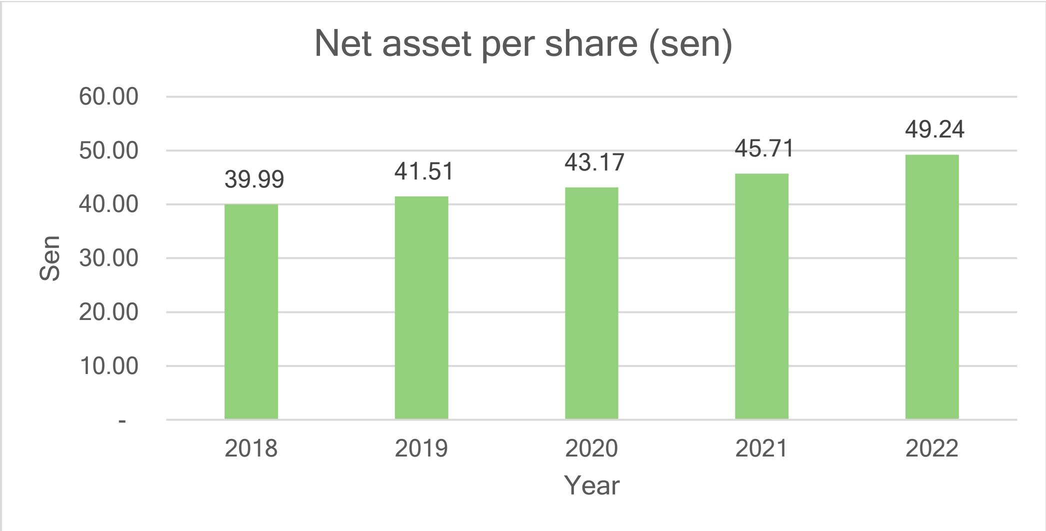
Outlined below are key financial ratios of the Group for the current financial year and the preceding financing year for comparison in all the key measures on profitability, liquidity, gearing and valuation.

Group Ratios	FYE 2022	FYE 2021
Profitability		
Operational Return on Asset (EBIT/Average Assets)	8.92%	6.55%
Return on Equity (Net Earnings/Equity)	7.80%	5.33%
Gearing		
Debt to Equity Ratio	0.29 : 1	0.13 : 1
Valuation		
Net Asset per share (RM/share)	0.49	0.46
Enterprise value/Total comprehensive Income	14 times	25 times

Year	2018 RM'000	2019 RM'000	2020 RM'000	2021 RM'000	2022 RM'000
Current assets	38,156	37,931	33,525	30,635	40,326
Current liabilities	4,584	4,409	5,297	7,674	7,611
Shareholders' equity	101,596	105,559	109,312	115,544	124,796
Net asset per share (sen)	39.99	41.51	43.17	45.71	49.24



MANAGEMENT DISCUSSION AND ANALYSIS REPORT



OUTLOOK

In current challenging times, where the economic situation is uncertain, many factors could take charge in deciding the fate of all future business growth, for instance inflation. The global economy turmoil is one of the external factors that will, at some time, potentially affect every business either bearishly or bullishly. Market fluctuations based on politics, wars and currency devaluation eventually trickle down to most commercial organisations. At present, some businesses are recovering from a very bad state that hit the country over the last 2 years especially with the ongoing outbreak of the Novel Coronavirus (“COVID-19”) and Russia-Ukraine war affecting the global and domestic economy. Almost the entire country’s tourism, production, import and export have been affected adversely for over the said period. Nevertheless, having said that with the new strategic initiatives carried out by our Malaysian Government, the trajectory of economic development seems to be on a positive track which in return benefits us a Group be it through our waste management activities or renewable energy efforts.

As such, with Malaysia’s extended positive signs of heading towards superior economic developments, the Group is very much hopeful for better days ahead while remaining vigilant as well of any concerning situations both locally and globally.

MOVING FORWARD

Amidst the COVID-19 pandemic, the Group has implemented innovative strategies to survive any of such catastrophes. Among them is to adopt the blue ocean strategy which is based on the simultaneous pursuit of differentiation and low cost. It is an “and-and,” not an “either-or” strategy. Conventional wisdom holds that companies can either create greater value for customers at a higher cost or create reasonable value at a lower cost. Here strategy is seen as making a choice between differentiation and low cost. In contrast, by applying this blue ocean strategy, the Group seeks to break the value-cost trade-off by eliminating and reducing factors an industry competes on and raising and creating factors the industry has never offered. This is what we call value innovation.

Value innovation is distinctively diverse from the competitive strategic approach that takes an industry structure as given and seeks to build a defensible position within the existing industry order. The strategic logic of value innovation guides companies to identify what buyers commonly value across the conventional boundaries of competition and reconstruct key factors across market boundaries, thereby achieving both differentiation and low cost and creating a leap in value for both buyers and the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Nevertheless, on hindsight, the Group does realise that a dynamic approach is always necessary in any organisation especially referring back to our history and shall bear in mind the existing business and technologies in place that brought the Company this far. A red ocean strategy is therefore brought into the equation to balance out the potential risks from a blue ocean strategy, vice versa. Reason being, there is already a well-established market for Tex Cycle with loyal and profound networking with the current customer base. To just disregard them may seem not a viable solution for substantial competitions and it creates negative market outlook. In a nutshell, the dynamic approach of both red and blue strategies was adopted and one of the Group's major innovation in conjunction with strengthening the current operations system in the scheduled waste management and aggressive approach in the Renewable Energy ("RE") sector. With the expected commissioning of the 2MW Renewable Electrical Energy Power Plant in Klang and other 15MW RE projects (ie. solar, biogas and etc) to be kicked off, the Group expects are great boost to its financials' top and bottom line. These projects will be highly in support of the Malaysian Government's latest Renewable Energy Roadmap (MyRER) to hit a target of 40% of renewable energy power installed capacity by the year 2035.

This is also coherent with the Company's believe in the "Cradle-to-Cradle" concept, with its pivotal intention to reduce disposal of scheduled waste to secured landfill which leaves behind substantial effects to the global environment. This concept is also brought to light by the DOE with the way forward being an evolution towards excellence in Integrated Waste Management by a paradigm shift from a Cradle-to-Grave to Cradle-to-Cradle approach. Waste was regarded solely as an unwanted by-product in the past, however, waste recycling and resources recovery are seen as potential resources now.

Our very own REEP's technology aims to further enhance and complement our existing scheduled waste management system with the following objectives:

Minimise the degradation of the environment

By using our in-house treated waste streams as fuel source replacing Liquefied Petroleum Gas ("LPG"), we have eliminated the use of new fossil fuel for the process. These waste streams if left untreated will contaminate ground and surface water, the waste will also degrade to form methane which is a potent greenhouse gas.

Zero or low GHG emission

The scheduled waste treatment process stops the creation of methane during the bio-degradation of biomass. Carbon Dioxide ("CO2") is created in place of the methane.

Safe for use and promotes healthy and improved environment for all forms of life

The process will neutralise biomass residue and in turn improve the environment for all forms of life.

Conserve the use of energy & natural resources

The project seeks to use decontaminated biomass destined for secured landfill as a fuel source to produce electrical power, hence the project when implemented will conserve on the use of environmentally degradable fossil fuel.

Promote the use of renewable resource

The project will create a viable and sustainable means to dispose of the decontaminated biomass, thus encouraging industries to use more renewable resources.

As such, the Company is at present in the midst of expanding its renewable energy division aggressively through many of our mind-boggling projects in the pipeline. Responses have been portrayed to be very positive from all parties and possible announcements will be made once agreements have been signed off. Our goal is to reach out to as many biomass feedstocks producing businesses in order to promote this clean energy system which is the future business and will indirectly help to save our environment rather than toying along the incineration method which is most commonly perused but may be extremely harmful to the flora and fauna around us.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

EFFORTS IN SUPPORT OF A CIRCULAR ECONOMY

A circular economy is a concept of production and consumption, which involves sharing, leasing, reusing, repairing, refurbishing and recycling existing materials and products as long as it's attainable. In this way, the life cycle of products is extended. In actual practice, it implies reducing waste to a minimum. When a product reaches the end of its life, its materials are kept within the economy wherever possible. These can be productively used again and again, thereby creating further value & benefit. This is a departure from the traditional, linear economic model, which is based on a take-make-consume-throw away pattern. This model relies on large quantities of low cost, easily available materials and energy.

The world's population is growing and with it the demand for raw materials. However, the supply of crucial raw materials is limited. Besides that, extracting and using raw materials has a major impact on the environment. It also increases energy consumption and CO2 emissions. However, a smarter use of raw materials can lower CO2 emissions. In the year 2015 itself, the European Commission presented a new circular economy package. The package contains an action plan for the circular economy, mapping out a series of actions planned for the coming years, as well as four legislative proposals on waste, containing targets for landfill, reuse and recycling, to be met by 2030.

With all these efforts undertaken by these foreign countries, the Malaysian Government had wished to explore possibilities to make this happen in our very own beloved country.

RESEARCH AND DEVELOPMENT STRATEGIES

Tex Cycle embraces R&D within our organisation by working on with newer products or technologies subject to important shifts coherent with our blue and red ocean strategies. While R&D work can be instrumental in creating new products or adding features to old products, the work that the department does is more complex than simple innovation. R&D is connected to marketing, cost management and other parts of business strategy.

Market Participation

The idea is to allow Tex Cycle grasps the ability to attract new customers and win customer interest. At its core, R&D is about innovation, offering consumers something they have never seen before. When the R&D team can pull off such a product offering, the interest that consumers have can cause a sharp leap in market participation and sales. It may even create an entirely new market for our Company.

Cost Management Benefits

Our R&D idea does not create value directly in relation to how much funding the department receives. It is unique in this property. The success of R&D depends more on the practices, talents and innovations of the people working there than on how much money the department receives. This means that our Company can actually spend less money on R&D than many competitors but work to secure talented employees and proper goal orientation and still produce good results in return.

Marketing Strategies

With more upcoming R&D outbreaks, it allows the Company to create strong marketing campaigns and advertising strategies. The two divisions comprehend each other very well. The R&D department focuses on creating new product designs or add features, and the marketing department interprets these changes in the most exciting light possible in order to attract customers, creating synergies between the two branches.

Trend Matching

At many times a market is already embracing a trend, and the R&D department can be used to make the business active in that trend and boost the sales. For example, in our current markets with rapid embracement of green products, Tex Cycle aims to use R&D to evolve products out of natural ingredients, recycled materials or biodegradable substances, allowing for the release of an eco-friendly version of the product that increases sales. When R&D can catch up with trends, the business is seen as adaptable and profitable. On this ground, we had already kick started several R&Ds to uplift our goal of 4R Concept of “Reduce, Reuse, Recycle, Recover”.

Among the on-going R&D projects are as follows:

1. Research on potential renewable energy power generation methods by utilising the various available renewable sources locally and globally.
2. Testing phase of our in-house built Anaerobic Digestion & Desorption Unit ("ADDU"), a newly enhanced methodology of increasing the capacity of production to treat waste in a more efficient and economical method in addition to saving fossil fuel intakes.
3. Computerisation of the logistic department to create more efficient collection services.
4. Powering communities with distributed energy fueled by local waste.
5. In collaboration with Universiti Putra Malaysia ("UPM") to develop graphene-based oil absorbents. Refer National Graphene Action Plan 2020 for further discussion.

NATIONAL GRAPHENE ACTION PLAN ("NGAP") 2020

Metro Koats Technology Sdn. Bhd. ("MKT") is one of the subsidiaries under the Group that is primarily engaged in environmentally friendly waste management business which provides professional services preferred by companies from various industries, mainly of the Electronics, Engineering, Automobile, Oil & Gas and Printing industries in accordance with the Environmental Quality Act.

Under NGAP 2020 programme, in collaboration with UPM, MKT has developed graphene-based oil absorbents during a Product Development Stage. The developed oil absorbents using different substrates (e.g. recycled shredded cloth, melamine sponge) are capable to selectively absorb oil and repel water at enhanced absorption capacity. The oil absorbents can be further developed and later used as oil spill kit – which can be adopted in various applications such as Oil & Gas and Automotive. Currently, MKT is proceeding with the prototype development and in the phase of scale up prior to commercialization. During this phase the team is in the process of tweaking and improvise the product developed to be industrial friendly and effective.

INVESTMENT IN CORPORATE SOCIAL RESPONSIBILITY ("CSR") FUND

Tex Cycle has also invested into a fund namely Interpac Social Enterprise and Responsibility Fund ("ISERF") with the idea of a more sustainable funding for CSR activities on top of our usual charity, donation and sponsorship drives as well as sustainability events with regards to the environment which is further elaborated under the Sustainability Report.

The ISERF is a conventional wholesale equity fund issued by Inter-Pacific Asset Management Sdn. Bhd. that encourages social responsibility and social enterprise participation by utilising returns from investments. The fund will disburse 20% of the gain in the financial year which is measured by the increase in the Fund's NAV within the financial year, either in the form of dividend declaration, capital repayment or any other methods, back to the investors. The principal objective of the disbursement is for the investors to participate in social responsibility projects and causes of their choice. However, actual utilisation of the disbursement is at sole discretion of the investors.

This is neither a capital protected nor capital guaranteed fund.

This fund is suitable for sophisticated investors like us who:

- Have long-term investment horizon;
- Seek for capital gains; and
- Use a portion of the capital gains to participate in social projects of their choice.

Tex Cycle is always at a look out for such similar funds with CSR motives connected to it.

SOLAR NET ENERGY METERING

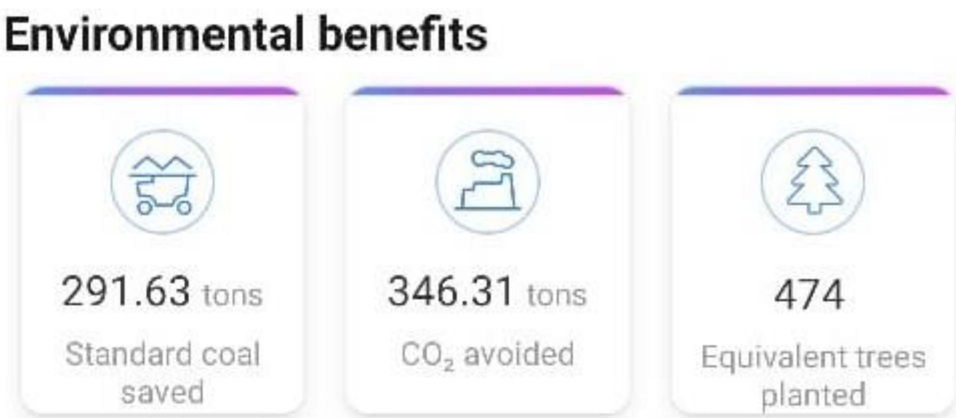
Malaysia is blessed with abundant sunlight all year round and the Malaysian Government has adopted policies to encourage the development of the solar industry, specifically to drive awareness of the benefits of solar photovoltaic ("Solar PV"), e.g. improving energy security and reducing carbon emissions.

With an installed capacity greater than 508 GWs worldwide and the annual addition of about 106 GWs in the coming year, Solar PV technology has become an increasingly important energy supply option. While the majority of operating solar projects are in developed economies, the significant fall in Solar PV technology prices coupled with rising costs of fossil fuels have driven fast-growing interest in Solar PV technology in emerging economies in Southeast Asia reducing the need for subsidies as well as enabling solar power to compete with other power generation options.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Tex Cycle's nature of business requires high usage of electricity due to recycling and recovering activities in an extensive volume and variation of waste daily. As such, the cost for day-to-day operations is high. By using net energy metering ("NEM") scheme, over 900 panels with 318.5kWp capacity installed since November 2019 on top of the roof of Tex Cycle's facility, the effective savings to the company is approximately 40% of the electricity cost per annum. On top of that early of year 2021, the Group has invested into additional solar panels to increase the capacity of the solar plant by 100kWp with over 200 panels which is expected to give an additional savings of 10-15% on Tex Cycle's electricity cost. Based on the total kWp capacity installed, the group managed to save 55% on average in electricity cost throughout the year 2022. Effectively translated to a total of RM 151,756.92 savings in the said period.

This effort is also in line with the Malaysian Government which has adopted policies to encourage the development of the solar industry, specifically to drive awareness of the benefits of solar photovoltaic ("Solar PV"), e.g. improving energy security and reducing carbon emissions.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

JOINT VENTURES

WASTE TO ENERGY - UNITED KINGDOM

The wholly-owned subsidiary, Tex Cycle Sdn. Bhd., has on 20 June 2019, entered into a Joint Venture Agreement (“JV Agreement”) with Culzean Generation Ltd.. Under the JV Agreement, the parties will be shareholders of a new joint venture company known as Culzean W2E Ltd. (“Culzean”).

Culzean was incorporated in the United Kingdom (“UK”) on 29 June 2018 with issued and fully paid share capital of GBP £100.00. Its principal activity is procurement, supply, installation and operation of small-scale combined heat and power systems utilising non-recyclable waste as a feedstock. Culzean Generation Ltd. and Tex Cycle Sdn. Bhd. have both owned £300,000 worth of share capital after the injection of investment.

The joint venture between two companies is aimed to supply the sustainable energy generated from non-recyclable waste to business customers in the UK. Culzean plans to set up its first 2MW renewable electrical energy plant ("REEP") project in Ellesmere Port, Cheshire, north-west England, followed by another in Burnley, Lancashire and aims to prolong landfill life in the UK with the expertise in biomass gasification REEP to generate power from waste.

Culzean owned two subsidiaries which named Holborn Energy Ltd. and Barbican Power Ltd.. These companies are Office of Gas Electricity Markets of UK (“OFGEM”) accredited supply companies and are currently dormant with no trade and liabilities. Each company is holding an electricity supply license that allows the three companies to supply and sell electricity and gas to the public.

In light of the adverse effect of the pandemic, the UK REEP project is ongoing on a slower pace for the necessary applications. Nevertheless, on the bright side Culzean has secured a few waste management deals such as the following:

Medical Waste Treatment:

Culzean and Medisort Limited have agreed to work together through an MOU signed on 13 July 2020, insofar that:

i. Culzean is setting up a facility to process 3,200 tonnes per annum of medical and clinical waste via high temperature incineration (“HTI Plant”).
ii. Medisort has expressed an interest in the supply of up to 3,200 tonnes per annum of waste for high temperature incineration, at a gate fee of £600 per tonne.
iii. Culzean will procure, build, commission and operate a number of facilities embedded within hospital or other healthcare setting infrastructure, delivering heat and/or power to the healthcare setting with the first of these sites likely to be installed at the Calderdale and Huddersfield NHS Trust site in Huddersfield.

Refuse Derived Fuel (“RDF”) Treatment

RDF is produced by removing recyclable and inert materials from waste derived from Municipal, Industrial & Commercial and Construction & Demolition waste streams. In the UK there were 27.7m tonnes of RDF produced in 2019. The waste market is dominated by the “big four” of Veolia, Biffa, Viridor and Suez, together with numerous mid-tier producers such as Ash Group, Wheeldon Brothers and Dickinsons. They divert waste to primarily four areas – Energy From Waste (EFW) plants, landfill, export and the cement kiln industry. Whilst EFW provides a more economical and sustainable treatment option for RDF, currently only 45% of UK RDF goes to EFW plants (at prices over £90 per tonne) due to limitations on geographical footprint and operational capacity.

This lack of capacity has resulted in 42% of RDF going to either landfill (at prices over £120 per tonne) or to export. Countries such as China and Malaysia whose refusal to accept UK waste together with changes to EU tax laws on imported waste have led to a declining market for exported RDF, again increasing the volumes going to landfill.

Our aim is to divert this waste away from landfill, for both economical and environmental reasons which are well documented. Plus, the system which has been developed and manufactured in the UK will be deployed at or near RDF processing plants to reduce transport cost, carbon footprint with reduced impact on the environment.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

General Progress

On 6 October 2020, Culzean has also engaged and sealed a collaborative partnership with Simonswood Properties Ltd ("SPL") who has a 20-acre site at Simonswood Industrial Park, Kirby upon which the HTI plant could be built, subject to planning and environmental permit consents which Culzean proposes to obtain. SPL is prepared to let a site to Culzean for the purposes of setting up such facility referred to above. SPL is prepared to rent the land area known as "Green Zone" for a period of 30 years period at an initial 5 year rental of £55,000 per acre per year subject to other terms and conditions.

Culzean has successfully submitted the Schedule 13 Small Waste Incineration Plant permit application and awaiting the results of the government and public opinion on this green project abide the planning submission has been approved by the Committee of Lancashire County Council on 7 December 2022.

Further progress on this JV will be made available to public upon completion of certain milestones.

SOLAR ENERGY

Another venture by the Group would be to diversify the renewable energy portfolio by targeting the Solar Energy sector with our very own running Solar Net Energy Metering ("NEM") system since November 2019. Solar has been booming recently with the awareness given from the relevant ministries in Malaysia which Tex Cycle is looking forward to participate and playing a part in it as well.

The Group wishes to embrace CSR and Sustainability by reducing carbon footprint and encourage use of clean energy from the Sun as part of our business model. We are also working out methods to help supply solar power with the best possible financial deals and lowered risk to targeted customers. For every one megawatt of solar power generated from the solar panels, customers will be able to reduce twenty thousand tonnes of carbon dioxide which is substantial. Solar panels on rooftop of businesses like factories will also significantly reduce the heat on the roof and the premises.

As such a shareholders' agreement has been signed on 20 March 2020 between Tex Cycle Sdn. Bhd. ("Tex Cycle") and EFS Revision Energy Sdn. Bhd. ("EFS") to establish a joint venture company ("JV Co") named EFS MYSolar Sdn. Bhd.("EFS MYSolar"), which will identify, evaluate and execute strategic business opportunities in the solar energy sector. Our partner, EFS's principal activity is providing provision of engineering, procuring, construction, commissioning and consultancy services related to renewable energy and energy efficiency. They were also responsible for the success of Tex Cycle's own Solar NEM in Klang.

The JV Co has a share capital of 1.2 million shares of RM1 each, will be 70% owned by Tex Cycle and 30% held by EFS. This means Tex Cycle takes up stake for RM840,000. The Board of the JV Co shall comprise three Directors. As such, Tex Cycle shall be entitled to appoint two Directors and EFS shall be entitled to appoint one Director.

List of acquired Solar Feed-in-Tarriff ("FiT") plants in Malaysia:
- Revision Solar Sdn Bhd (187kWp)
- Klasik Aktif Sdn Bhd (187kWp)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

EFS MYSolar is also a Registered Solar PV Investor under the Net Energy Metering Scheme by SEDA Malaysia providing a Corporate Renewable Energy Power Purchase Agreement ("CREPPA") to potential customers under this programme. As at the date of this report, EFS MYSolar has successfully secured a total of 9.9.0MWp of CREPPA projects of which 7.1MWp has been commissioned. The Solar division is growing steadily on this score and looking forward to be able to be of great succor to the many companies out there, be it large, medium or small in size, in saving their operations overhead cost as well as our beautiful environment.

Some of our commissioned projects are as per the following:

Rice Mill Factory – Melaka (0.3MWp)

Electronics Company – Negeri Sembilan (0.9MWp)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Chocolate Manufacturer – Selangor (2.1MWp)

Warehouse Retail – Selangor (1.0MWp)

Independent High School – Kuala Lumpur (0.8MWp)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Electronic Manufacturing – Kedah (0.9MWp)

Electronic Manufacturing – Penang (2.8MWp)

Electronic Manufacturing – Penang (1.0MWp)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Due to the successful implementation of solar projects locally, Tex Cycle Technology (M) Berhad decided to expand the solar offerings globally through strategic partnerships. This can be seen through the recent announcement that EFS MYSolar (Thailand) Co. Ltd. (“EFST”), a joint venture of the Company had on 8 July 2022 signed a Solar Power Purchase Agreement (“PPA”) with a Rubber factory in Thailand.

Under the agreement, EFST is responsible to design, construct, install, own, operate and maintain a solar photovoltaic energy generating system with the capacity of 1MW of electricity at the premises of the said Rubber factory.

The duration of the agreement will be for a period of twenty (20) years from the commercial operation date in accordance with the agreed terms and conditions as stipulated in the agreement.

Rubber Factory – Thailand (1.0MWp)

BIOGAS TO ENERGY

The latest venture is an agreement made between Green Lagoon Technology Sdn. Bhd. and Lestari G2E Sdn. Bhd. (wholly-owned subsidiary of Tex Cycle Technology (M) Berhad) to construct and operate a 3.6 MW/hr Biogas-to-Energy plant in Johor on a joint-venture basis which is expected to be commissioned in Q3 2023

Through this Joint Venture agreement, Lestari G2E Sdn. Bhd. acquired a 30% stake in GLT BP Power Sdn. Bhd. from Green Lagoon Technology Sdn. Bhd. as a joint-venture vehicle, with the aim of resolving some of the issues facing the palm oil mill owners, mainly on the untapped potential of the biomethane produced through the palm oil milling process.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This biomethane can be utilised as a renewable energy resource, which is cheaper and more environmentally friendly than fossil fuels. The business model is to provide customized waste to energy solution for the palm oil industry and entails the installation and operation of waste to energy Biogas plants at strategic locations, where the electricity produced is sold to Tenaga Nasional Berhad through Renewable Energy Power Purchase Agreement ("REPPA") authorized by Sustainable Energy Development Authority ("SEDA") for 21 years**.**

CHANGE IN PROJECT DIRECTION IN KEDAH

On 15 July 2020, Tex Cycle entered into a Shareholders' Agreement with Pakar Go Green Sdn. Bhd. ("PGG") and KLPK Niaga Sdn. Bhd. ("KLPK"). Tex Cycle, PGG and KLPK intend for Pakar B2E Sdn Bhd ("PB2E") to be the joint venture vehicle for entering into projects relating to the development of a 4MW renewable energy power plant, procurement and processing of biomass solid fuel for renewable energy generation, trading and/or export the by-products obtained from the process. The SEDA Feed In Approval Certificate was successfully approved on 2 July 2020.

However, continuation from the previous held back brought upon by the adverse impact of the COVID-19 pandemic, the price for feedstock escalated further threatens the viability of the project as a whole. The PB2E management were involved in series of dialogues with some of the prominent feedstock suppliers but due to the limited time offered, the project milestone set by SEDA can no longer be met in time thus leading to revocation of the Feed In quota on the 1st October 2022.

With that being said, the PB2E management still remain hopeful to revive biomass to energy project in Kedah sometime in the near future while the current focus as of now is to take advantage of readily available biomass to produce alternative fuel which is in great demand globally due to The Paris Agreement.

FUTURE GREEN COLLABORATIONS

Diversification has always been an important factor for survivability of an organization. In order to stay relevant and grow from strength to strength in the ever-changing economic situation, exploring possibilities of projects beyond the Klang Valley and even globally has become fundamentally important. As the Group aims to promote sustainability and environmental consciousness, the management team and Directors have put lot of efforts into exploring projects and its' viabilities that are not only beneficial environmentally, but would also increase the longevity of the Group as a whole.

The collaborations are viewed as an extension to Tex Cycle's long-time business concept of "Reduce, Reuse, Recycle, Recover". Among them are spearheading waste to energy projects in order to create economical value of the waste instead of being discarded in the landfill at an alarming rate as well as extending the life span of the landfills in our very own country. With this approach, such lands could then be used for other developments and at the same time, reducing harmful gases from being emitted from the decaying process of most wastes. It was a step to assist the Malaysian Government in resolving environmental issues.

Besides that, we are also looking at biomass to energy plants with our state-of-the-art gasification system which drew a lot of attention from many parties to generate power and produce by products that will be of high value to many interested plantations and factories. Malaysia has been blessed with tremendous amount of biomass sources which have been considered as unwanted dropouts or waste by many. Whereby Tex Cycle seen it as an opportunity to create value on these sources which resulted in the activity of securing the said sources by approaching many of the biomass source owners in view to collaborate on making these projects viable and instead of relying on depleting fossil fuel for power. We have taken this as an advantage to generate power with venturing with the source owners especially in times of financial turmoil globally and domestically. With this renewable energy will be a key future venture by Tex Cycle to be in support of the government's initiative to increase the usage of renewable energy to the desired state. All these collaborations, once materialized will be made available to public and will definitely help grow Tex Cycle's image and branding as one of the Renewable Energy experts as well be it in biomass, biogas, hydro, waste to energy or solar power generation projects.

The country's economic growth for the year 2023 seems improving and on a good momentum. Nonetheless, the Group is always monitoring the development of COVID-19 pandemic as well as the Russia-Ukraine war closely and actively with much focus on cost optimisation and streamlining its existing processes at this juncture.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

With that being said, the Group has not held back but rather have been aggressively venturing into necessities of the future which is the Renewable Energy sector. Several focus of this sector that can bring great value to the Group are biomass to energy, waste to energy, solar energy, biogas and other related green products. This would be in line with the Malaysian Government's initiative to reduce the carbon emissions by way of utilizing renewable energy resources which are abundantly available in our country. On the other hand, the Group's core business of scheduled waste management has not been left hanging behind the doors but rather the Management is working on a vast range of researches to upgrade its environmental services and technology to be at a dominance in the market. With the expansion on medical waste and municipal waste treatment which is expected to take occurrence in the year 2023 at its' UK joint venture company, the Group aims to grow rapidly in the ASEAN region in the near future.

APPRECIATION

We, the Executive Directors and key management team, would hereby like to extend our heartfelt appreciation to the Independent Non-Executive Directors, management and employees for their contribution and dedication during the 2022 financial year that have showcased the Group's ability to not only withstand the pandemic but to top it all of by boosting our profits to almost double as compared to the preceeding year. Rest assured Tex Cycle's team is keeping our heads up and moving ahead through this vulnerable pandemic with our ever-green ventures through our highly talented team. Our humblest appreciation also goes out to our customers and partners in business for their commitment and trust over the years and hopefully for the many more years to come forth, plus last but not least to our shareholders for their continuous support towards the evolution in addition to development of Tex Cycle's business as we work towards saving the environment for the good of our current and future generations.

SUSTAINABILITY REPORT

ABOUT THIS REPORT 2022
PREFERED SCHEDULED WASTE MANAGEMENT

Our theme "Preferred Scheduled Waste Management" highlights our efforts to continuously move towards a sustainable future. With the on-going technological advancements in the industry, we keep abreast of the latest waste management process and compliance requirements. As one of the foremost schedule waste management service providers, we take vigilant concern on the quality, environment and compliance issues.

We are delighted to present Tex Cycle's annual Environmental, Social, and Governance ("ESG") Report. Our Sustainability Report ("SR") concentrates on Tex Cycle Technology (M) Berhad's sustainability practices in which we emphasize the Environment, Social, and Governance ("ESG") impacts of our business operations and initiatives. This will be our fourth year to comply with Bursa Malaysia requirements on sustainability reporting, thus we have gradually realigned to our approach and prioritised reviewing our material issues and mapping out our route forward to embed sustainability throughout our business operations. The Sustainability Statement ("Statement") sets out what the Board of Directors ("Board") considers as material sustainability risks and opportunities, collectively known as Material Sustainability Matters, that impact the way the operations of the Company and its subsidiaries ("Group") are carried out as well as how the Material Sustainability Matters are managed.

Furthermore, throughout this SR, we demonstrate our full commitment in integrate sustainability practices and preparing this statement pursuant to the following:

1. Bursa Malaysia Securities Berhad (“Bursa”) ACE Market Listing Requirements (“AMLR”),
2. Sustainability Reporting Guide 3rd Edition issued by Bursa
3. Global Reporting Initiative (GRI).

In preparing this Statement, the Board has also considered the Sustainability Reporting Guide - 2nd Edition and its accompanying Toolkits, issued by Bursa. The contents of this Statement encompass the Group’s key business operations, which comprise the manufacturing and recovery and recycling business. This Statement emphasises the Group’s commitment towards ensuring that its business operations are carried out sustainably and responsibly, taking cognisance of the ESG implications it is exposed to.

SUSTAINABILITY GOVERNANCE

Whilst the Board is primarily responsible for the sustainability performance of the Group, it has delegated to the Audit Committee to oversee the risk management and internal control system, which includes the exposure of the Group to sustainability risk. The Group integrates sustainability into its risk management system, where sustainability is invariably a mooting point at the Audit Committee meetings when risk management matters are discussed and deliberated upon, especially when an update of the risk profile of the Group is undertaken.

The Audit Committee is assisted by the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) in providing updates on matters related to risk and sustainability. The outcome of the Audit Committee meeting is then escalated to the Board by the Audit Committee Chairman for further deliberation.

The CEO and CFO, who are the main drivers of sustainability measures and initiatives are supported by their team of senior management personnel in implementing the strategies towards achieving a sustainable performance of the Group.

REPORTING SCOPE AND BOUNDARIES

Tex Cycle’s SR 2022 has been prepared in conformity with Bursa requirements. This SR covers the reporting period from 1 January 2022 to 31 December 2022. Our main focus for this year is on assessing our material sustainability topics that encompass the ESG aspects. The content of this report is based on the material topics that we have identified. The scope and boundaries of this SR cover all our entities and operations in Malaysia. The scope of our coverage remains the same however as when Bursa requires enhancement, we amend it accordingly.

Assurance

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

SUSTAINABILITY REPORT

ABOUT TEX CYCLE TECHNOLOGY
Vision

Tex Cycle envisions being the preferred scheduled waste recycler in Malaysia. It aims to achieve this vision through the practice of sustainability in every aspect of the business with persistence, commitment, determination and passion. It further aspires to one day be able to achieve zero-waste through the maximisation of resources.

Mission
- Tex Cycle is committed to doing its part by engaging in continued ways and means to reduce all possible threats to the Environment. It embraces all relevant national as well as international efforts and inspires awareness of environmental protection in the community at large.
- Tex Cycle believes in sharing our resources with our most important stakeholders, our employees who are given the utmost priority. We pursue our mission with a continuous commitment to ensuring that our employees work in a safe environment and return to their families safely.
- Being in a competitive marketplace, our professional teams need to manage our customer's satisfaction efficiently and proactively. We uphold this with loyal and professional assistance which is provided by engaging our exceptional services and reliable products at all times.
- Tex Cycle embarks on continuous Research and Development (“R&D”) in striving to do business profitably and responsibly by seeking up-to-date technologies and modern state-of-the-art equipment and upgrading its operations for more effectiveness and efficiency in all that it does.
- Tex Cycle addresses Corporate Social Responsibility to the future generation through various projects, collaborations, exhibitions and awareness programs to instil the importance of caring for the environment. Tex Cycle also readily extends assistance in whichever way possible to the less fortunate.

Corporate Values

Tex Cycle's Board commits itself and its Directors to ethical, business and lawful conduct, including proper use of authority and appropriate decorum when playing the role of Board members. We practice the following corporate values in our business operations:

- Adhering to all regulations wherever we operate.
- Practicing high ethical standards and sincerity in our business.
- Protecting the environment and community in all our actions.
- Respecting diversity and individual growth of Employees.
- Creating higher value through technology, creativity and innovation.
- More than meets the expectations of Customers and Shareholders and builds mutually profitable relationships.

WHO WE ARE

Tex Cycle Technology (M) Berhad (“Tex Cycle Technology” or “the Group”) is an investment holding company, which was listed on the ACE Market of Bursa Securities Malaysia Berhad on 27 July 2005. Today, Tex Cycle Technology is the holding company of Tex Cycle Sdn. Bhd., Tex Cycle (P2) Sdn. Bhd., Metro Koats Technology Sdn. Bhd., Metro Envy Sdn. Bhd., TC Chemical Sdn. Bhd., EFS MYSolar Sdn. Bhd., Revision Solar Sdn. Bhd., Klasik Aktif Sdn. Bhd., Pakar B2E Sdn. Bhd., Lestari G2E Sdn. Bhd., Tex Evolusi Waste Energy Sdn Bhd, TC Plus Energy Sdn. Bhd. and invested in Culzean W2E Ltd., Barbican Power Ltd., Holborn Energy Ltd. and GLT BP Power Sdn Bhd..

The Group is primarily engaged in an environmentally friendly waste management business which provides professional services preferred by companies from various industries, mainly of the electronics, engineering, automobile, oil & gas and printing industries under the Environmental Quality Act.

Conversely, we also supply specialised products for the defence industry and further endow chemical products for oil & gas, agricultural and chemical-related industries.

Our systems and procedures are technologically advanced and upgraded frequently. This allows us to offer a one-stop solution to our valued customers with economical products and services in total compliance.

As diversifying is key to maintain survivability and relevance in the competitive market, the Group has ventured into the renewable energy sector ranging from biomass to solid waste to energy projects. In line with the Government's initiative to promote and increase renewable energy usage, the Group is working closely with the SEDA Malaysia. The Group is working tirelessly to explore key potential projects locally and internationally.

SUSTAINABILITY REPORT

Apart from waste to energy, the Group ventured into Solar Energy as well. It is another key component in moving forward with the renewable energy diversification program to help industries lessen the cost of operation where the volume of electricity consumption is high.

OUR CONTRIBUTION TOWARDS SUSTAINABLE DEVELOPMENT

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

17 Sustainable Development Goals (SDGs) - By United Nations General Assembly 2015

Aligning ourselves to the aspirations of the Malaysian Government, we have adopted these goals as part of our sustainability journey. We identified seven SDGs that the Group commits to support directly and/or indirectly i.e. SDG No 3, 4, 7, 8, 12, 13 and 16.

SDG ADOPTION

SDG	Goals	Management Action
Goal 3	Ensure healthy lives and promote well-being for all at all ages.	We are committed to creating a safe workplace and promoting healthy living amongst our employees.
Goal 4	Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all	We provide highly intensive training and retraining to our staff due to the nature of our business.
Goal 7	Ensure access to affordable, reliable, sustainable and modern energy for all.	We involve in activities that relate to energy conservation.
Goal 8	Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all.	We create a workplace that is conducive to productivity and growth by providing job opportunities and equipping our employees with various training and development programmes.
Goal 12	Ensure sustainable consumption and production patterns.	We ensure that our business complies with the rules and regulations of waste management.
Goal 13	Take urgent action to combat climate change and its impacts*	We involve in activities that relate to energy conservation.
Goal 16	Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels.	We place ethics and integrity at the centre of our business operations and have policies in place towards embedding such values throughout our organisation.

SUSTAINABILITY REPORT

ESG PILLARS

ENVIRONMENTAL	SOCIAL	GOVERNANCE
▪ Sustainability. ▪ Water usage and water safety. ▪ Deforestation. ▪ Use of natural resources. ▪ Waste and pollution. ▪ Greenhouse gas emissions and climate change.	▪ Social responsibility. ▪ Community support. ▪ Health and safety. ▪ Relationships With employees, suppliers, customers and communities. ▪ Equal opportunity and diversity. ▪ Economic inclusion. ▪ Stakeholder opposition.	▪ Transparent and accountable corporate governance. ▪ Internal controls and assurance. ▪ Responsible corporate behavior and ethical decision-making. ▪ Executive remuneration. ▪ Shareholder rights and board diversity. ▪ Responsible marketing and advertising. ▪ Illegal business activities. ▪ Corruption and bribery at home and international operations.

OUR VALUE CHAIN

Our core business is:

- Recovery and Recycling of Scheduled Waste

Recovery and Recycling of Scheduled Waste

Our recovery and recycling of scheduled waste division were formed in 1984, a time when contaminated waste was unintentionally dumped in landfills or burned indiscriminately at obscure places. Sharing the same vision as the Department of Environment ("DOE") to continuously protect the land we live on, we have developed to earn pioneer status in the recycling of scheduled waste. We practice and act on the worldwide effort of waste management, living the motto of "Reduce, Reuse, Recover, Recycle."

As a professional recycler, we collect contaminated materials directly from companies in the electronics, engineering, automobile, oil & gas, printing and other manufacturing industries. These materials are soiled with grease, inks, solvents and whatever substance imaginable. Such wastes are now highly regulated and have to be disposed of, at sites permitted by the DOE and handled only by licensed contractors. Every year, the ever-increasing hundreds of tons of contaminated materials are transported by our licensed fleet of trucks to our sites.

Our job is to remove contaminants from the soiled materials so that they can be reused. Damaged materials can also be converted into safe recyclable products, fit for reuse.

Our factory, utilising the latest state-of-the-art technology is designed to handle the logistics and processes involved in waste management. Safety and hygiene consciousness is our law. Our trained drivers and service personnel are committed to quality and provide the best solution in waste management. We pride ourselves in the fields of research, trend development and service excellence. We work closely with our customers and the authorities in complying with the latest environmental regulation. Being a major player in the environmental business, we will continue to service and upgrade our processing methods to meet or exceed the stringent government standards for waste-water purity.

Location of Corporate Office

Lot 8942, Jalan Telok Gong
42000 Klang, Selangor Darul Ehsan, Malaysia

Location of Registered Office
c/o Acclime Corporate Services Sdn. Bhd.
Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City,
59200 Kuala Lumpur, Malaysia

Review of operations

The group’s operations are illustrated in the Management Discussion & Analysis (MDA) section in the annual report.

SUSTAINABILITY REPORT

Business and Operations Review

Throughout the last thirty-eight years, Tex Cycle has grown significantly. Starting from humble beginnings, the Company has enlarged into a well-established public listed company boasting a strong portfolio of assets, market composition and people connected by shared values as well as common goals. The Group's core business aspiration has expanded tremendously over the years due to our on-going endeavour to be the preferred scheduled waste recycling company in the region. As of today, Tex Cycle is entrusted by the Malaysian DOE to treat 31 types of scheduled waste codes within the country, compared to the singular licensed scheduled waste code at its inception. Up-to-date, Tex Cycle has over 6,400 registered customers, with the numbers steadily increasing.

Key Highlights For 2022

Market	**Market Capitalization : RM107,599,588**	
Business	**Revenue**	**RM31.5m**
	Profit Before Tax	**RM13.0m**
	Profit after tax (PAT)	**RM9.7m**
	Basic Earnings Per Share	**RM3.71**
	Net Tangible Assets per share	**RM49.24**

OUR APPROACH TO DRIVING SUSTAINABILITY

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

SUSTAINABILITY STRATEGY

1. As a Public Listed Company

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

2. As a service provider

- We plan to give quality service to all of the clients as they are part of our valued stakeholders.

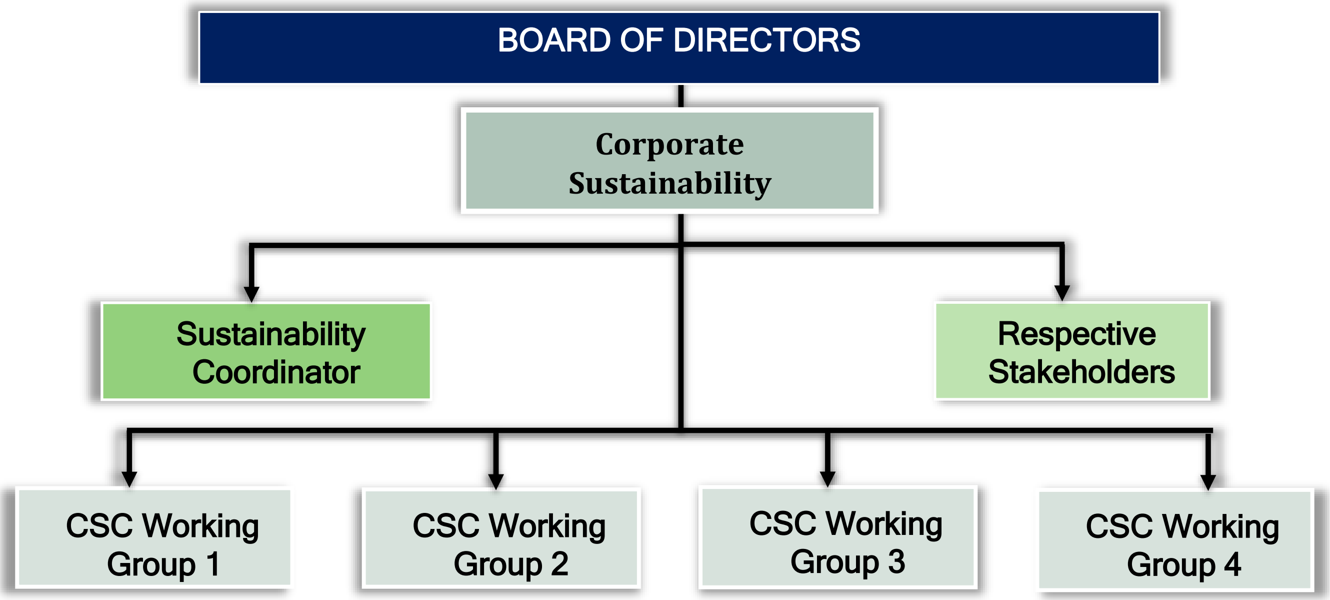
BOARD COMMITMENT TO GOVERNANCE SUSTAINABILITY

Being a public listed company, Tex Cycle complies with the high standards of corporate governance ("CG") practices and is closely monitored under the leadership of our Board of Directors, as guided by the Malaysian Code on Corporate Governance 4th Edition.

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

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

ORGANISATION STRUCTURE FOR SUSTAINABILITY



RESPONSIBILITIES OF THE CORPORATE SUSTAINABILITY COMMITTEE

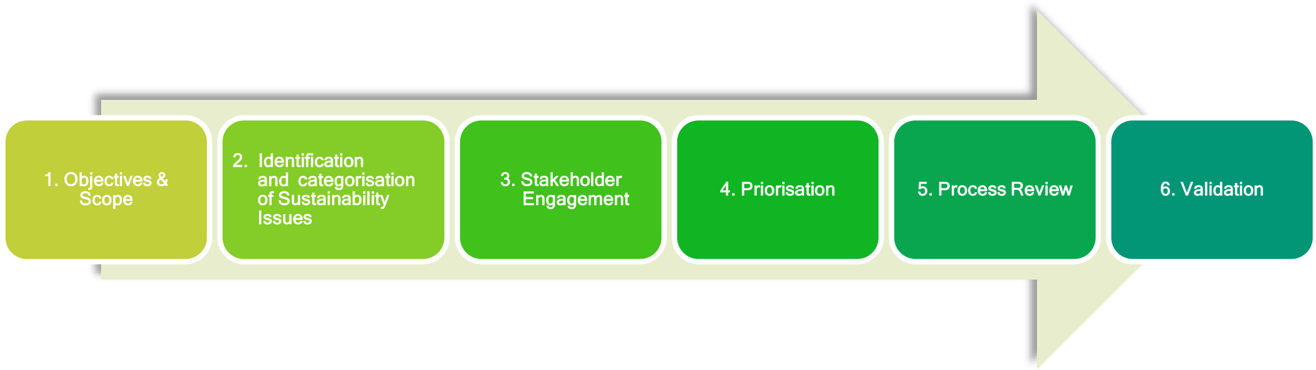
- Advising the Board on sustainable strategies;
- Monitoring the implementation of sustainability strategies as approved by the Board;
- Overseeing stakeholder engagement to ensure that all issues, grievances and suggestions raised are taken into consideration in managing sustainability matters;
- Recommending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

STRATEGIES AND DIRECTIONS

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

SUSTAINABILITY REPORT

OUR MATERIALITY ASSESSMENT PROCESS



1. Objectives & Scope

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

2. Identification of Relevant Sustainability Matters

The process was initiated with sustainability issues relevant to Tex Cycle Technology and its stakeholders. In generating the list, the Group assesses the operating environment and emerging trends affecting our sector and conducted a study across a broad range of references to identify the relevant sustainability issues. The references include Bursa Malaysia's Sustainability Reporting Guide and Toolkits, and international standards such as the Global Reporting Initiative Standards on a segment basis.

Moving forward in 2023, we plan to undertake a continuous review of material factors and sustainability matters to ensure that our understanding of both the current and future risks and opportunities facing our markets is adequately addressed, as well as to gather stakeholder perspectives and ensure that we are responding to their needs. As we update our material factors, we will continue to evolve our management approach to ensure that we are addressing them in a holistic and integrated manner. This may involve developing new policies and procedures, implementing various initiatives, measures and action plans, setting indicators as well as establishing a proper mechanism to capture, analyse and report sustainability data and information.

OUR MATERIAL FACTORS

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

The materiality process involved several steps including:

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

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

Materiality Factors

	Important	Very Important	
Very Important		○ Optimisation/ Resources ○ Market Condition ○ Compliance ○ Local Environment Impact ○ Safety & Health ○ Customer Satisfaction ○ Corporate Governance ○ Innovation ○ Business Mix	○ Supplier Screening Environment ○ Quality ○ Reputation ○ Procurement ○ Business Model ○ Networking Stakeholder ○ Product Mix ○ Cyber Security ○ Technology Excellence ○ Green Awareness and Education
Important	• Business Ethics/Code • Anti-Corruption • Local Engagement Plans & Programs • Diversity • Customer Privacy • Risk Management • Global & Local Economic Impact • Social Media • Local Procurement • Climate Change • Industry Thoughts and Leadership • Anti-competitiveness Behaviour • Talent Retention and Attraction • Training and Development • Work-life Balance • Corporate Culture		

Significance of Tex Cycle Environmental, Social and Governance Impacts

Key Materiality

WHY IT MATTERS

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

The frequency of materiality assessment is twice a year however it is also being discussed on a monthly/Ad hoc basis during the monthly management meeting.

Materiality Selection

Combining the views from stakeholders and Tex Cycle's management from the preliminary materiality process, the materiality table has been derived to show the different levels of importance of sustainability matters. The below factors will be further enhanced in the coming years. Overall, materiality management has been adaptable and captivating in the economic scenario.

SUSTAINABILITY REPORT

A) Business - Key Materiality

Material Factors	Description	What Are The Risk	What Are The Opportunities	Initiative
Competition	Tex Cycle is exposed to competition within the industry.	The lesser chance to secure contracts will impact the Company's business and performance (i.e. price war and loss of opportunities).	Innovative products and superior recycling methods could be offered to the clients to improve on our core values. Regional and local partnerships and collaborations.	The Company has been actively involved in research and development activities to look for more effective, cost-saving methods and new products or services for a new source of income.
Market Stability	A well-facilitated business supported together with an effective and balanced regulatory framework that provides adequate levels of client protection while facilitating business efficiency and innovation, is imperative for the continued growth and development of our business.	Any event - such as breaches in regulation, or lack of effective CG practices - that undermines integrity or stability will influence stakeholder confidence, and possibly participation, in the market.	Having a robust approach to ensure the integrity and stability of the market serves to engender trust and confidence, which in turn encourages participation and growth. Fostering a strong CG and sustainability culture will also drive long-term value, both in the market and within Bursa Malaysia.	The Company communicate the company culture and practices with the respective stakeholders to ensure the continuous growth and development of the Company are well-communicated.

B) Significance - Material Factors (E – Environmental, S – Social, G- Governance)

Very Important	Materiality	Very Important			
	Optimization/ Resources (E, G, S)	Impacts on minimizing cost and risk while maximizing business value.	We review the business risk for current and on-going projects and also review the budget every quarter.	Quarterly	Review the cost optimization with the organization to deliver higher business value.
	Market Condition (G)	It is important to understand the factors that influence the demand for our business.	We identify the current trend of business and aim to provide excellent services to build a good relationship with customers.	Yearly	Assess and analyse the latest business trend and plan for short and long-term business planning.
	Compliance (E, G)	Compliance with laws and regulations is one of our main requirements.	We provide adequate training and resources to ensure we meet compliance obligations.	Yearly	Staff are send for training either in-house or outsource so that they are aware on the latest update on the laws and regulations.

SUSTAINABILITY REPORT

Very Important	Materiality	Very Important			
	Local Environment Impact (E)	It safeguards the environmental impact.	We monitor and review the environmental compliance strategy and performance.	Yearly	Meetings are held between the head of departments for discussion.
	Safety & Health (S)	Impact on the safety of the workforce to avoid workplace injuries and customers to ensure the safety of products.	We support the on-going training of operational teams to ensure understanding in recognising and improving as well as maintaining safe working conditions.	Yearly	We send staff to join the training by the authorities to comply with laws and regulations.
	Customer Satisfaction (G, S)	It is important for us to benchmark ourselves and to collaborate closely with customers to achieve mutual success.	We conduct customer satisfaction surveys to obtain customer feedback. Also visitation and telephone calls to their premises to obtain feedback.	Yearly	We review the feedback from customers to improve and deliver better services in future.
	Corporate Governance (E, G, S)	Corporate governance is the basic ingredient of our business model.	Governance is conducted according to various regulations and sub-committees. The Board oversees the governance based on a quarterly review of management reporting.	Yearly	The management meeting covers the update on corporate governance to ensure corporate governance compliance.
	Innovation (G, S)	It is vital to remain competitive in the industry.	We transform waste into value by instilling innovation in converting various disposed of waste into useful and reusable products.	Quarterly	We encourage business innovation to stay competitive and also focus on research and development activities.
	Business Mix (G)	It offers a wider range of waste codes and services to support the core services. This is to attract new consumers.	We have various waste codes and continuous enhancement is our preference in order to be competitive in the market.	Yearly	We review the range of waste code collection and the need to apply for new waste codes. Also looking into by-products and other services we can provide to our customers for better business Mix
	Supplier Screening – Environment (E, G, S)	Impact of suppliers' activities on environment and society.	We choose to work with businesses across our supply chain that deploys good and sustainable practice within the environments and communities in which we operate.	Yearly	We review suppliers' performance and conduct supplier evaluations.
	Quality (E, G, S)	Impact on the image and reputation of the organisation	We assure the quality of services provided to maintain a good reputation for the company.	Yearly	We review staff performance to ensure they deliver excellent services to our customers.
	Reputation (E, G, S)	Impact of the image of the organisation	We maintain the company's reputation by delivering good services to customers and build a good relationship with the customers.	Yearly	We encourage the customer to rate our services and review the customer survey form to improve. We are also using social media to promote our services.

SUSTAINABILITY REPORT

	Materiality	Very Important			
	Business Model (E, G, S)	Deliver value to customers	We explore different business models and create new business ideas.	Quarterly	We review current business models, brainstorm for the different business models and look for opportunities to grow in business.
	Networking – Stakeholder (E, G, S)	Development of our business activities.	We promote our service and product for developing sales and opportunities.	Monthly	We connect our stakeholders via communication tools such as email and social media.
	Product Mix (E, G, S)	Deliver value to customers	We plan for a product mix strategy to create new business ideas.	Quarterly	We review the portfolio and look for opportunities to grow in business.
Very Important	Cyber Security (E, G, S)	It is crucial to maintain a safe environment to protect all company data.	We continuously review and improve cyber security to prevent any cyber-attack.	Yearly	We continuously communicate and review the security level for cyber safety.
	Technology Excellence (E, G, S)	It is important to stay on top of emerging technology trends.	We explore new technology via publications and exhibitions to keep ourselves updated on the latest technology available.	Yearly	We participate in exhibitions and research since new technology is always emerging.
	Green Awareness and Education (E, G, S)	It is important to protect the sustainability of the planet.	We commit to becoming more environmentally aware and cultivating company's culture through the 4R motto.	Yearly	We join green awareness activities held by DOE and educate our employees on recycling within our premises.
	Business Ethics/Code (E, G, S)	Maintaining business ethics is our core value.	We proactively promote and positively reinforce good behaviours to the employees.	Yearly	All employees are required to comply with the code of conduct set by the organization.
	Anti-Corruption (E, G, S)	This reduces risks of economic imbalance and compliance with laws, international charters and conventions.	On-going monitoring, briefing and review of compliance throughout the Group are carried out to make sure that the Group's policies and procedures as well as the system of internal controls are being properly implemented.	Yearly	All employees are required to comply with the standard operating procedures for Malaysia Anti-Corruption Commission Act set by the organization.
Important	Local Engagement Plans & Programs (E, G, S)	It is to strengthen cooperation with local stakeholders such as governments and NGOs.	We support the local communities in which we operate.	Yearly	The community group is formed to share information within the local communities.
	Diversity (S)	Diverse cultural perspectives can inspire creativity and drive innovation as well as productivity.	We recruit employees with good competency, skills and equality.	Yearly	Equal opportunities are given to all employees.
	Customer Privacy (G, S)	It is important to build customer trust and loyalty.	We restrict customers' data access to only authorised employees by setting passwords to access the data.	Monthly	Only authorized employees are allowed to access the customer database.

SUSTAINABILITY REPORT

	Materiality	Very Important			
Important	Global & Local Economic Impact (E)	It is to balance the economic & local economic impact with regard to our nature of business.	We take the great initiative to address these issues by getting our respective HOD's feedback on the market scenario.	Quarterly	Management meetings are held to discuss issues on the economic impact.
	Social Media (E, G, S)	The use of social media boosts visibility among potential customers and improves awareness about our brand.	We engage social media to promote our service and product.	Yearly	We allocate manpower to work on social media marketing.
	Local Procurement (E)	It ensures the stable, sustainable procurement and supply of resources as well as creates opportunities for economic contribution through localisation.	We are always on the lookout for the best quality and good pricing to be competitive.	Yearly	We review suppliers' performance and conduct supplier evaluations.
	Climate Change (E, G)	Impact on cost savings and solar rental of the organization.	We monitor the solar panel's system and analyse the data.	Monthly	We perform maintenance services periodically to ensure it is always in optimum condition.
	Industry Thoughts and Leadership (E, G, S)	It impacts brand perception and provides a basis for stakeholders to determine the company's trustworthiness, competence and credibility.	We use events and exhibitions for corporate growth strategy.	Yearly	We participate in exhibitions and build social networking within the same industries.
	Anti-competitiveness Behaviour (E, G, S)	It lessens the competition within the market.	We prohibit the company in engaging conduct which distorts the competitive process and harms competition.	Yearly	We review the pricing set for delivering services to ensure all pricing is set properly.
	Talent Retention and Attraction (E, G, S)	It motivates employees in the working environment.	The employees are paid adequate compensation in line with their performances.	Yearly	We offer attractive remuneration to attract and retain current employees.
	Training and Development (E, G, S)	It is important to improve work efficiency.	We focus on skills development and on-job training for employees to create a better working environment.	Yearly	We offer training related to job scope and personal development to employees for improvements.
	Work-life Balance (E, G, S)	It is important to improve employee productivity by maintaining a work-life balance.	We support work-life balance to achieve greater work efficiency and more effective work from employees.	Monthly	The employee will determine the priorities and set the goals for work.
	Corporate Culture (E, G, S)	It is important to build a strong corporate culture to improve levels of employee engagement, productivity and performance.	We develop and communicate the corporate culture to the employees via direct or indirect channels such as notices and speech.	Quarterly	We grow current culture, create goals for employees, encourage positivity and listen to the voice of employees.

The sustainability matters for the last 3 financial years against the performance achieved or target are manageable as reflected in the initiative column. This is also part of continuous improvement to achieve better initiative.

3. Our Stakeholder's Engagement

WHY IT MATTERS

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

Our key stakeholders are outlined in the below table, along with the forms of engagement approaches and key focus and objectives of the engagement.

Stake Holder Group	Engagement Approach	Engagement Focus & Objectives	Frequency	Initiative
Suppliers / Subcontractors & Business Partners	1. Request for proposal 2. Supplier evaluations and selection 3. Periodic review for new purchases 4. Training and workshops 5. Timely payment 6. The professional and transparent procurement process 7. Meetings, capacity building sessions and business alliance meetings 8. Site visits 9. Review contracts 10. Responsible procurement 11. Safety, health and environmental procurement 12. Proper personal protective equipment	• Sound payment practices and vendor performance • Supplier assessment review • Corporate integrity pledge • The procurement process, terms and practices • Strategic partnerships • Working for alliance • Compliance with business conduct • We encourage our customers to work openly and collaboratively with us to improve our work performance and product (rags) • We encourage our suppliers to work safely and collaboratively with us to improve our safe work performance	Monthly	We have set up the procurement process to select suitable suppliers or vendors. We also conduct supplier evaluations and review their services to ensure all work is carried out effectively.

SUSTAINABILITY REPORT

Stake Holder Group	Engagement Approach	Engagement Focus & Objectives	Frequency	Initiative
Regulators	1. Compliance with local authorities, governmental bodies/agencies such as SIRIM, DOE, DOSH, local enforcement authorities such as MPK, JPJ and SPAD and BOMBA with their requirements and certification bodies (ISO) requirements 2. Reporting of energy savings initiatives 3. Meetings and briefings 4. Round table sessions 5. Regulatory compliance training 6. Regular dialogue 7. Authorisation and license to operate 8. Participation in Government and regulator events 9. Regulatory and technical association 10. Face-to-face meetings 11. Collaboration activities 12. Conformance to legislation and license requirements	• Comply with all the requirements • Special industrial tariffs • Interpretation of laws/legislations/guidelines • Continuous engagement through formal and informal events • Constructive feedback sessions • Participation in surveys, forums and reporting	Quarterly	We build our social networking through participation in events and conferences. We also take part in the training held by the authorities to ensure that we comply with the laws and regulations. We participate the forums or round table discussions to get to the latest trend in the business environment.
Community	1. Educating the community about the risk of work 2. Update the neighbourhood about the danger from work (odour) 3. Educating the community about the nature of our business and the risk involved 4. Participation in Company's safety and environmental month activities 5. Communication with the community regarding the processes in the plant	• We are building a positive relationship with the communities around the workplace and focus on supporting the communities in our relevant operations • Participation in conference • Public booth • Posters	Yearly	We are part of the community group within the area where we operate.
Media	1. Roadshow 2. Company website	• Media is the most important element for business success and it is the most powerful tool to promote our services and compete with our fellow competitors	Quarterly	We are working on social media marketing to target more audiences. We also participate in the road show to increase exposure.

SUSTAINABILITY REPORT

Stake Holder Group	Engagement Approach	Engagement Focus & Objectives	Frequency	Initiative
Non-governmen	1. Environmental, safety and health concerns	• Collaborating with NGOs to improve our services	Quarterly	
Shareholders	1. Company website 2. Company's announcements	• Company website and social media	Quarterly, Yearly and ad hoc	We disclose the company information on the website to keep all stakeholders aware of the latest news of the company.
General public	1. Responsible for CG 2. Social responsibility communications 3. Dealing with a public complaint	• Company website • Improve company performance and reputation by fully utilising available knowledge and technology is used to reduce the risks of environmental in a cost-efficient and sustainable way	Monthly and ad hoc	We disclose the company information on the website to keep all stakeholders aware of the latest news of the company.
Talent	1. Recruiting talent 2. Training and development of new and existing talent 3. Retaining talent 4. Developing leadership talent 5. Open communication in both ways 6. Provide mentoring, coaching and support to employees 7. Provide sufficient tools/equipment for the employee to perform optimally	• Improve the Company's performance and reputation by fully utilising available knowledge and technology in used to reduce the risks of environmental in a cost efficient and sustainable way • Improve business performance • Quality feedback to the management • Growth opportunity	Monthly and yearly	We send employees to training to develop the on-job training and also the personal skills. We offer remuneration packages that are attractive to retain employees based on their performance.
Economic Shareholders	1. Financial and economic impact and performance 2. Business development	• Through Company's annual meeting and Directors' meeting	Quarterly, Monthly and ad hoc	We disclose the company information on the website to keep all stakeholders aware on the latest news of the company.

Customers

Tex Cycle renders customers an important channel to promote environmental preservation and protection which it addresses through the services it offers. Regular engagement is required to reach fair pricing, ensuring the best quality of service and assurance that their trust in us on waste management is maintained at all times. A common concern raised through this engagement is attractive pricing and best service which is promptly addressed by the higher management and sales representatives.

Customers are also welcomed periodically to audit the process flow of the recycling and recovery activities in our plant. Through exhibitions and initial visits, customers are provided with brochures explaining the activities, products and services, environmental programs and further information on scheduled waste management and its regulations. Tex Cycle also connects with customers through joint activities on their EMP projects. Tex Cycle believes that customers' trust and confidence in us and our processes are enhanced through our transparency.

Employees

Tex Cycle has always given focus to employees, one of the most important stakeholder groups “internal” to the core operation of the business and its’ most important investment. The management rates the engagement with employees as valuable and is based on relationship-building from the very beginning. Tex Cycle’s management deals with its employees with trust, mutual respect and understanding to develop and build interactions. This established relationship is the basis of our engagement with our employees.

The engagement of our workforce and the people of Tex Cycle is a vital part of our success. Focus on the people and the workplace culture is placed at the top of their list and believes that good performance by our employees should always be recognised and appraised. Tex Cycle continually invests in its employees and aids in their growth by providing the right training, building a connection to the business through various environmental programs, giving rewards in various ways for their contribution, creating career development opportunities, initiating a safe working environment and offer physical & financial support where needed.

Suppliers

Tex Cycle also values relationships with its suppliers as vital to the success of its operations. In our supplier engagement, we aim to receive valuable benefits from our suppliers. We acknowledge that they are important to the business operation as through them we have access to the best people, best resources, and first access to innovation, latest technological advances, favourable terms and priority allocation of resources in times of scarcity. Having in hand the best supplier can create a vital strategic advantage for the business.

We achieve this through mutual understanding and trust in regularly dealing with the best prices obtained for quality goods and services through continued support to suppliers. Their key concern is that we continue supporting them in business for the long term. This concern is addressed through ad-hoc meetings and agreements with major and significant suppliers where mutual value is achieved for both parties.

Regulators

Regulators act as the backbone to Tex Cycle. As its core business operation revolves around the environment, regulators and their compliances play an important part in ensuring the protected interest of all. Regulators whom Tex Cycle closely engages with are the regulatory bodies such as DOE, DOSH, JPJ, local authorities and BOMBA. Environmental issues and green matters are the usual highlights in their engagement and occasionally, our facility is also used as a learning ground for new regulatory officers as well as a site to visit by the regulatory bodies for international visitors. Tex Cycle as one of the pioneers in the management of scheduled waste has been also been recently invited by DOE to assist in the development of occupational skills in the field of Scheduled Waste Treatment Systems.

Community

Being in the industry of scheduled waste management, Tex Cycle's daily business operations matter to the community as the hazards of the improper handling of toxic wastes may pose serious consequences to the people. And so, responsible daily operations matter most in this community engagement of Tex Cycle. Through various projects, collaborations, exhibitions and programs, Tex Cycle brings awareness on ways to create a better environment for the community.

SUSTAINABILITY REPORT

4. Prioritization of Material Sustainability Matters

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

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

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

5. Process Review

The materiality process is undertaken as a key component of the Tex Cycle journey towards identifying the material sustainability matters. The CSC has reviewed and approved the processes and outcome of the materiality process including the Group's materiality which guides the Group in addressing and managing its material sustainability matters in its business operations. Selected materiality is illustrated under significant material factors.

ENVIRONMENTAL SUSTAINABILITY

WHY IT MATTERS

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

Shaping a Greener Earth

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

We are mindful of the environmental impact of our activities and maintain full compliance with all environmental regulations. We take responsibility to manage our environmental impacts seriously. Tex Cycle will continue to develop effective environmental initiatives to protect the environment.

The industry we are in has extensive direct and indirect impacts on the environment and aligns us with the goals of sustainability of sustainable development.

There are many challenging environmental issues nowadays which require greater attention from different parties. Tex Cycle, as a responsible business entity always aware of the extensive environmental impact of its activities, either directly or indirectly and uphold full compliance with all environmental regulation. Tex Cycle has been in the industrial recycling business for nearly two decades and as the leading recycling company in the region, we feel an obligation to be a steward for the environment.

1. We are concerned with suitable development and continual protection as an integral part of the organisation's process development.
2. We commit to continual improvement and strive to prevent pollution and work towards reducing waste and consumption of resources that can affect the environment.
3. We make efforts to ensure all our activities comply with environmental regulations. Any non-compliance would be tackled in the shortest time possible.
4. We set objectives and targets continually for environmental impact assessment findings and review them annually.
5. Provide documentation of the environmental management system and make employees and all other members working at the site aware of them.
6. We communicate our environmental policy to all employees and make it available to the public upon request.
7. Environmental Issues and the Preventive/Control Measures.

Being a responsible corporation, we acknowledge our responsibility to protect Mother Nature and the environment. We believe that "small actions, big difference" and hence, our environmental protection starts from our workplace

SUSTAINABILITY REPORT

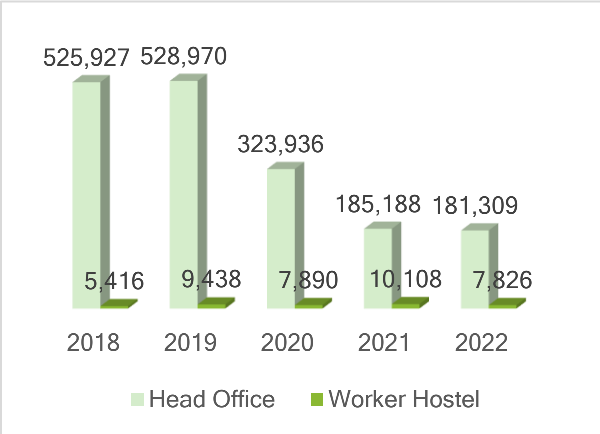
ELECTRICITY AND WATER CONSERVATION

As a company with sustainable commitment, we promote water-saving practices among employees and adopt water-efficient technologies and equipment wherever possible. The water consumed at our head office is obtained from the municipal water supply. We have taken small steps to control the water used to be in line with the sustainability efforts, namely:

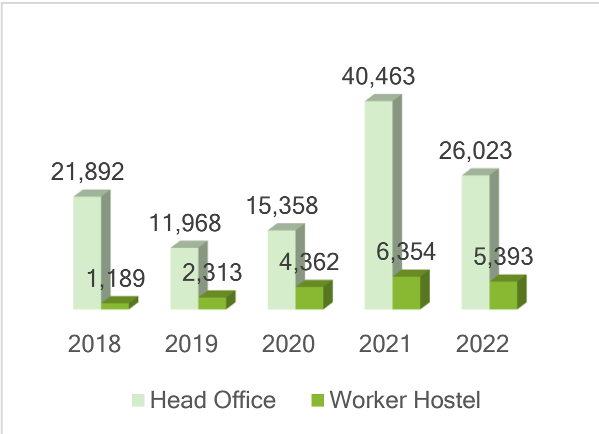
- Slow the flow. Adjusting water pressure/outflow for toilets, washbasins, and pantry, throughout our head office building.
- Seek the leak. Conducting checks and fixing leaks immediately, where possible.

The water usage below is presented to the head office. The data presented below is for water and electricity consumption statistics in the head office.

Electricity Consumption (RM)



Water Consumption (RM)



ENERGY MANAGEMENT

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

- A lighting schedule across key areas in our head office to switch off lights during certain hours of less use.
- Maintenance and replacement of electrical equipment and light fittings to maximise energy efficiency
- Campaign to remind all staff to switch off the lighting, water dispenser, air conditioning, or
- Other electrical appliances in the office and pantry when they are not required.
- We have installed a solar system to reduce our concentration and reduce the electricity cost.

We promote the use of energy efficiency equipment and renewable energy such as solar to reduce carbon emissions. At our TC plant, we have installed an additional 100kWp Grid Connected Photovoltaic (GCPV) System in 2021 which is expected to give an additional savings of 10-15% on Tex Cycle's electricity cost. Our TC plant currently have a total of 418.5kWp capacity installed.

WASTE MANAGEMENT

Tex Cycle Technology acknowledges that the environmental impact of paper usage is significant. The Group's approach to waste management is to avoid unnecessary paper consumption and waste generation, where possible and appropriate, in order to reduce wastage. Tex Cycle has always looked at ways to reduce paper usage so that less waste. Generally, the Group practises the following on paper management:

- Reducing paper - by encouraging avoiding printing and photocopying and emphasising paperless and electronic mode. In addition to this, practise double-sided printing or reduce the size to have the best economical usage of papers.
- Reusing - by printing on the other side of the printed papers.
- Recover and recycle - recycle the papers by having proper recycling bins.

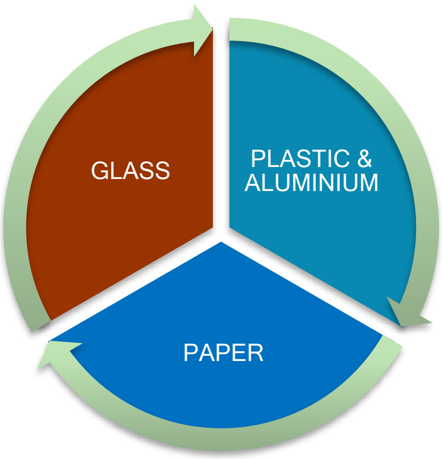
The efficiency of Tex Cycle in using wastes as its raw material has led to a huge reduction in producing only 3% of the final generated residue classified as waste through our upgraded and latest machinery and processes. The remaining 97% of wastes are reused, recovered or recycled accordingly to gain further benefits from it.

STORAGE AND COLLECTION OF RECYCLABLES

Tex Cycle has also come out with an initiative for the storage and collection of waste and recyclables. This initiative's objective includes:

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

The table below shows the types of items recycled/reused/disposed of at the site.



Managing Environmental Emergencies

Tex Cycle's environmental impact risks are carefully and thoroughly identified from the processes and products/materials used throughout the plant. Risks that may exist while transporting are also identified. Appropriate procedures and environmental operating instructions are in place to ensure a fast and effective response if any of the potential environmental emergencies that have been outlined arises. All employees are trained by ERT Team on Standard Operating Procedures ("SOP") for emergencies with frequent emergency mock drills.

The ERT members provide emergency route plans/maps with safety indications of first aid boxes, fire extinguishers, emergency routes, spillage kits, eye washes, etc. which are placed around the plant and this map is placed in every department for reference. The emergency procedures and vital information are constantly communicated to all employees, customers and contractors.

ENVIRONMENTAL NON-COMPLIANCE

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

SOCIAL

WHY IT MATTERS

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

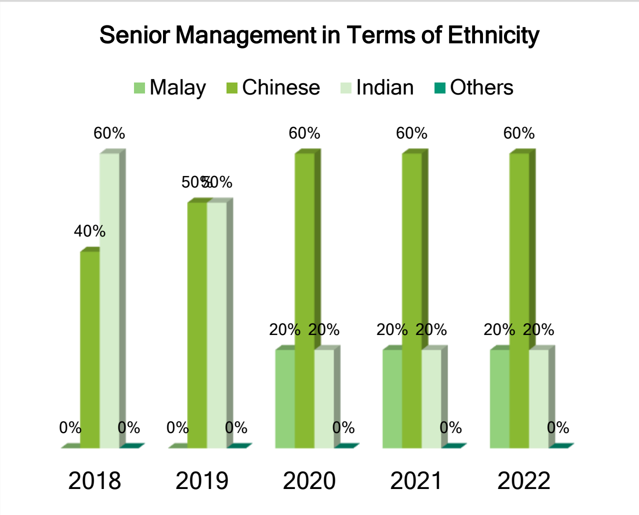
Our Approach

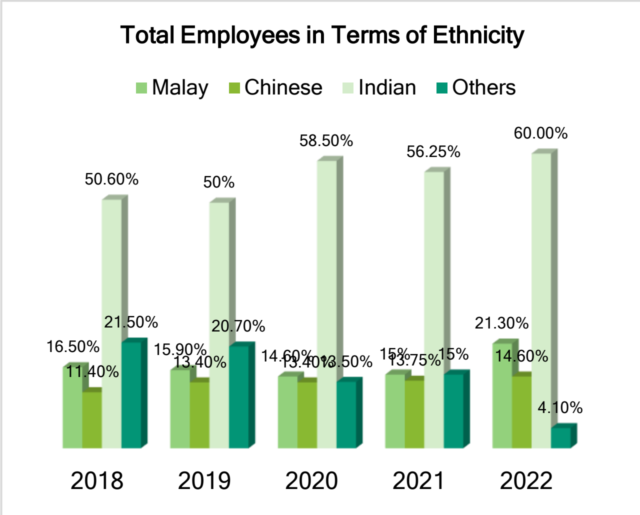
Our initiatives in the community are concentrated on:

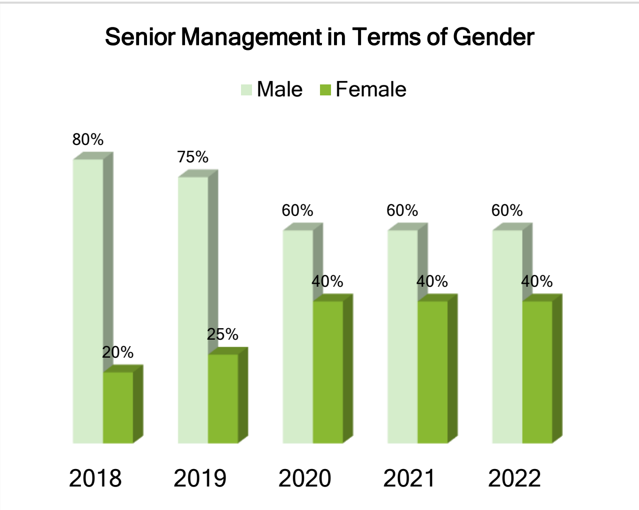
1. Workplace
    a. Education and Individual Development;
    b. Sports and Recreational Activities;
2. Community;
3. Safe Workplace Practices; and
4. Leadership & Commitment.

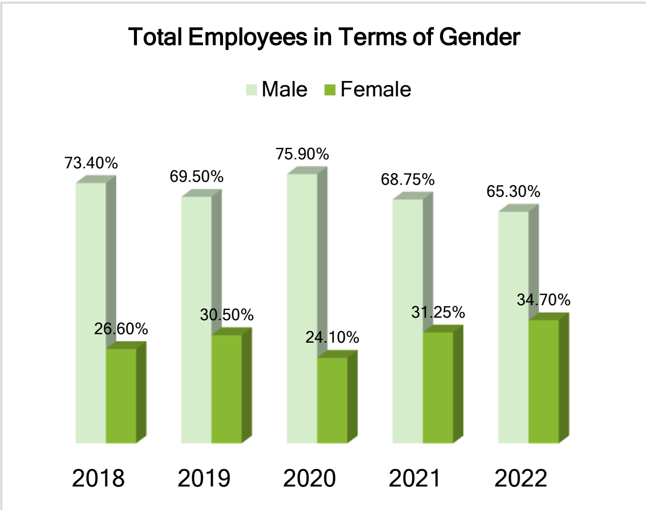
Workplace

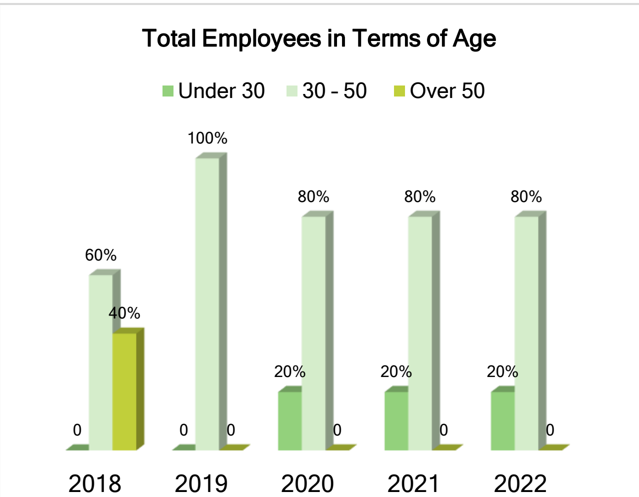
CHART

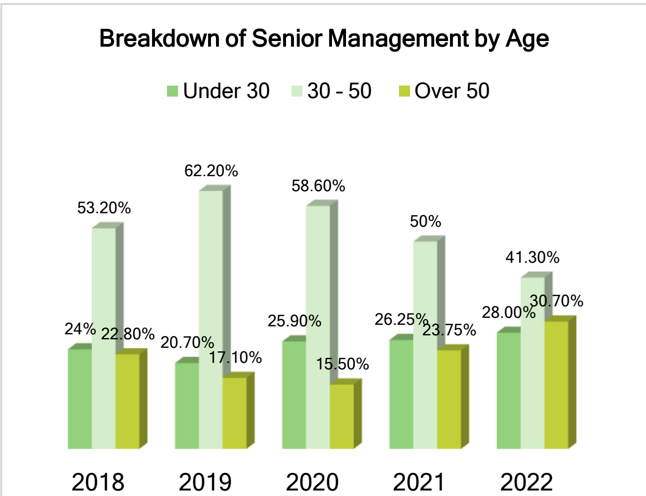












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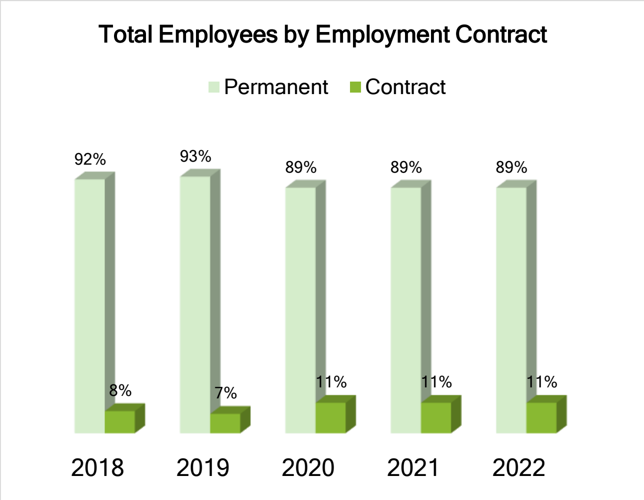
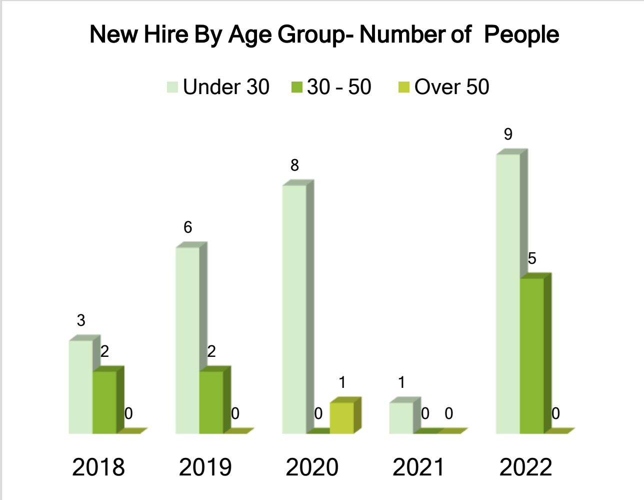
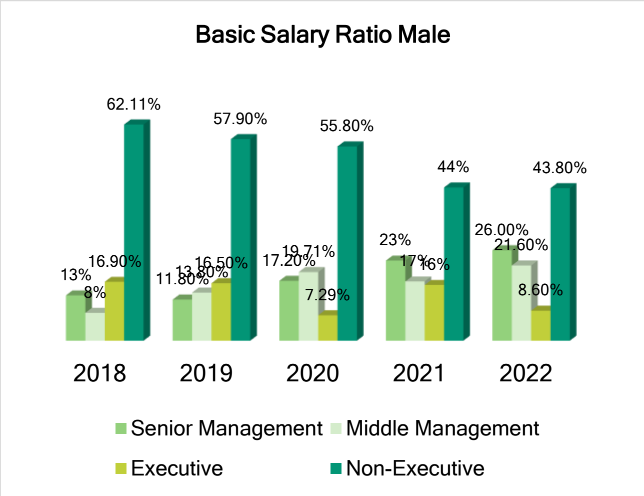
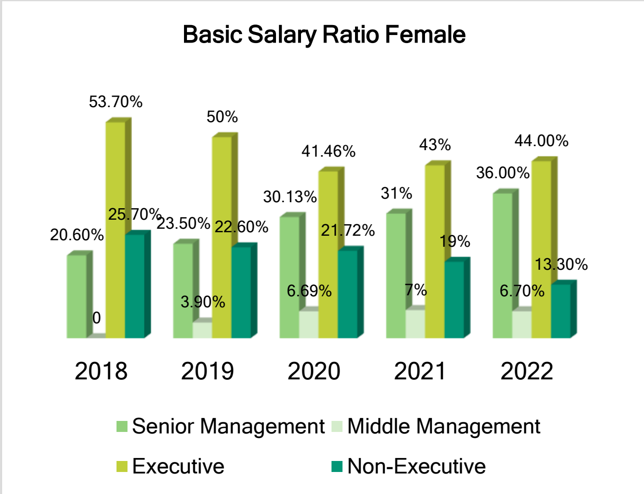








Community

Tex Cycle is dedicated to supporting the community by reaching out to the community around us.

Safe and Healthy Workplace Practices

Tex Cycle is committed to providing a safe work environment and ensuring team members are properly trained in all aspects of their work. Therefore, the Company's, Health, Safety, Security and Environmental ("HSSE") programme is designed to integrate HSSE initiatives into all aspects of business operations.

Leadership & Commitment

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

We continue to strive to adhere to stringent occupational safety and health practices, providing a safer working environment for our workforce.

Our commitments are:

a) Services - Global Positioning System (GPS) is installed inside all Tex Cycle's trucks, therefore, assuring the community and enforcement officers at the location and logistics of the scheduled waste. It provides higher esteem and integrity to the Scheduled Waste Management industry and accountability of the 'cradle to grave' system for the waste contractors.
b) Trained Personnel - Tex Cycle staff are trained internally on SOP in emergencies and cross-training with Customers on mock emergency exercises that help provide an opportunity for Tex Cycle's staff to access their knowledge against the Customer's method of training.
c) School Programs - Tex Cycle encourages students, especially from upper secondary schools to visit and participate in Environmental programs. Students will have the opportunity to understand the process of scheduled waste recycling and recovery, hands-on JAR test in the wastewater area, hands-on group activities for creating products from household waste, understand the benefits of recycling and initiate 4R activities in their school.
d) Community Awareness - Any participating community member who is keen on environmental awareness programs are welcome. Adult groups give a detailed presentation on the history, processes and relevant information on Tex Cycle, followed by a plant tour and finally, a Q&A session which provides an alternative perspective on understanding the concept of recycling and awareness towards Scheduled Waste Management. We encourage the community to be responsible for their environmental health and not completely depend on the Government for enforcement.
e) Local University - We support the universities by providing research funds and required information for research related to the industry and accept final-year students for internships.
f) Customer EMP - We support Customers' EMS, ISO14001 certification and environmental programs by assisting customers with their regulatory and compliance issues.
g) DOE - Tex Cycle has participated in the Selangor State and National Environmental week (MASM) exhibition, bringing scheduled waste management awareness to the community within Selangor and the whole of Peninsular Malaysia. In collaboration with Selangor DOE, an environmental camp during the State Environmental Week was jointly organised.

Management Review for HSSE Policies & Procedures

The management review process requires that the HSSE policies and procedures are reviewed by the management at planned intervals to ensure continued system effectiveness and efficiency.

The details of amendments were made accordingly.

Hall of Fame

Awards Achieved Prior 2019
ISO 14001 – Tex Cycle was first awarded the ISO 14001 certification in March 2003 and has been recertified to date.

Prime Minister Hibiscus Awards
Tex Cycle was the winner of the year 2004 "Anugerah Alam Sekitar" Award. The Industry Environmental Award for SMEs is the highest award given out by the Selangor State Government.

- Prime Minister Hibiscus Award 2005/2006 (Notable/SMI Special Award)
- Prime Minister Hibiscus Award 2006/2007 Selangor Government
- Prime Minister Hibiscus Award 2006/2007 SME Special Award
- Prime Minister Hibiscus Award 2006/2007 Exceptional Achievement in Environmental Performance
- Prime Minister Hibiscus Award 2008/2009 for Notable Achievement in Environmental Performance

Malaysian Canadian Business Council

- Malaysian Canadian Business Council (MCBC) Silver Award in Industrial Excellence in Professional Services Award 2006
- Malaysia Canada Business Council (MCBC) Company of the Year Award under Business Excellence Awards 2008
- Malaysia Canada Business Council (MCBC) Talisman Malaysia Limited Award Industry Excellence in Environment under Business Excellence Awards 2008

National Award for Management Accounting (NAfMA)

- Practice Solution Award 2008 under Non-listed SME Category from National Award for Management Accounting (NAfMA)
- Practice Solution Award 2009 under Non-listed SME Category from National Award for Management Accounting (NAfMA)
- Practice Solution Award 2010 under Non-listed SME Category from National Award for Management Accounting (NAfMA)

ACCA

- ACCA – MaSRA First Time Reporting 2006
- ACCA Malaysia Sustainability Reporting Awards for Transparency (MaSRA) 2009 (shortlisted)
- ACCA Malaysia Sustainability Reporting Awards (MaSRA) 2011 – (shortlisted) National Award for Management Accounting
- ACCA Malaysia Sustainability Reporting Awards (MaSRA) 2014 – Shortlisted

Star Biz ICR Malaysia

- Corporate Responsibility Award 2008 for Environment Category for market capitalization be low RM1billion from Star Biz ICR Malaysia
- Corporate Responsibility Award 2009 for Marketplace Category for market capitalization be low RM1billion from StarBiz ICR Malaysia
- Corporate Responsibility Award 2010 for Marketplace Category for market capitalization be low RM1billion from StarBiz ICR Malaysia

KPMG Malaysia

- KPMG Shareholder Value Award 2010 – Winner for Infrastructure Award Achieved In 2014

GOVERNANCE

WHY IT MATTERS

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

SUSTAINABILITY REPORT

COMPLIANCE

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

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

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

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

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

The board is working towards a performance evaluation of the board and senior management include a review of the performance of the board and senior management in addressing the company's **material sustainability risks and opportunities.**

Stakeholder expectations are heightening across various **sustainability issues** such as **health and safety, data governance and privacy as well as climate action**.

The global commitment and acceleration of efforts to transition towards a **net zero economy** have also resulted in the company for better **demand for greater action** on our part. We are in the process to evaluate the operations process and setting science**-based emissions reductions to target to support cleaner and sustainable growth.**

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

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

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

SUSTAINABILITY REPORT

Overall, three key themes are driving Tex Cycle efforts to operate sustainably. The material issues corresponding to these key themes are depicted as follows:

ENSURING SUSTAINABLE GROWTH	MINIMISING ENVIRONMENTAL IMPACT	CONTRIBUTING TO A BETTER SOCIETY
• Financial sustainability • Corporate governance • Compliance with regulatory authorities • Occupational health and safety • Service quality	• Waste management • Energy conservation • Water management • Material sourcing & supply chain management	• Community engagement • Talent attraction, retention and development

Our commitment to the business is focused on strong corporate governance and prudent management in view of the challenging internal and external environment. We strive to achieve this by enforcing the following aspects. Details of the below practices are elaborated on our website.

- Memorandum and Articles of Association
- Anti-Bribery and Corruption Policy
- Board Charter
- Terms of Reference of Audit Committee
- Terms of Reference of Remuneration Committee Meeting
- Terms of Reference of Nominating Committee Meeting
- Whistle-blowing Policy and Procedures
- Corporate Governance and Compliance
- Risk Management
- Corporate Social Responsibility (CSR)

The Group's operations are illustrated in the Management Discussion & Analysis (MDA) section in the Annual Report.

POLICY AND PROCEDURES

Tex Cycle Technology group of companies is committed to achieving the highest possible ethical standards in all of its practices.

The Company has introduced this policy to encourage all employees to release any information that is evidence of illegal, immoral conduct or malpractices in the Company.

CODE OF CONDUCT AND ETHICS

The Group is committed to conducting its businesses and operations with integrity, openness and accountability and to also conduct its affairs in an ethically responsible and transparent manner.

Ethical Conduct provides a commitment to ethical values through key requirements relating to conflict of interest, confidential information, insider information, protection of the Group's assets and compliance with laws and regulations.

CORPORATE GOVERNANCE AND COMPLIANCE

Tex Cycle, guided by the Malaysian Code on CG, has been proactive in promoting good corporate governance and ensures that the principles and best practices of good governance apply throughout the Group. Details of our CG framework and practices are elaborated in the CG Report available on Bursa Malaysia Securities Berhad's website.

RISK MANAGEMENT

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

The Board regards risk management as an integral part of the Group's business operations and has oversight over this critical area through the Audit Committee ("AC"). The AC is supported by external auditors and internal auditors who provide an independent assessment of the effectiveness of the Group's financial risk and controls.

OUR SUPPLY CHAIN

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

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

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

COMMITMENT TO QUALITY

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

CUSTOMER SATISFACTION

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

BUSINESS CONDUCT

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

SAFETY AND HEALTH

It is one of our key priorities to maintain a safe and healthy work environment for our workforce. Our Safety and Health Policy goes beyond the requirements of the Occupational Safety and Health Act 1994 to ensure that our talent works under safe conditions. Our operations are governed by an internally established occupational safety, health and environmental management system, which is compliant with the international standards of ISO14001. We also believe in providing a comfortable and conducive working environment for our employees.

Tex Cycle is committed to protect the safety, health and welfare of all people and the environment. Our safety, health and environmental objectives have equal status with our other primary business and the management is responsible for implementing them.

We promise to:

1. Create a safe and healthy working environment for our employees.
2. Obey all laws and regulations that apply to our business.
3. Act upon all unsafe work practices and conditions immediately.
4. Reduce, reuse and recycle wastes before disposal.
5. Conserve energy, minimise the use of resources and prevent pollution.

SUSTAINABILITY REPORT

PANDEMIC MANAGEMENT

Since the beginning of the pandemic outbreak, the Group has implemented various measures based on the guidelines and instructions of the Ministry of Health, Ministry of International Trade & Industry and the National Security Council.

Malaysia has transitioned to the endemic phase of the Covid-19 on 1 April 2022. Nevertheless, with the new waves of highly transmissible Covid-19 variant, the Group continues to stay vigilant, including provision of face masks and antigen test kits to its employees.

Since the beginning of the pandemic outbreak, the Group has implemented various measures based on the guidelines and instructions of the Ministry of Health, Ministry of International Trade & Industry and the National Security Council, such as:

i. Daily temperature screening and check-in at MySejahtera application at the building entrance for all staff, tenants and visitors;
ii. Provision of hand sanitiser in common areas;
iii. Physical distancing protocols for office seating, common areas, meeting areas, elevators and lobbies;
iv. Provision of face masks to employees;
v. Embrace a new normal working style - "Work From Home" with rotation of staff in the office;
vi. Virtual meeting facilities to avoid mass gatherings/clusters as well as to accommodate participants from different countries/ states; and
vii. Disinfection activity as and when the need arises.

In addition, as part of the Group’s preventive measures and business continuity plan, employees having symptoms or are exposed to someone with suspected or confirmed Covid-19 are immediately sent for swab tests and/or to undergo home quarantine, if necessary, to curb the spread of the virus as well as to safeguard the health of its employees and building occupants/visitors and the sustainability of the Group’s business.

The Group also provides Covid-19 self-test kits to all its employees weekly to enable them to perform self-test for early detection of Covid-19.

Looking Ahead

Our Sustainability efforts are deeply rooted in our Statement, as a purpose-driven organisation, sustainability considerations contribute directly to what we do as a business, how we operate, and how we engage with employees, customers, suppliers, service providers, local communities, regulators, investors, and other stakeholders.

This ESG reporting contains certain forward-looking remarks based on Tex Cycle's management's current assumptions and expectations, including statements regarding our ESG targets, goals, commitments, and programs and other business plans, initiatives, and objectives. Tex cycles cannot assure that the results reflected or implied by any accelerative statement will be realized or, even if substantially realized, that those results will have the forecasted or expected consequences and effects. Our reporting is made as of the effective date identified on the issue brief unless otherwise indicated, and we undertake no obligation to update these accelerative statements to reflect subsequent events or circumstances. We shall work on improving ourselves for continuous progress to achieve more on our sustainability initiatives.

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

This Statement has been approved by the Board and is current as at 16 March 2023.

AUDIT COMMITTEE REPORT

AUDIT COMMITTEE REPORT

The Board of Directors of the Group is pleased to present the Audit Committee Report for the financial year ended ("FYE") 31 December 2022.

MEMBERSHIP

The Audit Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three (3) members, a majority of whom shall be Independent Directors. All members of the Audit Committee should be Non-Executive Directors.

The members of the Audit Committee shall elect a Chairman from among their members who shall be an Independent Director. No alternate Director shall be appointed as a member of the Audit Committee.

At least one (1) member of the Audit Committee:

(a) must be a member of the Malaysian Institute of Accountants; or
(b) if he/she is not a member of the Malaysian Institute of Accountants, he/she must have at least three (3) years' working experience and:
  - he/she must have passed the examinations specified in Part I of the First Schedule of the Accountants Act, 1967; or
  - he/she must be a member of one (1) of the association of accountants specified in Part II of the First Schedule of the Accountants Act, 1967; or
  - fulfils such other requirement as prescribed by Bursa Malaysia Securities Berhad ("Bursa Securities").

The Audit Committee of the Group comprises the following members:

Chairman

Chan Jee Peng
Independent Non-Executive Director

Members

Alagasan A/L Varatharajoo
Independent Non-Executive Director

Francis Xavier A/L A.A. Gomez
Independent Non-Executive Director

The Audit Committee comprises three (3) Non-Executive Directors during FYE 31 December 2022, all of whom are Independent Directors. The Chairman of the Audit Committee, Mr. Chan Jee Peng is a Fellow Member of the Association of Chartered Certified Accountants and a member of the Malaysian Institute of Accountants ("MIA").

The composition of the Audit Committee and qualification of the members comply with Rule 15.09 (1) of the ACE Market Listing Requirement of Bursa Securities ("ACE LR").

AUTHORITY

The Audit Committee is authorised by the Board to investigate any activity within its Terms of Reference and shall have unrestricted access to any information pertaining to the Group, both the internal and external auditors and to all employees of the Group. The Audit Committee is also authorised by the Board to obtain external legal or other independent professional advice as necessary in the discharge of its duties.

TERMS OF REFERENCE

The Terms of Reference of the Audit Committee are available on Tex Cycle Technology (M) Berhad's website at http://texcycle.com.my/texcycle/terms-of-reference-of-audit-committee/.

AUDIT COMMITTEE REPORT

MEETINGS AND MINUTES

Meetings shall be held not less than four (4) times a year, and will normally be attended by the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and other senior management, if necessary. The presence of external and/or internal auditors will be requested, if required. Other members of the Board and senior management may attend meetings upon the invitation of the Audit Committee. Both the internal and/or external auditors may request a meeting if they consider it to be necessary. The Audit Committee shall meet with the external and internal auditors at least twice a year without the presence of executive members of the Board.

The Secretary to the Audit Committee shall be the Company Secretary. The Chairman of the Audit Committee shall report on each meeting to the Board.

During the year, the Audit Committee held a total of five (5) meetings. The CEO, CFO, internal auditors and external auditors have been invited to attend the Audit Committee meetings to present their audit plans and their subsequent findings.

The details of attendance of the Audit Committee members are as follows:

Committee Members	Meeting Attendance
Chan Jee Peng	5/5
Alagasan A/L Varatharajoo	5/5
Francis Xavier A/L A.A. Gomez	5/5

Responsibilities and Duties

In fulfilling its primary objectives, the Audit Committee undertakes, amongst others, the following responsibilities and duties:

(a) To discuss with the external auditors, prior to the commencement of audit, the audit plan which states the nature and scope of audit;
(b) To review major audit findings arising from the interim and final external audits, the audit report and the assistance given by the Group's officers to the external auditors;
(c) To review with the external auditors, their evaluation of the system of internal controls, their management letter and management's responses;
(d) To review the following in respect of internal audit:
  - adequacy of scope, functions and resources of the firm of internal auditors (that was engaged to undertake the internal audit function) and that it has the necessary authority to carry out its work;
  - the internal audit programme and results of the internal audit process and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
  - the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function; and
  - review any appraisal or assessment of the performance of members of the internal audit function.
(e) To review the quarterly reporting to Bursa Securities and year-end annual financial statements of the Group before submission to the Board, focusing on:
  - compliance with accounting standards and regulatory requirements;
  - any major changes in accounting policies;
  - significant and unusual items and events; and
  - incidences of fraud and material litigation, if any.
(f) To review any related party transactions and conflict of interest situations that may arise within the Group including any transaction, procedure or course of conduct that raises questions of management's integrity;
(g) To consider the nomination and appointment of external auditors, as well as the audit fee;
(h) To review the resignation or dismissal of external auditors;
(i) To review internal audit and risk management of the Group;
(j) To review whether there is reason (supported by grounds) to believe that the external auditors are not suitable for reappointment; and
(k) To promptly report to Bursa Securities if it is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the ACE LR.

AUDIT COMMITTEE REPORT

INTERNAL AUDIT FUNCTION

The Group has appointed an established external professional Internal Audit firm namely Smart Focus Group, headed by its Assurance Division Director, Mr. Lee Fook Sun, who graduated from Australia with a Bachelor of Commerce and a Masters in Accountancy. He is also a member of MIA and CPA Australia as well as a professional member of the Institute of Internal Auditors Malaysian (IA). He has vast experience and exposure in the Internal Audit field. He was assisted by three other Internal Auditors in this assignment during the financial year under review. The internal audit activities were reported directly to the Audit Committee based on the approved annual Internal Audit Plan. The approved annual Internal Audit Plan is designed to cover entities across all level of operations within the Group.

Internal audit provides independent assessment on the effectiveness and efficiency of internal controls utilising a global audit methodology and tool to support the corporate governance framework and an efficient and effective risk management framework to provide assurance to the Audit Committee.

The internal audit fee incurred during the financial year was RM15,000 (2021: RM15,000).

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

The Audit Committees' activities during the financial year under review comprised the following:

Quarterly Financial Statements and Audited Financial Statements

- Reviewed the audited financial statements of the Company prior to submission to the Directors for their perusal and approval. This was to ensure compliance of the financial statements with the provisions of the Companies Act, 2016 and the applicable approved accounting standards as per Malaysian Accounting Standards Board; and
- Reviewed the unaudited financial results before recommending them for Board's approval, focusing particularly on:
  - Any change in accounting policies
  - Significant adjustments arising from audit
  - Compliance with accounting standards and other legal requirements

External Auditors

- Reviewed the external audit plan, outlining the audit scope, audit process and areas of emphasis based on the external auditors' presentation of audit plan;
- Reviewed the external audit review memorandum, audit planning memorandum and the response from the Management;
- Consideration and recommendation to the Board for approval of the audit fees payable to the external auditors;
- Reviewed the performance and effectiveness of the external auditors in the provision of statutory audit services and recommend to the Board for approval on the re-appointment of external auditors; and
- Reviewed and evaluated the factors relating to the independence of the external auditors.

At the Audit Committee Meeting held on 15 November 2022, the Audit Committee recommended to the Board for approval of the audit fee of RM137,300.00 in respect of the FYE 31 December 2022.

Internal Auditors

The Group outsources its Internal Audit Function to a professional services firm, namely Smart Focus Group. The Internal Auditors were engaged to conduct regular review and appraisals of the effectiveness of the governance, risk management and internal control process within the Company and the Group.

The Internal Audit Report directly to the Audit Committee, the appointed Internal Auditors are given full access to all the documents relating to the Company and Group's governance, financial statements and operational assessments.

AUDIT COMMITTEE REPORT

Internal Control and Risk Management

The internal control and risk management activities carried out during the financial year are as follows:

- Reviewed the internal audit plan for adequacy scope and coverage and risk areas;
- Reviewed risk management report and internal audit reports;
- Reviewed the effectiveness and adequacy of risk management, operational and compliance processes; and
- Reviewed the adequacy and effectiveness of corrective actions taken by the Management on all significant matters raised.

RELATED PARTY TRANSACTION AND CONFLICT OF INTEREST

At each quarterly meeting, the Audit Committee reviewed the recurrent related party transactions ("RPT") and conflict of interest situation that may arise within the Company and its Group including any transaction, procedure or course of conduct that raises questions of Management integrity.

The Audit Committee reviews the RPT and conflict of interest situation presented by the management prior to the Company entering into such transaction. The Audit Committee also ensures that the adequate oversight over the controls on the identification of the interested parties and possible conflict of interest situation before entering into transaction.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

The Board of Directors ("Board") of Tex Cycle Technology (M) Berhad ("Tex Cycle" or "the Company") is committed to uphold the high standards of corporate governance throughout Tex Cycle and its subsidiaries ("the Group") with the ultimate objective of realising long-term shareholder value while taking into account the interest of other stakeholders. This corporate governance overview statement sets out the extent to which the Company has applied the practices encapsulated in the Principles of the Malaysian Code on Corporate Governance ("MCCG") except where stated otherwise.

Details of the Group's application of each practices set out in the MCCG are disclosed in the Corporate Governance Report, which is available on the Group's website at www.texcycle.com.my .

PRINCIPLE A – BOARD LEADERSHIP AND EFFECTIVENESS

I. Board Responsibilities

The Board is responsible for the oversight and overall management of the Company and has developed corporate objectives and position descriptions including the limits to management's responsibilities, which the management is aware and responsible for meeting it.

The Board has a formal schedule of matters reserved to itself for decision, which includes the overall Group strategy and direction, investment policy, major capital expenditures, consideration of significant financial matters and review of the financial and operating performance of the Group.

The Board understands the principal risks of all aspects of the business that the Group is engaged in recognising that business decisions require the incurrence of risk. To achieve a proper balance between risks incurred and potential returns to shareholders, the Board ensures that there are in place systems that effectively monitor and manage these risks with a view to the long-term viability of the Group.

The principal roles and responsibilities assumed by the Board are as follows:

(a) Reviewing and providing guidance on the Company's and the Group's annual budgets, development of risk policies, major capital expenditures, acquisitions and disposals;
(b) Monitoring corporate performance and the conduct of the Group's business and to ensure compliance with best practices and principles of corporate governance;
(c) Identifying and implementing appropriate systems to manage principal risks. The Board undertakes this responsibility through the Audit Committee;
(d) Reviewing and ensuring the adequacy and soundness of the Group's financial system, internal control systems and management information system and that they are in compliance with the applicable standards, laws and regulations;
(e) Ensuring a transparent Board nomination and remuneration process including management, ensuring the skills and experiences of the Directors are adequate for discharging their responsibilities whilst the caliber of the Independent Non-Executive Directors bring independent judgment in the decision-making process;
(f) Ensuring a proper succession plan is in place;
(g) Monitoring major litigation;
(h) Approving all financial reports to be published and related stock exchange announcements;
(i) Monitoring other material reporting and external communications by the Group;
(j) Approving the dividend policy and payment of dividends;
(k) Appointing external auditors (subject to shareholders' approval); and
(l) Considering and reviewing the social, ethical and environmental impact of the Group's activities and determining, monitoring and reviewing standards and policies to guide the Group in this regard.

The Independent Non-Executive Directors of the Company play a key role in providing unbiased and independent views, advice and contributing their knowledge and experience toward the formulation of policies and in the decision-making process. The Board structure ensures that no individual or group of individuals dominates the Board's decision-making process. Although all the Directors have equal responsibility for the Company and the Group's operations, the role of the Independent Directors are particularly important in ensuring that the strategies proposed by the Executive Directors are deliberated on and have taken into account the interest, not only of the Company, but also that of the shareholders, employees, customers, suppliers and the community.

The Board had appropriately delegated specific tasks to three (3) Board Committees; namely Audit Committee, Nominating Committee and Remuneration Committee. All the Board Committees have its own Terms of Reference and has the authority to act on behalf of the Board within the authority as lay out in the Terms of Reference and to report to the Board with the necessary recommendation.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

To ensure balance of power and authority, accountability and independent decision making, the roles of the Executive Chairman and the CEO are distinct and separated.

The Executive Chairman, Mr. Ho Siew Choong was appointed after taking into account his vast experience in areas of business management such as Human Resource, Finance, Marketing, Research and Development, Sales and Distribution. The Chairman is responsible for leadership, ensuring effective functioning of the Board and providing oversight over the operations of the Group.

The CEO, Mr. Gary Dass supported by the Executive Directors, is responsible for the day-to-day management of the operations of the Group, implementation of the Group's policies, business direction and development of the Group.

The Company has formalised and adopted a Board Charter which sets out a list of specific roles and functions which are reserved to the Board and other matters that are important for good corporate governance. The Board Charter is accessible through the Company's website at http://texcycle.com.my/texcycle/board-charter/ and will be reviewed annually to ensure it remains consistent with the Board's objectives, responsibilities and practices.

The Board has formalised a Whistle-blowing Policy, with the aim to provide an avenue for raising concerns related to possible breach of business conduct, non-compliance of laws and regulatory requirements as well as other malpractices. The details of the Whistle-blowing Policy are available for reference at the Company's website at http://texcycle.com.my/texcycle/whistle-blowing-policy/.

The Board is supported by qualified and competent Company Secretaries who are responsible for ensuring that the Company's constitutions, procedures, policies and regulations are complied with. Also ensuring that, all obligations required by the regulatory and under the Listing requirements are fulfilled in a timely manner. The Board is regularly updated and advised by the Company Secretaries on any new statutory and regulatory requirements in relation to their duties and responsibilities. The Board recognises that the Company Secretaries are suitably qualified and capable of carrying out the duties required. The Board is satisfied with the service and support rendered by the Company Secretaries in discharge of their functions.

Board Meetings are scheduled for every quarter with additional meetings to be convened as and when required. During the financial year under review, the Board met a total of five (5) times. The attendance of the Directors who held office during the financial year is set out below:

Names of Directors	Attendance at meeting	Percentage of Attendance
Executive Directors		
Ho Siew Choong	4/5	80%
Periasamy A/L Sinakalai	5/5	100%
Ho Siew Cheong	5/5	100%
Ho Siew Weng	5/5	100%
Non-Executive Directors		
Alagasan A/L Varatharajoo	5/5	100%
Chan Jee Peng	5/5	100%
Francis Xavier A/L A.A. Gomez	5/5	100%

The Board is satisfied with the level of time commitment given by the Directors of the Company towards fulfilling their duties and responsibilities. This is evidenced by the attendance record of the Directors as set out herein above.

Although the Board does not have a policy requiring each Director to attend a specific number and types of training sessions each year, to keep abreast of industry developments and trends, the Directors are encouraged to attend various external professional programmes deemed necessary to ensure that they are kept abreast on various issues facing the changing business environment within which the Group operates, in order to fulfil their duties as Directors. Any Director appointed to the Board is required to complete the MAP within four (4) months from the date of appointment.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

During the financial year ended 31 December 2022, the Directors have attended several relevant courses as below:

Directors	Seminar / Conference / Workshop
Ho Siew Choong	• Mid Year Market Outlook
Periasamy A/L Sinakalai	• Sustaining Growth Through An Innovation Culture & The Value Driven
Ho Siew Weng	• 5th International Sustainable Energy Summit (ISES) 2022
Ho Siew Cheong	• 5th International Sustainable Energy Summit (ISES) 2022
Alagasan A/L Varatharajoo	• 5th International Sustainable Energy Summit (ISES) 2022
Chan Jee Peng	• ISQC 1, ISQM 1 & ISQM 2, and ISA220 (Revised), Incorporating Root Cause Analysis • Fraud and the Auditor's Responsibilities – Incorporating ISAs 240, 315, 450, 550 and 580 and selected case studies • National Indirect Tax Conference 2022 • Malaysian Property Tax, Estates and Trusts • National Tax Conference • Anti-Money Laundering & Counter Financing of Terrorism (AML/VFT) Masterclass
Francis Xavier A/L A.A. Gomez	• Invitation to the Securities Commission Malaysia's Audit Oversight Board with Audit Committees

II. Board Composition

The Board currently consists of seven (7) members, comprising the Executive Chairman, three (3) Executive Directors and three (3) Independent Non-Executive Directors. Based on the annual review of the composition of the Board carried out by the Nominating Committee, the Board is satisfied that its current size and composition reflects an appropriate balance of Executive and Non-Executive Directors which is adequate for the scope and nature of the Group's business and operations.

Nonetheless, the Company is engaging with various parties including some retiring officers from the Government to join the Board as Independent Non-Executive Directors to meet the requirement under Practice 4.1 of the MCCG.

The Board reviews and assesses the independence of Directors annually based on the criteria set by the Nominating Committee. One of the assessment criteria is the ability of the individual Director to exercise objectivity in the discharge of his responsibilities in the interest of the Company. During the financial year, a self-declaration was conducted at each Board meeting where all Directors declared the nature of their interest in the Company, whether direct or indirect, or any circumstance which may potentially affect their independence. The Board had also carried out independence assessment of its Non-Executive Directors in terms of their relationship and dealings with the Company and the Board is of the view that all the Non-Executive Directors remain independent.

The Board is of the view that throughout their tenure, the Independent Directors had demonstrated independence in character and judgement, and had always looked out for the best interest of the Company without fear or favour. The Independent Directors had provided independent view based on their experience and knowledge that allow for diverse and objectives perspectives on the Group's business and direction. The Board believes that the length of service on the Board did not impair the objectivity of these Independent Directors. Moreover, the Independent Directors had made significant contributions to the Board in view of their sufficient breadth of understanding of the Group's activities and corporate history that will continue to add value to the Board.

The Company currently does not have a policy to limit the tenure of its independent Directors to nine (9) years. Nevertheless, pursuant to Practice 5.3 of the MCCG, the Company will seek its shareholders' approval to retain its Independent Director at the forthcoming AGM.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

III. Remuneration

The Remuneration Committee is authorised by the Board to establish a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual Directors. The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendations of the Remuneration Committee.

The Remuneration Committee was established to assist the Board in developing remuneration policies and procedures that enable the Group to attract, motivate and retain qualified Directors and key Senior Management personnel. Full details of the functions and duties of the Remuneration Committee are stated in its Terms of Reference which is available on the Company's website at http://texcycle.com.my/texcycle/terms-of-reference-of-remuneration-committee-meeting/.

During the financial year, the Remuneration Committee had carried out the following activities:

- Reviewed and assessed the performance and the remuneration package of the Executive Directors;
- Reviewed and assessed the Directors' fees and benefits payable for the financial year ended 2022; and
- Reviewed and assessed the performance and the remuneration package of the key senior management.

The composition and range of remuneration package received by the Directors during the financial year is as follows:

(i) Received from the Company

		Fees (RM)	Salaries & other emoluments (RM)	Bonuses (RM)	EPF, SOCSO & EIS (RM)	Benefit-in-kind (RM)	Total (RM)
Executive Directors							
1.	Ho Siew Choong	60,000	5,000	-	-	-	65,000
2.	Periasamy A/L Sinakalai	-	4,200	-	-	-	4,200
3.	Ho Siew Weng	-	4,500	-	-	-	4,500
4.	Ho Siew Cheong	-	4,200	-	-	-	4,200
Non-Executive Directors							
5.	Alagasan A/L Varatharajoo	40,000	9,400	-	-	-	49,400
6.	Chan Jee Peng	40,000	10,900	-	-	-	50,900
7.	Francis Xavier A/L A.A. Gomez	40,000	9,100				49,100
Total:		180,000	47,300	-	-	-	227,300

CORPORATE GOVERNANCE OVERVIEW STATEMENT

PRINCIPLE B – EFFECTIVE AUDIT AND RISK MANAGEMENT

I. Audit Committee

The Audit Committee of the Group comprises the following members:

Chairman

Chan Jee Peng
Independent Non-Executive Director

Members

Alagasan A/L Varatharajoo
Independent Non-Executive Director

Francis Xavier A/L A.A. Gomez
Independent Non-Executive Director

The Chairman of the Audit Committee is not the Chairman of the Board. The Audit Committee Report is set out separately in this Annual Report. Full details of the Audit Committee's duties and responsibilities are stated in its Terms of Reference which is available on the Company's website.

The Board, through its Audit Committee maintains a formal and transparent relationship with its external auditors. The Audit Committee ensured that the External Auditors work closely with the Internal Auditors to enhance the effectiveness of the overall audit process. The Audit Committee assessed the performance and effectiveness of the External Auditors annually, considering amongst others, their qualifications, effectiveness of the audit process, quality of service and their independence.

In the course of their audit, the external auditors highlighted to the Audit Committee matters pertaining to the financial reporting. Private meetings between them were held twice during the financial year without the presence of the management and Executive Directors, to discuss any issues that may require the attention of the Audit Committee.

The full details of the role of the Audit Committee in relation to the external auditors are set out in the Audit Committee Report of this Annual Report.

II. Risk Management and Internal Control Framework

The Board is fully aware of its overall responsibility of continually maintaining a sound system of internal control, which covers not only financial controls but also operational and compliance controls as well as risk management, and the need to review its effectiveness regularly in order to safeguard shareholders' investments and the Company's assets. The internal control system is designed to identify the risks to which the Group is exposed and mitigate the impacts thereof to meet the particular needs of the Group.

As an effort to enhance the system of internal control, the Board together with the assistance of external professional Internal Audit firm will undertake to review the existing risk management process in place within the various business operations, with the aim of formalising the risk management functions across the Group. This function also acts as a source to assist the Audit Committee and the Board to strengthen and improve current management and operating style in pursuit of best practices.

CORPORATE GOVERNANCE OVERVIEW STATEMENT

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

I. Communication with Stakeholders

The Company is committed to ensure that timely, accurate and complete information about the Company is provided equally to its shareholders, stakeholders and to the general investing public. Timely information is critical towards building and maintaining the Group's corporate credibility, market integrity and promotes investor confidence.

The Company also actively engages all its stakeholders through various platforms including the announcements via Bursa LINK, disclosures on Bursa Malaysia's website and engagement through the investor relation function.

II. Conduct of General Meetings

General meetings are the important platform for the shareholders to exercise their rights in the Company, either in Annual General Meeting ("AGM") or Extraordinary General Meeting.

Shareholders are invited to the general meetings through a notice of meeting that specify the venue, day and hour of the meeting, as well as the business of the meeting. The notice of meeting together with the Annual Report is sent to the shareholders at least 28 days prior to the AGM, so as to maximise their attendance and to provide sufficient time for them to consider the business to be discussed at the meeting. Concurrently, the notice of AGM is advertised in a nationally circulated English daily newspaper. In order to facilitate informed decision by the shareholders, notice of meeting is also accompanied by explanatory notes on the items of business to further explain the nature of business of the meeting.

All the Directors present themselves at the previous AGMs. The Audit Committee Chairman, the Nominating Committee Chairman and the Remuneration Committee Chairman were being informed that questions relating to the Committee under their purview will be addressed by them accordingly.

The Company conducts a poll voting on each resolution tabled during the general meetings to support shareholders participation. As the number of shareholders of the Company is not large, the Company currently conducts a manual poll voting instead of electronic poll voting. With the poll voting, each shareholder present in person or represented by proxy at the general meeting will be entitled to vote on a one-share, one-vote basis. Independent scrutineer is appointed to validate the votes cast at the meeting.

Review of the proposed 'Directors Fit and Proper Policy' for adoption by the Board

In order to ensure a person to be appointed or elected/re-elected as Director possesses the necessary quality and character as well as integrity, competency and commitment, the Board has in May 2022 adopted a Directors' Fit andProper Policy. This policy serves as a guide for the Nomination Committee and the Board in their review and assessment of candidates that are to be appointed as well as Directors who are seeking for re-election. The policy is accessible on the Company's website at http://texcycle.com.my/texcycle/directors-fit-and-proper-policy/.

This Corporate Governance Overview Statement is made in accordance with the resolution of the Board of Directors dated 16 March 2023.

NOMINATING COMMITTEE REPORT

The Board, through the Nominating Committee, ensures that it recruits to the Board only individuals of sufficient calibre, knowledge and experience to fulfil the duties of a Director appropriately.

The Nominating Committee consists of three (3) Independent Non-Executive Directors and its Chairman is an Independent Non-Executive Director appointed by the Board.

The Nominating Committee comprise of the following during the financial year ended 31 December 2022:

Chairman

Alagasan A/L Varatharajoo
Independent Non-Executive Director

Members

Chan Jee Peng
Independent Non-Executive Director

Francis Xavier A/L A.A. Gomez
Independent Non-Executive Director

Objectives

The primary objective of the Nominating Committee is to act as a committee of the Board to assist in discharging the Board's responsibilities in:

- Assessing each of the existing Directors' ability to contribute to the effective decision making of the Board;
- Identifying, appointing and orientating new Directors;
- Reviewing the mix, skills, experience and other qualities (including gender, age and ethnicity) the Board requires for it to function independently and efficiently;
- Membership of the Audit and Remuneration Committees and any other Board Committees as appropriate, in consultation with the chairman of those committees;
- Assessing and evaluating the effectiveness of the Board as a whole and the Board Committees, assessing the performance of independence of Independent Non-Executive Directors, the CEO and the CFO;
- Identifying and recommending Directors who are to be put forward for retirement by rotation in accordance with the Company's Constitution; and
- Identifying and recommending a nominee for appointment as Senior Independent Director.

Composition

The Terms of the Nominating Committee provides that the Board shall appoint members to the Nominating Committee from amongst its members. The Nominating Committee shall comprise exclusively of Non-Executive Directors with at least three (3) members. Majority of the members of the Nominating Committee shall be independent. The Chairman of the Nominating Committee shall be an Independent Non-Executive Director appointed by the Board.

In the absence of the Nominating Committee Chairman, the remaining members present shall elect one of them to chair the meeting.

Meeting and Quorum

The Nominating Committee shall meet whenever there is a need for the Committee to perform its function, and at least once every year in carrying out an annual review of the Board, its Committees and the contribution of individual Directors to the Company. A member may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Nominating Committee. The quorum necessary for a meeting of the Nominating Committee shall be two (2) members.

Questions arising at any meeting of the Nominating Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination/decision of the Nominating Committee.

In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote PROVIDED THAT two (2) members form a quorum. The Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.

NOMINATING COMMITTEE REPORT

Reporting procedures

Minutes of the Nominating Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.

Minutes of meetings of the Nominating Committee shall record in sufficient detail the matters considered by the Nominating Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings shall be sent to all members of the Nominating Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

Without prejudice to the generality of the duties of the Nominating Committee set out in these Terms, the Nominating Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

Responsibilities

The functions and responsibilities of the Nominating Committee are as follows:

- To make recommendations to the Board with regard to any appointment of Directors considering their skills, knowledge, education, qualities, expertise and experience, professionalism, integrity, time commitment, contribution, boardroom diversity including gender, age and ethnicity diversity and other factors that will best qualify a nominee to serve on the Board, and for the position of Independent Non-Executive Directors, the ability to discharge such responsibilities/functions as expected;
- To consider, in making its recommendations, candidates for directorships proposed by the Executive Chairman and within the bounds of practicability, by any other senior executive or any other Director or shareholder;
- To assist the Board to review regularly the Board's structure, size and composition and the required mix of skills and experience and other qualities including core competencies which Non-Executive Directors shall bring to the Board;
- To assess the effectiveness of the Board, any other committees of the Board and the contributions of each individual Director, including the independence of Independent Non-Executive Directors, as well as the CEO and CFO (where these positions are not Board members), based on the processes and procedures laid out by the Board; and to provide the necessary feedback to Directors in respect of their performance;
- To ensure proper documentation of all assessments and evaluations so carried out;
- To recommend to the Board, the Directors to fill the seats on any committees of the Board. In making its recommendations, the Committee shall also consider, within the bounds of practicability, candidates proposed by any Director, Chief Executive, Senior Executive or shareholder;
- To propose to the Board the responsibilities of Non-Executive Directors, including membership and Chairmanship of Board Committees;
- To recommend to the Board for continuation or discontinuation in service of Directors as an Executive Director or Non-Executive Director;
- To recommend to the Board, Directors who are retiring by rotation to be put forward for re-election;
- To evaluate training needs for Directors annually;
- To arrange induction programmes for newly appointed Directors to familiarise themselves with the operations of the Group;
- To recommend to the Board the engagement of services of such advisers as it deems necessary to fulfil the Board's responsibilities; and
- To carry out other responsibilities, functions or assignments as may be defined by the Board from time to time.

Activities of Nominating Committee

The Nominating Committee met once during the financial year and all members of the Nominating Committee attended the meeting to deliberate on the following:

- Review the current Board structure, size and composition with an aim to achieving a balance of views on the Board;
- Review and assess the effectiveness of the Board as a whole, the various Board Committees as well as the contribution of each individual Director;
- Review the level of independence of Independent Directors;
- Discuss on the annual retirement by rotation and re-election of Directors at the forthcoming Annual General Meeting; and
- Discuss the retention of Independent Non-Executive Directors, Mr. Alagasan A/L Varatharajoo, who has served on the Board for a cumulative period of more than nine (9) years.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Introduction

The Malaysian Code on Corporate Governance requires listed companies to maintain a sound system of internal control to safeguard shareholders' investments and the Group's assets. Rule 15.26(b) of the Listing Requirements requires the Directors of listed companies to include a statement in their Annual Reports on the state of their internal controls. Set out below is the Board's Risk Management and Internal Control Statement.

Board Responsibility

The Board committed to ensure the existence of an appropriate risk management framework and sound, efficient and effective system of internal control to safeguard shareholders' investment and the Group's assets. The system is designed to provide reasonable assurance of effective operations and compliance with laws and regulations. The Board ensures the effectiveness of the system through periodic reviews. As there are limitations that are inherent in any system of internal control, this system is designed to manage rather than eliminate risks 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. The system of internal control covers, inter alia, financial, operational and compliance controls and risk management procedures.

Control Environment

The Group has an organisation structure that is aligned to business requirements. The internal control mechanism is embedded in the various work processes at appropriate levels in the Company. The Board is accountable for ensuring the existence and effectiveness of internal control and provides leadership and direction to senior management in the manner the Company controls its businesses, the state of internal control and its activities. In developing the internal control systems, consideration is given to the overall control environment of the Company, assessment of financial and operational risks and an effective monitoring mechanism.

Internal Audit

The Board is fully aware of the importance of the internal audit function and has engaged an independent professional firm namely Smart Focus Group to provide independent assurance to the Board and Audit Committee in providing an independent assessment of the adequacy, efficiency and effectiveness of the Group's internal control system.

The IA Firm adopts a risk-based approach and prepares its audit plan based on the risk profiles from the risk assessment of the business units of the Group. Scheduled internal audits are carried out based on the annual audit plan approved by the Audit Committee. On a half yearly basis, the IA Firm presents the Audit Committee ("AC") with the internal audit reports.

During the year under review, internal audit reviews were carried out by the Internal Audit team to address the related internal control weaknesses. Significant weaknesses identified during the reviews together with the improvement measures to strengthen the internal controls were reported accordingly.

The main elements in the system of internal control framework included:

- An organisational structure in the Group with formally defined lines of responsibility and delegation of authority;
- Documentation of written policies and procedures for certain key operational areas;
- Quarterly review of financial results by the Board and the AC;
- Active participation and involvement by the Executive Chairman, CEO, CFO and the Executive Directors in the day-to-day running of the major businesses and regular discussions with the senior management of smaller business units on operational issues;
- Review of internal audit reports and findings of the AC; and
- Quarterly review of the Group's performance and results by Executive Chairman, CEO, CFO and management.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Internal Auditor ("IA") also periodically reports on the activities performed, key strategic and control issues observed by Internal Audit to the AC in order to preserve its independence. The AC reviews and approves IA's annual budget, audit plan and human resource requirements to ensure the function maintains an adequate number of IA with sufficient knowledge, skills and experience. IA adopts the International Standards for the Professional Practice of Internal Auditing of The Institute of Internal Auditors (IIA), the definition of Internal Auditing, Code of Ethics, Practices and Framework in order to ensure standardisation and consistency in providing assurance on the adequacy, integrity and effectiveness of the Group's overall system of internal controls, risk management and governance. IA has aligned its current internal audit practices with the Committee of Sponsoring Organizations of the Treadway Commission (COSO - USA Standard) and The Criteria of Control Board (COCO - Canadian Standard)'s Internal Controls - Integrated Framework. Using this framework, all internal control assessments performed by the IA are based on the internal control elements, scope and coverage. IA continues to adopt the risk-based audit plan to ensure the programmes carried out are prioritised based on the Group's key risks and core or priority areas. Input from various sources, including of the Enterprise Risk Management Framework, business plan, past audit issues, external auditors, management and Board are gathered, assessed and prioritised to derive the annual audit plan.

In 2022, reviews in various areas involving Recycling Operations, Information Technology, Finance, Procurement, Human Resources, and Subsidiaries were conducted. There were 2 reports issued, Internal Audit Review and Risk Management profiling reports. The Internal Audit function has reviewed the state of internal control of various operations within the Company based on the information provided by the management and line managers. Namely, as follows:

- Plant Operations
- Sales and Marketing
- IT Security Management
- Procurement Management
- Accounting and Financial Activities
- Trading Management
- Human Resources Management
- Safety Management

All reports from the internal audit reviews carried out were submitted and presented to the AC with the feedback and agreed corrective actions to be undertaken by the management. Subsequently, the progress of these corrective actions was monitored and verified by IA on a regular basis and submitted to the AC. Internal audit committed to equip the IA with sufficient knowledge, skills and competencies to discharge their duties and responsibilities.

During the FYE 2022, the Internal Auditors conducted the followings review:

i. Internal Audit Review on Tex Cycle Technology (M) Berhad
ii. Report on Enterprise Risk Management

Quality Assurance

The IA develops and maintains a quality assurance and improvement programme that covers all aspects of internal audit activities. The quality assurance programme assesses the effectiveness of internal audit processes and identifies opportunities for improvement via both internal and external assessments. It has its own peer reviewer mechanism to ensure consistent good quality output of every audit engagement. The team leader is well experienced to manage the internal audit assignments.

Information and Communication

While the management has full responsibility in ensuring the effectiveness of internal control, which it establishes, the Board of Directors has the authority to assess the state of internal control as it deems necessary. In doing so, the Board has the right to inquire information and clarification from management as well as to seek inputs from the AC, external and internal auditors, and other experts at the expense of the Company.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Risk Management

The Board has an established ongoing process for identifying, evaluating and managing the significant risks encountered by the Company in accordance with the Guidance for Directors of Public Listed Companies on Statement on Risk Management and Internal Control. Risk management is an integral part of the business operations and this process goes through a review process by the Board. Discussions have been conducted during the year, involving different levels of managements, to identify and address risks faced by the Group. These risks were summarised and included in the Group's risk management report. The Group has an ongoing process for identifying, evaluating and managing the significant risks faced by the Group throughout the financial year under review and up to the date of approval of this statement for inclusion in the Annual Report by the management. This is to ensure that all high risks are adequately addressed at various levels within the Group.

The Board regards risk management as an integral part of the Group's business operations and has oversight over this critical area through the AC. The AC, supported by the IA, provides an independent assessment of the effectiveness of the Group's Enterprise Risk Management ("ERM") framework and reports to the Board. The Group's ERM framework is in line with the international standards (COSO and ISO Standards) and involves systematically identifying, analysing, measuring, monitoring and reporting on the risks that may affect the achievement of its business objectives. This framework helps to reduce the uncertainties surrounding the Group's internal and external environment, thus allowing it to maximise opportunities and minimise adverse incidences that may arise. The major risks to which the Group is exposed to are strategic, operational, regulatory, financial, market, technologies, products and reputational risks.

The ERM process is based on the following principles:

- Consider and manage risks enterprise-wide;
- Integrate risk management into business activities;
- Manage risk in accordance with the risk management framework;
- Tailor responses to business circumstances; and
- Communicate the risks and responses to management.

All identified risks are displayed on a 1 to 3 risk matrix based on their risk ranking to assist the management in prioritising their efforts and appropriately managing the different classes of risks. The Board and management drive a pro-active risk management culture and regular risk awareness and coaching sessions are held to ensure that the Group's employees have a good understanding and application of risk management principles. There is no dedicated ERM department, however the Executive Director, CEO and CFO who work closely with the Group's operational managers are continuing to strengthen the risk management initiatives within the Group so that it responds effectively to the constantly changing business environment and is thus able to protect and enhance shareholder value.

The Board recognises the importance of ERM in enhancing shareholder value while upholding a high standard of corporate governance. Combining a strong and sustained commitment from the Board and senior management with a clear direction and oversight from all levels of leadership, the Group embraces a holistic risk management approach to achieve its business targets with minimal surprises.

Risk management policies and practices form part of Tex Cycle's overall strategy to chart positive growth in today's rapidly evolving business environment. The Board continues to ensure that risk management is effectively institutionalised and its risk maturity level is elevated. This is achieved via a multitude of ERM initiatives clustered in key strategic areas, as part of the Group's efforts to ensure smooth ERM practice on the ground coupled with continuous tracking and monitoring of risks and controls. It also strengthens its risk culture and practice, harmonise its risks and risk appetites at the operational level wherever possible.

Risk Structure/Accountability and Responsibility

Further improving Tex Cycle's risk governance, ERM structures have been established in each department and subsidiary. The aim is for a risk culture to be internalised through risk ownership and to drive ERM implementation at the functional level. ERM Resource Persons also known as Head of Department ("HOD")/Risk Coordinators ("RCs"), are appointed at each business unit, and act as the single point of contact to liaise directly with the Group's CFO in matters relating to ERM, including the submission of reports on a periodic basis. In addition, they are responsible for assisting their Heads of Department to manage and administer the business units' risk portfolios, which include arranging, organising and coordinating ERM programmes.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Assurance from The Management

The Board has also received reasonable assurance from the Executive Chairman, CEO, CFO, and other HODs that the Group's risk management and the internal control system are operating adequately and effectively, in all material aspects, based on the risk management model adopted by the Group.

Conclusion

Pursuant to Rule 15.23 of the Listing Requirements, the external auditors have reviewed this Statement on Risk Management and Internal Control for inclusion in the Annual Report of the Company for the financial year ended 31 December 2022 and reported to the Board that nothing has come to their attention that causes them to believe that this statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the system of internal control.

The Board is pleased to report that there were no major internal control weaknesses identified during the year, nor have any of the reported weaknesses resulted in material losses or contingencies requiring disclosure in the Group's Annual Report. The Board is of the view that the existing system of the internal control is adequate. Nevertheless, management continues to take measures to strengthen the control environment. This statement is based on the consideration of the audit work performed by both the external auditors and the internal auditors on financial and non-financial matters.

CORPORATE PROFILE

TEX CYCLE TECHNOLOGY (M) BERHAD

Tex Cycle Technology (M) Berhad ("Tex Cycle Technology" or "the Group") is an investment holding company which was listed on the ACE Market of Bursa Securities Malaysia Berhad on 27 July 2005.

The Group is primarily engaged in waste management business that focuses on environmentally friendly solutions which provides professional services preferred by companies from various industries in accordance with the Environmental Quality Act. Conversely, we also supply specialised products for the defence industry and further endow chemical products for related industries. Technology advancement and frequent upgrade on the system and procedures allow us to offer our valued customers with economical products and services in total compliance, thus offering a one-stop solution to the relevant industries.

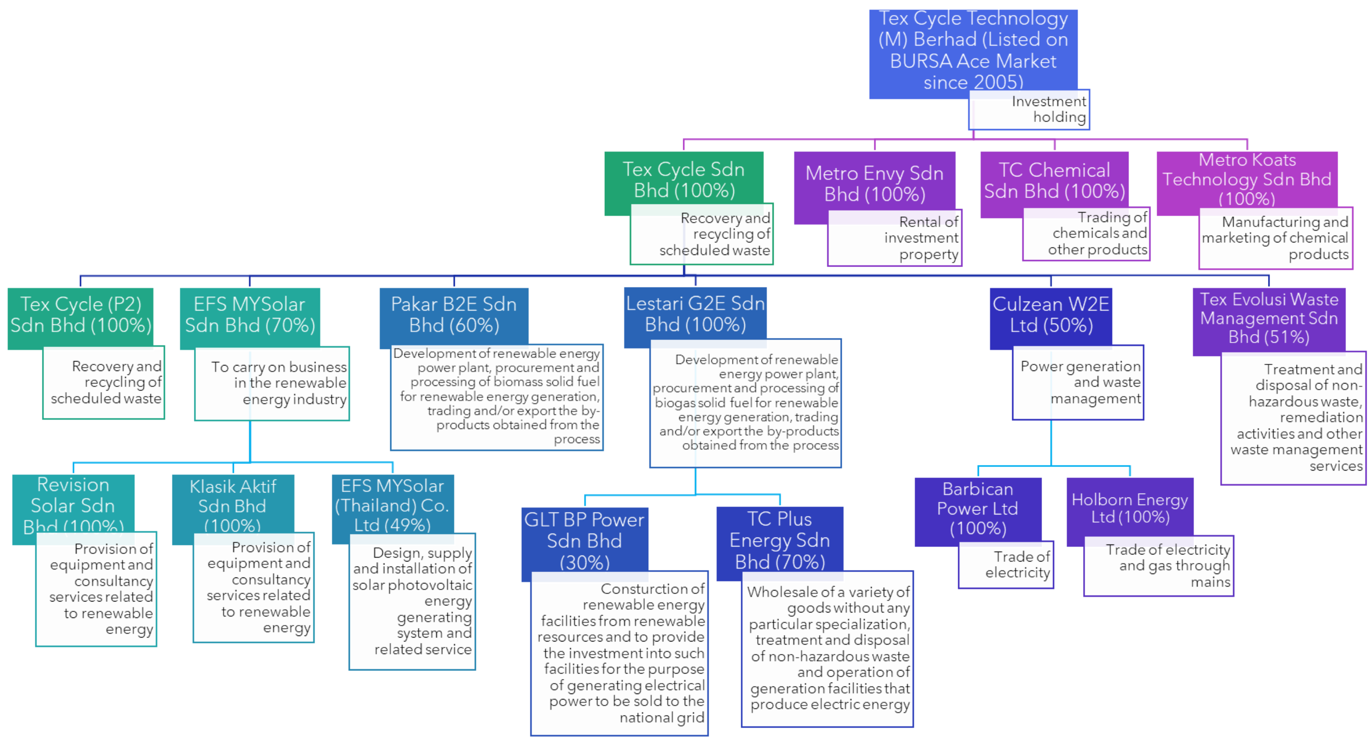
As diversifying is key to maintain survivability and relevance in the competitive market, the Group has ventured into the renewable energy sector ranging from biomass to solid waste to energy projects. In line with the Government's initiative to promote and increase renewable energy usage, the Group is working closely with the Sustainable Energy Development Authority ("SEDA") Malaysia. The Group is working tirelessly to explore key potential projects locally and internationally.

Apart from waste to energy, the Group ventured into Solar Energy as well. It is another key component in moving forward with the renewable energy diversification programmed to help industries lessen the cost of operation where the volume of electricity consumption is high.

In a nutshell, all these approaches will in the long run help reduce the reliance on fossil fuels and raise the awareness bar on perusal of clean energy sources.

The Group's Corporate Structure and Principal Activities

The Group structure as at 31 December 2022 is as follows:



CORPORATE PROFILE

TEX CYCLE SDN. BHD.

We choose to act on the worldwide effort of Waste Management and live the 4R motto ‘Reduce, Reuse, Recover and Recycle’ which was then still vague to the world. Today, Tex Cycle Sdn. Bhd. (“TCSB”), the subsidiary of Tex Cycle Technology (M) Bhd is one of the most established and a pioneer Recycler of Scheduled Waste in the region with its wholly-owned subsidiary Tex Cycle (P2) Sdn. Bhd. (“TCP2SB”) carrying on the waste management legacy.

Besides that, TCSB is in the midst of expanding its wings into renewable energy power generation locally through TCP2SB as well as internationally through its joint venture company, Culzean W2E Ltd. (“Culzean”). Besides that, TCSB has recently entered into a joint venture on solar energy through EFS MYSolar Sdn. Bhd. to explore solar business opportunities as a way of minor diversification. TCSB has also invested in biomass renewable energy through its subsidiary, namely Pakar B2E Sdn Bhd. and Lestari G2E Sdn Bhd to explore in biogas renewable energy. In 2022, TCSB has incorporated a 51% owned subsidiary, Tex Evolusi Waste Management Sdn Bhd to explore in its waste management services.

TEX CYCLE (P2) SDN. BHD.

Tex Cycle (P2) Sdn. Bhd. (“TCP2SB”) was incorporated on 4 June 2007 and commenced operation at the end of the second quarter of 2014. As one of the most established and a pioneer recycler of scheduled waste in the region, TCP2SB owns its fully licensed facility in the Klang Valley which provides complete services that includes analysis, transportation, collection, treatment, delivery and disposal of scheduled waste as approved by the DOE. The basis and core of our business which is protecting the environment, preserving it for the future generation and in the process creating value for stakeholders is much preferred by our customers. Our systems are in accordance with ISO 14001 which assures complete professional services and products in total compliance. TCSB and TCP2SB are referred as ‘Tex Cycle’ in this reporting. TCP2SB is also into renewable energy power generation from biomass waste under the purview of the SEDA Malaysia.

EFS MYSOLAR SDN. BHD.

EFS MYSolar Sdn. Bhd. (“EFS MYSolar”) was incorporated on 1 November 2018. Its intended principal activity is to identify, evaluate and execute strategic business opportunities in the solar energy sector with its joint venture partner, EFS Revision Energy Sdn. Bhd. whereby Tex Cycle Sdn. Bhd. has 70% control over this joint venture company. EFS MYSolar Sdn. Bhd. has acquired two subsidiaries, which named Revision Solar Sdn Bhd and Klasik Aktif Sdn Bhd. During the year, EFS MYSolar has further expanded its business into Thailand and incorporated an associate named EFS MYSolar (Thailand) Co. Ltd..

REVISION SOLAR SDN. BHD.

Revision Solar Sdn. Bhd. (“RSSB”) is a wholly-owned subsidiary of EFS MYSolar. Its intended principal activity is provision of equipment and consultancy services related to renewable energy. RSSB is a Feed-In Approval (“FiA”) Holder of a solar photovoltaic (“solar PV”) plant in Penang under the Malaysia Feed-In-Tariff (“FiT”) Programme with a Renewable Energy Power Purchase Agreement (“REPPA”) with Tenaga Nasional Berhad (“TNB”) for the tenure of 21 years at a fixed tariff rate of RM1.1512 per kWh.

KLASIK AKTIF SDN. BHD.

Klasik Aktif Sdn. Bhd. (“KASB”) is a wholly-owned subsidiary of EFS MYSolar. Its intended principal activity is provision of equipment and consultancy services related to renewable energy. KASB is a FiA Holder of a solar PV plant in Penang under the Malaysia FiT Programme with a REPPA with TNB for the tenure of 21 years at a fixed tariff rate of RM1.1512 per kWh.

EFS MYSOLAR (THAILAND) CO. LTD.

EFS MYSolar (Thailand) Co. Ltd. was incorporated on 28 June 2022. Its intended principal activity is to develop photovoltaic systems under PPA arrangement with various commercial and industrial customers in Thailand with its joint venture partner, EFS-CTP Energy (Thailand) Co., Ltd. whereby EFS MYSolar Sdn. Bhd. owned 49% of this joint venture company.

PAKAR B2E SDN. BHD.

Pakar B2E Sdn. Bhd. (“PB2ESB”) was incorporated on 9 March 2020. The principal activity of the Company is development of renewable energy power plant, procurement and processing of biomass solid fuel for renewable energy generation, trading and/or export the by-products obtained from the process. It is 60% owned by Tex Cycle Sdn. Bhd, 30% by Pakar Go Green Sdn. Bhd. and 10% by KLPK Niaga Sdn. Bhd. PB2ESB has obtained the FiT approval from SEDA on 2 July 2020 for the biomass project in Gurun, Kedah, to supply 4 MW electricity to TNB for the tenure of 21 years at a fixed tariff rate of RM0.3784 per kWh.

CORPORATE PROFILE

LESTARI G2E SDN. BHD.

Lestari G2E Sdn. Bhd. ("LG2ESB") which is a wholly-owned subsidiary of Tex Cycle Sdn. Bhd. was incorporated on 10 November 2020. Its principal activity is development of renewable energy power plant, procurement and processing of biogas solid fuel for renewable energy generation, trading and/or export the by-products obtained from the process. In 2022, LG2ESB has incorporated a 70% owned subsidiary, TC Plus Energy Sdn Bhd to explore further in biomass renewable energy sector.

TC PLUS ENERGY SDN. BHD.

TC Plus Energy Sdn. Bhd. was incorporated on 15 July 2022. The principal activity of the Company is development of renewable energy powerplant, procurement and processing of biomass solid fuel for renewable energy generation, trading and/or export the by-products obtained from the process. Lestari G2E Sdn. Bhd. has entered into joint venture agreement with Bioplus Sdn. Bhd. and has 70% control over this joint venture company.

GLT BP POWER SDN. BHD.

LG2ESB has entered into a shareholder agreement with Green Lagoon Technology Sdn Bhd ("GLT") for the acquisition of 450,000 ordinary shares in GLT BP Power Sdn Bhd ("GLT BP Power") on 12 July 2022, representing 30% equity interest in GLT BP Power. GLT BP Power is principally engaged in engineering, design and technology for palm oil mill effluent anaerobic 1 lagoon clean development mechanism ("CDM") projects, preliminary assessment and feasibility services before the commencement of CDM projects, construction management of CDM projects, maintenance, monitoring and operation of CDM.

TEX EVOLUSI WASTE MANAGEMENT SDN. BHD.

Tex Evolusi Waste Management Sdn. Bhd. was incorporated on 06 January 2022. The principal activity of the Company is treatment and disposal of non-hazardous waste remediation activities and other waste management services. Tex Cycle Sdn. Bhd. has entered into joint venture agreement with Evolusi Synergy Sdn. Bhd. and has 51% control over this joint venture company.

CULZEAN W2E LTD.

TCSB has entered into a joint venture agreement with Culzean Generation Ltd. and formed a joint venture company, named Culzean W2E Ltd. ("Culzean"). TCSB has 50% control over the joint venture company. Culzean is the holding company of Barbican Power Ltd. and Holborn Energy Ltd. These companies are incorporated and domiciled in the United Kingdom. The principal activity of Culzean is production of electricity. However, Culzean has yet to commence its operation at the end of the financial year. In 2022, Culzean has disposed one of the subsidiaries, Paddington Power Ltd. to a third party.

METRO ENVY SDN. BHD.

Metro Envy Sdn. Bhd. was incorporated on 16 January 2004 and its principal activity is rental of investment property.

TC CHEMICAL SDN. BHD.

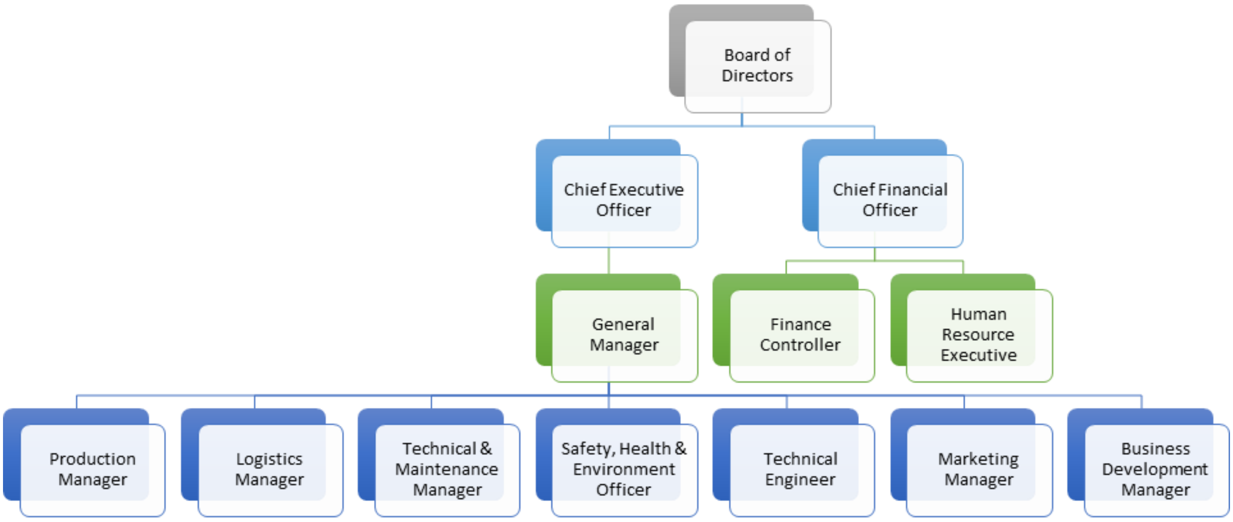
TC Chemical Sdn. Bhd. was incorporated on 22 June 2009. The principal activity of the Company is trading of chemical and other related products.

METRO KOATS TECHNOLOGY SDN. BHD.

Metro Koats Technology Sdn. Bhd. was incorporated in 1995. The principal activity of the Company is manufacture and marketing of chemical products. It is also the R&D centre for our graphene-based product development together with Nano Malaysia Berhad and University Putra Malaysia (UPM).

CORPORATE PROFILE

Organisation Chart



Environment Management Systems Approval Certificate

CERTIFICATE

SIRIM QAS International Sdn. Bhd. hereby certifies that

TEX CYCLE (P2) SDN. BHD.
LOT 8942 & 8960
KAWASAN PERINDUSTRIAN TELUK GONG
42000 KLANG
SELANGOR DARUL EHSAN
MALAYSIA

has implemented an Environmental Management System complying with

ISO 14001 : 2015
ENVIRONMENTAL MANAGEMENT SYSTEM – REQUIREMENTS WITH GUIDANCE FOR USE

Scope of Certification

PROVISION FOR TRANSPORTATION, COLLECTION, RECOVERY AND RECYCLING OF SCHEDULED WASTES.

Issue date	:	**23 February 2021**
Original certification date	:	**08 March 2003**
Expiry date	:	**07 March 2024**
Certificate no.	:	**EMS 00236**

NUR FADHILAH BINTI MUHAMMAD
Chief Executive Officer
SIRIM QAS International Sdn. Bhd.

SIRIM QAS International Sdn. Bhd.
Company No. 410334-X
1, Persiaran Dato' Menteri
Section 2, P. O. Box 7035
40700 Shah Alam
Selangor Darul Ehsan
MALAYSIA

Tel : 60-3-5544 6404
Fax : 60-3-5544 6787

http://www.sirim-qas.com.my
http://www.malaysiancertified.com.my

This certificate is granted subject to the terms and conditions as stated in the Certification Agreement.

THE INTERNATIONAL CERTIFICATION NETWORK

CERTIFICATE

SIRIM QAS International Sdn. Bhd. has issued an IQNet recognized certificate that the organization:

TEX CYCLE (P2) SDN. BHD.
LOT 8942 & 8960
KAWASAN PERINDUSTRIAN TELUK GONG
42000 KLANG
SELANGOR DARUL EHSAN
MALAYSIA

has implemented and maintains an

Enviromental Management System

for the following scope:

PROVISION FOR TRANSPORTATION, COLLECTION, RECOVERY AND RECYCLING OF SCHEDULED WASTES.

which fulfils the requirements of the following standard:

ISO 14001 : 2015

Issued on	: **23 February 2021**
First issued on	: **08 March 2003**
Expires on	: **07 March 2024**

This attestation is directly linked to the IQNet Partner's original certificate and shall not be used as a stand-alone document

Registration Number : **MY – EMS 00236**

Alex Stoichitoiu
President of IQNet

Nur Fadhilah binti Muhammad
Chief Executive Officer
SIRIM QAS International Sdn Bhd

IQNet Partners*:
AENOR *Spain* AFNOR Certification *France* APCER *Portugal* CCC *Cyprus* CISQ *Italy* CQC *China* CQM *China* CQS *Czech Republic* Cro Cert *Croatia* DQS Holding GmbH *Germany* FCAV *Brazil* FONDONORMA *Venezuela* ICONTEC *Colombia* Inspecta Sertifiointi Oy *Finland* INTECO *Costa Rica* IRAM *Argentina* JQA *Japan* KFQ *Korea* MIRTEC *Greece* MSZT *Hungary* Nemko AS *Norway* NSAI *Ireland* NYCE-SIGE *Mexico* PCBC *Poland* Quality Austria *Austria* RR *Russia* SII *Israel* SIQ *Slovenia* SIRIM QAS International *Malaysia* SQS *Switzerland* SRAC *Romania* TEST St Petersburg *Russia* TSE *Turkey* YUQS *Serbia*
IQNet is represented in the USA by: AFNOR Certification, CISQ, DQS Holding GmbH and NSAI Inc.

* The list of IQNet partners is valid at the time of issue of this certificate. Updated in formation is available under www.iqnet-certification.com

CORPORATE PROFILE

Vision

Tex Cycle envisions being the preferred scheduled waste recycler in Malaysia. It aims to achieve this vision through the practice of sustainability in every aspect of the business with persistence, commitment, determination and passion. It further aspires to one day being able to achieve zero-waste through maximisation of resources.

Mission

Tex Cycle is committed to doing its part by engaging in continued ways and means to reduce all possible threats to the Environment. It embraces all relevant national as well as international efforts and inspires awareness on environmental protection to the community at large.

Tex Cycle believes in sharing our resources with our most important stakeholder, our employees who are given utmost priority. We pursue our mission with continuous commitment in ensuring that our employees work in a safe environment and return to their families safely.

Being in a competitive marketplace, it is essential for our professional teams to manage our Customer's satisfaction efficiently and proactively. We uphold this with loyal and professional assistance which is provided with engaging our exceptional services and reliable products at all times.

Tex Cycle embarks on continuous Research and Development ("R&D") in striving to do business profitably and responsibly by seeking up-to-date technologies and modern state-of-the-art equipment and upgrading its operations for more effectiveness and efficiency in all that it does.

Tex Cycle addresses Corporate Social Responsibility to the future generation through various projects, collaborations, exhibitions and awareness programs to instil the importance of caring for the environment. Tex Cycle also readily extends assistance in whichever way possible to the less fortunate.

By sincerely pursuing these visions, missions as well as responsible and transparent corporate conduct, innovation and prudent investment, Tex Cycle is able to increase value for all its shareholders.

CORPORATE VALUES

- Adhering to all regulations wherever we operate.
- Practicing high ethical standards and sincerity in our business.
- Protecting the environment and community in all our actions.
- Respecting diversity and individual growth of employees.
- Creating higher value through technology, creativity and innovation.
- More than meeting the expectations of customers and shareholders and building mutually profitable relationships.

TEX CYCLE'S GROWTH STRATEGY

The Board of Directors and its principal shareholders are committed toward the growth of the Company.

This aim is being achieved through:

- Growth in human capital;
- Growth in infrastructure;
- Growth of its core business;
- Developing strategic partnerships;
- Vertical integration;
- Business diversification and
- Moulding the environment in which we operate.

ADDITIONAL COMPLIANCE INFORMATION

The following disclosures are made in accordance with Part A of Appendix 9C of the Listing Requirements of Bursa Malaysia Securities Berhad:

Employee Share Scheme

During the year 2022, the Company has establishment an Employees' Share Scheme ("ESS") of up to 10% of the total number of Shares (excluding treasury shares) at any point in time during the 5 years duration of the scheme to the eligible executive directors and employees of Tex Cycle and its subsidiaries which are not dormant.

The second ESS amounting to 678,550 units of ordinary shares had been allocated and distributed on 25 February 2022 with the following details:

Shares granted to:-

	Unit of shares	%
Directors and Senior Management	610,970	90
Other Employees of the Group	67,580	10
Total	678,550	100

Share Buy-back

During the year, the Company did not purchase its own shares through purchases on Bursa Malaysia Securities Berhad.

As at 31 December 2022, the cumulative total number of shares repurchased was Nil (2021: Nil) of the total 256,189,496 (2021: 256,189,496) issued and fully paid ordinary shares as at 31 December 2022, 2,747,300 (2021: 3,425,850) are held as treasury shares by the Company.

Options, Warrants or Convertible Securities

There was no exercise of Options or Convertible Securities or conversion of warrants during the financial year ended 31 December 2022.

American Depository Receipt ("ADR") or Global Depository Receipt ("GDR") Programme

The Company did not sponsor any ADR or GDR programmes during the financial year ended 31 December 2022.

Imposition of Sanctions/Penalties

There were no material sanctions or penalties imposed on the Company and its subsidiaries, Directors or management by the relevant regulatory bodies during the financial year ended 31 December 2022.

Non-Audit Fees

The amount of non-audit fees paid and payable to external auditors by the Group for the financial year ended 31 December 2022 amounted to RM5,000.

Variation in Results

There was no material variance between the financial results and the profit forecast or unaudited results previously made for the financial year ended 31 December 2022.

Profit Guarantee

There was no profit guarantee given by the Company during the financial year ended 31 December 2022.

Material Contracts

There were no material contracts outside the ordinary course of business entered into by the Company and its subsidiaries involving Director's and major shareholder's interest which were still subsisting at the end of the financial year ended 31 December 2022 or entered into since the end of the previous financial year.

Profit Forecast Variance

There was no profit forecast issued in respect of the financial result ended 31 December 2022.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are responsible for the preparation of financial statements prepared for each financial year to give a true and accurate view of the state of the Group and of the Company of the results and cash flows of the Group and of the Company for the financial year then ended.

In ensuring the preparation of these financial statements, the Directors have observed the following criteria:

- Overseeing the overall conduct of the Company's business and that of the Group;
- Identifying principal risks and ensuring that an appropriate system of internal control exists to manage these risks;
- Reviewing the adequacy and integrity of Internal Controls System and Management Information System in the Company and within the Group;
- Adopting suitable accounting policies and apply them consistently;
- Making judgments and estimates that are reasonable and prudent; and
- Ensuring compliance with application Approved Accounting Standards in Malaysia.

The Directors are responsible for ensuring that proper accounting and other records which are closed with reasonable accuracy at any time the financial position of the Group and ensuring that the financial statements comply with the Listing Requirements, the provisions of the Companies Act, 2016 and applicable Approved Accounting Standards in Malaysia. The Directors are also responsible for taking such reasonable steps to safeguard the assets of the Group and to minimise fraud and other irregularities.

FINANCIAL STATEMENTS

CORPORATE INFORMATION

DIRECTORS	Ho Siew Choong (Executive Chairman) Ho Siew Weng (Executive Director) Ho Siew Cheong (Executive Director) Periasamy A/L Sinakalai (Executive Director) Chan Jee Peng (Independent Non-Executive Director) Alagasan A/L Varatharajoo (Independent Non-Executive Director) Francis Xavier A/L A.A. Gomez (Independent Non-Executive Director)
AUDIT COMMITTEES	Chan Jee Peng (Independent Non-Executive Director) Alagasan A/L Varatharajoo (Independent Non-Executive Director) Francis Xavier A/L A.A. Gomez (Independent Non-Executive Director)
SECRETARY	Wong Youn Kim (MAICSA 7018778)
AUDITORS	Grant Thornton Malaysia PLT (Member of Grant Thornton International Ltd.) Chartered Accountants Level 11, Sheraton Imperial Court Jalan Sultan Ismail 50250 Kuala Lumpur
REGISTERED OFFICE	Acclime Corporate Services Sdn. Bhd. Level 5, Tower 8, Avenue 5 Horizon 2, Bangsar South City 59200 Kuala Lumpur
PRINCIPAL PLACE OF BUSINESS	Lot 8942, Jalan Telok Gong 42000 Pelabuhan Klang Selangor Darul Ehsan
SOLICITORS	Kenny Lee & Associates Gerald Samuel Advocates and Solicitors JM Chong, Vincent Chee & Co
STOCK EXCHANGE LISTING	ACE Market of Bursa Malaysia Securities Berhad

DIRECTORS' REPORT

The Directors have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is that of investment holding.

The information on the name, place of incorporation, principal activities, and percentage of issue share capital held by the Company in the subsidiaries are as disclosed in Note 12 to the financial statements.

There have been no significant changes in the nature of the principal activities of the Company and of its subsidiaries during the financial year.

RESULTS

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

	Group RM	Company RM
Profit for the financial year	9,740,210	1,673,216
Attributable to:		
Owners of the Company	9,392,519	1,673,216
Non-controlling interests	347,691	-
	9,740,210	1,673,216

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

DIVIDENDS

The amount of dividend paid and declared since the end of the previous financial year was as follows:

	RM
In respect of the financial year ended 31 December 2022	
First interim single tier dividend of 0.60 sen per ordinary share, declared on 17 November 2022 and paid on 22 December 2022	1,520,653

The Directors do not propose any final dividend for the current financial year.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES AND DEBENTURES

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

There were no new issuance of debentures by the Company.

DIRECTORS' REPORT

TREASURY SHARES

During the financial year, the Company did not repurchase any of its shares from the open market.

As of 31 December 2022, the Company held 2,747,300 treasury shares out of its 256,189,496 issued ordinary shares. The treasury shares are held in accordance with Section 127(6) of the Companies Act 2016.

EMPLOYEES' SHARE SCHEME

At the Extraordinary General Meeting held on 4 October 2017, the Company's shareholders approved the establishment of employees' share grant plan and employees share option scheme under the employees share scheme for the eligible Directors and employees of the Group.

During the financial year, 678,550 units of shares are granted for employees share grant plan.

No employees share option are granted for the employees share option scheme during the financial year.

OTHER STATUTORY INFORMATION

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

(a) To ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and

(b) To ensure that any current assets which were unlikely to realise in the ordinary course of business including the value of current assets as shown in the accounting records of the Group and of the Company had been written down to an amount which the current assets might be expected so to realise.

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

(a) Which would render the amounts written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or

(b) Which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading; or

(c) 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; or

(d) 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.

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

(a) Any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liability of any other person; or

(b) Any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

In the opinion of the Directors:

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

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

(c) There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group and the Company for the current financial year in which this report is made.

DIRECTORS' REPORT

DIRECTORS OF THE COMPANY

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

Ho Siew Choong (Executive Chairman)*
Ho Siew Weng (Executive Director)*
Ho Siew Cheong (Executive Director)*
Periasamy A/L Sinakalai (Executive Director)*
Chan Jee Peng (Independent Non-Executive Director)
Alagasan A/L Varatharajoo (Independent Non-Executive Director)
Francis Xavier A/L A.A. Gomez (Independent Non-Executive Director)

* Directors of the Company and of its subsidiaries

The Directors of subsidiaries who held office during the financial year and up to the date of this report are:

Abdul Kahar Bin Abdul Rahim
Azizi Bin Ahmad
Azni Bin Idris
Beh Keang Yu @ Baik Keang Yu
Gary Dass A/L Anthony Francis
Geraldine Hii Siaw Wei
Ho Wai Mun
Mohamad Ariffin Bin Ismail (Alternative Director to Azizi Bin Ahmad)
Mohd Amran Bin Mohd Salleh
Muhamad Bin Tolling
Tan Jin-Fei
Yew Yen Chuan

DIRECTORS' INTERESTS IN SHARES

The interests in the Company 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 in Malaysia, are as follows:

	Number of ordinary shares			
Interest in the Company	**Balance as of 1.1.2022**	**Bought**	**Sold**	**Balance as of 31.12.2022**
Ho Siew Choong				
Direct	12,794,354	67,850	-	12,862,204
Deemed (Note 1)	106,007,938	-	-	106,007,938
Indirect (Note 2)	2,119,200	67,000	-	2,186,200
Ho Siew Weng				
Direct	3,720,395	67,850	-	3,788,245
Deemed (Note 1)	106,007,938	-	-	106,007,938
Indirect (Note 2)	596,250	-	-	596,250
Ho Siew Cheong				
Direct	6,773,447	67,850	-	6,841,297
Deemed (Note 1)	106,007,938	-	-	106,007,938
Periasamy A/L Sinakalai				
Direct	10,530,147	67,850	-	10,597,997
Deemed (Note 1)	106,007,938	-	-	106,007,938
Indirect (Note 2)	2,470,450	2,000	-	2,472,450
Alagasan A/L Varatharajoo				
Direct	70,000	-	-	70,000
Francis Xavier A/L A.A. Gomez				
Direct	-	4,000	-	4,000

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN SHARES (CONT'D)

Note 1: Deemed interest by virtue of his interest in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016.

Note 2: Indirect interest by virtue of his spouse's/children's direct shareholdings in Tex Cycle Technology (M) Berhad pursuant to Section 59(11)(c) of the Companies Act 2016.

Other than as disclosed above, the other Directors in office at the end of the financial year did not hold shares or had beneficial interest in the shares of the Company or its related companies during or at the beginning and end of the financial year.

By virtue of their interests in the shares of the Company, Mr. Ho Siew Choong, Mr. Ho Siew Weng, Mr. Ho Siew Cheong and Mr. Periasamy A/L Sinakalai are also deemed interested in the shares of all the subsidiaries during the financial year to the extent that the Company has an interest under Section 8 of the Companies Act 2016.

DIRECTORS' REMUNERATION AND BENEFITS

During the financial year, the remuneration and other benefits received and receivable by the Directors of the Company are as follows:

	Incurred by the Company RM	Incurred by the subsidiaries RM	Group RM
Fees	180,000	-	180,000
Other emoluments	47,300	2,276,950	2,324,250
Defined contribution plan	-	355,184	355,184
Social security contribution	-	346	346
Employees' share scheme	-	119,416	119,416
	227,300	2,751,896	2,979,196

During and at the end of the financial year, no arrangement subsisted to which the Company is 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 AND OFFICERS

There are no indemnity coverage and insurance premium paid for Directors and Officers of the Company during the financial year.

DIRECTORS' REPORT

AUDITORS

The total amount of fees paid to or receivable by the Auditors, Grant Thornton Malaysia PLT, as remuneration for their services as auditors of the Company and its subsidiaries for the financial year ended 31 December 2022 amounted to RM38,000 and RM94,300 respectively.

The Group and the Company have agreed to indemnify the Auditors, Grant Thornton Malaysia PLT to the extent permissible under the provision of the Companies Act 2016 in Malaysia. However, no payment has been made arising from this indemnity for the financial year.

The Auditors, Grant Thornton Malaysia PLT have expressed their willingness to continue in office.

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

....	)	
HO SIEW CHOONG	)	
	)	
	)	
	)	
	)	
	)	DIRECTORS
	)	
	)	
	)	
	)	
	)	
	)	
....	)	
HO SIEW WENG		

Kuala Lumpur
16 March 2023

STATEMENT BY DIRECTORS

In the opinion of the Directors, the financial statements set out on pages 89 to 160 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022 and of their financial performance and their cash flows for the financial year then ended.

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

....	....
HO SIEW CHOONG	HO SIEW WENG

Kuala Lumpur
16 March 2023

STATUTORY DECLARATION

I, Geraldine Hii Siaw Wei, being the Officer primarily responsible for the financial management of Tex Cycle Technology (M) Berhad, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 89 to 160 are correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provision of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by)
the abovenamed at Kuala Lumpur in)
the Federal Territory this day of)
16 March 2023)

....
GERALDINE HII SIAW WEI
(MIA No: 26872)

Before me:

Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TEX CYCLE TECHNOLOGY (M) BERHAD

Incorporated in Malaysia

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Tex Cycle Technology (M) Berhad, which comprise the statements of financial position as at 31 December 2022 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 89 to 160.

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

Basis for Opinion

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

Independence and Other Ethical Responsibilities

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

Key Audit Matters

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

Key audit matters	**How our audit addressed the key audit matters**
Provision for expected credit losses ("ECLs") for trade receivables The Group has material amounts of trade receivables. The adequacy of assessment on recoverability of trade receivables require the use of estimates and judgements of the management. The Group applies a simplified approach in calculating provision for ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss provision based on lifetime ECLs at each reporting date. The Group considers amongst others, its historical credit loss experience, adjusted for forward-looking factors specific to the receivables and the economic environment. Refer to Note 16.1 to the financial statements.	We have reviewed the management's estimates in provision rate used to provide ECLs allowance on trade receivables. This includes reviewing the ageing of receivables and testing the integrity of ageing. We also checked the recoverability of outstanding receivables through examination of subsequent cash receipts and tested the operating effectiveness of the relevant control procedures that management has put in place.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TEX CYCLE TECHNOLOGY (M) BERHAD

Key Audit Matters (cont'd)

Key audit matters	How our audit addressed the key audit matters
Goodwill on consolidation The Group is required to test annually the amount of goodwill for impairment. This impairment testing relies on estimates of value-in-use based on estimated future cash flows. The annual impairment test is significant to our audit because the assessment process used in preparing the estimated future cash flows is complex and highly judgemental and is based on assumptions that are affected by expected future market or economic conditions. Refer to Note 11 to the financial statements.	We evaluated the Directors' future cash flow projections, and the process of which they were drawn up, including testing the underlying calculations. We validated the Directors' key assumptions for long term growth rates applied in the projections by comparing them to the historical results as well as economic and industry forecasts, and the discount rate used by assessing the cost of capital for the Group.

There is no key audit matter to be communicated in respect of the audit of the financial statements of the Company.

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 do 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. As at the date of our report, the other information has not been made available to us for our reading and accordingly we are unable to report in this regard.

However, if after reading the other information when available and we conclude there is a material misstatement therein, we will communicate same to the Directors of the Company.

Responsibilities of Directors for the Financial Statements

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TEX CYCLE TECHNOLOGY (M) BERHAD

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicated 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 identified 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 TEX CYCLE TECHNOLOGY (M) BERHAD

Other Matter

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

GRANT THORNTON MALAYSIA PLT (201906003682 & LLP0022494-LCA) CHARTERED ACCOUNTANTS (AF 0737)	KISHAN NARENDRA JASANI (NO: 03223/12/2023 J) CHARTERED ACCOUNTANT

Kuala Lumpur
16 March 2023

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

	Note	Group 2022 RM	Group 2021 RM	Company 2022 RM	Company 2021 RM
Revenue	4	31,461,969	28,734,725	2,100,000	-
Cost of sales		(10,330,106)	(9,475,978)	-	-
Gross profit		21,131,863	19,258,747	2,100,000	-
Change in fair value of investment property		2,890,000	-	-	-
Other income		2,043,983	915,242	266,924	645,124
Administrative expenses		(11,400,676)	(9,570,561)	(495,597)	(397,021)
Selling and distribution costs		(1,271,881)	(951,654)	(3,828)	(3,828)
Other expenses		(1,045,794)	(756,038)	(178,759)	(598,434)
Reversal of/(Allowance for) impairment loss on receivables	16	933,954	(577,666)	-	-
Profit/(Loss) from operations		13,281,449	8,318,070	1,688,740	(354,159)
Share of losses of equity-accounted associates		(10,936)	-	-	-
Share of losses of equity-accounted joint venture		-	(150,872)	-	-
Finance costs		(533,297)	(18,624)	-	-
Finance income		250,380	143,056	166	127
Profit/(Loss) before tax	5	12,987,596	8,291,630	1,688,906	(354,032)
Income tax expense	6	(3,247,386)	(2,135,804)	(15,690)	-
Profit/(Loss) for the financial year		9,740,210	6,155,826	1,673,216	(354,032)

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

	Note	Group 2022 RM	Group 2021 RM	Company 2022 RM	Company 2021 RM
Other comprehensive income for the financial year, net of tax					
Items that will be reclassified subsequently to profit or loss					
- Share of other comprehensive loss of equity-accounted associates		(1,070)	-	-	-
- Share of other comprehensive income of equity-accounted joint venture		-	15,875	-	-
Total comprehensive income/(loss) for the financial year, net of tax		9,739,140	6,171,701	1,673,216	(354,032)
Profit/(Loss) for the financial year attributable to:					
Owners of the Company		9,392,519	6,225,086	1,673,216	(354,032)
Non-controlling interests		347,691	(69,260)	-	-
		9,740,210	6,155,826	1,673,216	(354,032)
Total comprehensive income/(loss) attributable to:					
Owners of the Company		9,391,770	6,240,961	1,673,216	(354,032)
Non-controlling interests		347,370	(69,260)	-	-
		9,739,140	6,171,701	1,673,216	(354,032)
Earnings per share (sen)					
- Basic	8	3.71	2.46		
- Diluted	8	-	-		

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

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
ASSETS					
Non-current assets					
Property, plant and equipment	9	91,582,409	81,784,227	-	-
Investment property	10	19,000,000	16,110,000	-	-
Goodwill on consolidation	11	1,599,709	1,599,709	-	-
Investment in subsidiaries	12	-	-	44,612,682	44,612,682
Investment in associates	13	4,551,204	-	-	-
Investment in a joint venture	14	-	-	-	-
Total non-current assets		116,733,322	99,493,936	44,612,682	44,612,682
Current assets					
Inventories	15	282,812	209,280	-	-
Trade receivables	16	5,390,627	7,659,767	-	-
Other receivables	16	6,500,186	1,203,989	1,700	1,700
Investment in unit trusts	17	12,763,782	11,101,532	10,390,146	8,542,661
Amount owing by subsidiaries	18	-	-	8,683,394	6,208,698
Amount owing by a joint venture	18	3,858,300	3,429,075	-	-
Tax recoverable		1,779,907	382,076	787	847
Cash and bank balances	19	9,750,118	6,649,069	211,507	2,149,531
		40,325,732	30,634,788	19,287,534	16,903,437
Non-current assets held for sale	20	3,960,384	-	-	-
Total current assets		44,286,116	30,634,788	19,287,534	16,903,437
Total assets		161,019,438	130,128,724	63,900,216	61,516,119

STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2022 (CONT'D)

	Note	Group 2022 RM	Group 2021 RM	Company 2022 RM	Company 2021 RM
EQUITY AND LIABILITIES					
EQUITY					
Equity attributable to owners of the Company					
Share capital	21	26,382,794	26,386,904	26,382,794	26,386,904
Treasury shares	21	(1,051,552)	(1,354,224)	(1,051,552)	(1,354,224)
Foreign exchange translation reserve	22	50,425	51,174	-	-
Retained earnings		97,678,510	89,806,644	32,926,862	32,774,299
		123,060,177	114,890,498	58,258,104	57,806,979
Non-controlling interests	12	1,735,980	653,580	-	-
Total equity		124,796,157	115,544,078	58,258,104	57,806,979
LIABILITIES					
Non-current liabilities					
Lease liabilities	23	287,205	164,784	-	-
Term loans	24	25,189,493	5,083,294	-	-
Deferred tax liabilities	25	3,136,000	1,663,000	-	-
Total non-current liabilities		28,612,698	6,911,078	-	-
Current liabilities					
Trade payables	26	14,906	5,788	-	-
Other payables	26	4,712,212	6,639,933	67,121	56,500
Amount owing to subsidiaries	18	-	-	5,574,991	3,652,640
Lease liabilities	23	39,855	11,140	-	-
Term loans	24	2,843,610	1,016,707	-	-
Total current liabilities		7,610,583	7,673,568	5,642,112	3,709,140
Total liabilities		36,223,281	14,584,646	5,642,112	3,709,140
Total equity and liabilities		161,019,438	130,128,724	63,900,216	61,516,119

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

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

		Attributable to owners of the Company						
		Non-distributable			Distributable			
Group	**Note**	**Share capital RM**	**Treasury shares RM**	**Foreign exchange translation reserve RM**	**Retained earnings RM**	**Total RM**	**Non-controlling interests RM**	**Total equity RM**
Balance as of 1 January 2021		26,386,904	(1,354,224)	35,299	83,581,558	108,649,537	662,840	109,312,377
Profit for the financial year		-	-	-	6,225,086	6,225,086	(69,260)	6,155,826
Foreign exchange translation reserve	22	-	-	15,875	-	15,875	-	15,875
Total comprehensive income for the financial year		-	-	15,875	6,225,086	6,240,961	(69,260)	6,171,701
Transaction with owners:								
Subscription of shares in subsidiary by non-controlling interests		-	-	-	-	-	60,000	60,000
Total transaction with owners		-	-	-	-	-	60,000	60,000
Balance as of 31 December 2021		26,386,904	(1,354,224)	51,174	89,806,644	114,890,498	653,580	115,544,078
Profit for the financial year		-	-	-	9,392,519	9,392,519	347,691	9,740,210
Foreign exchange translation reserve	22	-	-	(749)	-	(749)	(321)	(1,070)
Total comprehensive income for the financial year		-	-	(749)	9,392,519	9,391,770	347,370	9,739,140

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

		Attributable to owners of the Company						
		Non-distributable			Distributable			
Group (cont'd)	**Note**	**Share capital RM**	**Treasury shares RM**	**Foreign exchange translation reserve RM**	**Retained earnings RM**	**Total RM**	**Non-controlling interests RM**	**Total equity RM**
Transactions with owners:								
Subscription of shares by non-controlling interest		-	-	-	-	-	735,030	735,030
Utilisation for employees' share scheme	21	(4,110)	302,672	-	-	298,562	-	298,562
Dividend paid	27	-	-	-	(1,520,653)	(1,520,653)	-	(1,520,653)
Total transactions with owners		(4,110)	302,672	-	(1,520,653)	(1,222,091)	735,030	(487,061)
Balance as of 31 December 2022		26,382,794	(1,051,552)	50,425	97,678,510	123,060,177	1,735,980	124,796,157

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (CONT'D)

Company	Note	← Non-distributable Share capital RM	→ Treasury shares RM	Distributable Retained earnings RM	Total RM
Balance as of 1 January 2021		26,386,904	(1,354,224)	33,128,331	58,161,011
Total comprehensive loss for the financial year		-	-	(354,032)	(354,032)
Balance as of 31 December 2021		26,386,904	(1,354,224)	32,774,299	57,806,979
Total comprehensive income for the financial year		-	-	1,673,216	1,673,216
Transactions with owners:					
Utilisation for employees' share scheme	21	(4,110)	302,672	-	298,562
Dividend paid	27	-	-	(1,520,653)	(1,520,653)
Balance as of 31 December 2022		26,382,794	(1,051,552)	32,926,862	58,258,104

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

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

	Note	Group 2022 RM	Group 2021 RM	Company 2022 RM	Company 2021 RM
OPERATING ACTIVITIES					
Profit/(Loss) before tax		12,987,596	8,291,630	1,688,906	(354,032)
Adjustments for:					
(Reversal of)/Allowance for impairment loss on receivables		(933,954)	577,666	-	-
Bad debts written off		364,072	-	-	-
Depreciation of property, plant and equipment		3,811,371	3,431,004	-	-
Property, plant and equipment written off		5,442	182,295	-	-
Dividend income from investment in unit trusts		(113,814)	(466,131)	(78,662)	(414,030)
Dividend income received from subsidiaries		-	-	(2,100,000)	-
Fair value loss on investment in unit trusts		388,807	572,766	178,759	598,434
Change in fair value of investment property		(2,890,000)	-	-	-
Interest expenses		533,297	18,624	-	-
Interest income		(250,380)	(143,056)	(166)	(127)
Gain on disposal of investment in unit trusts		(188,249)	(171,409)	(188,262)	(165,723)
Loss on disposal of property, plant and equipment		32,174	-	-	-
Share of loss of equity-accounted associates		10,936	-	-	-
Share of loss of equity-accounted joint venture		-	150,872	-	-
Unrealised loss/(gain) on foreign exchange		27,599	(15,659)	-	-
Expenses on employees' share scheme		298,562	-	-	-
Operating profit/(loss) before working capital changes		14,083,459	12,428,602	(499,425)	(335,478)
Changes in working capital:					
Inventories		(73,532)	2,102	-	-
Trade receivables		2,839,022	(767,331)	-	-
Other receivables		(5,296,197)	18,348	-	-
Trade payables		9,118	(87,234)	-	-
Other payables		(1,927,721)	2,539,423	10,621	(111,835)
Cash generated from/(used in) operations		9,634,149	14,133,910	(488,804)	(447,313)
Interest received		3,821	1,141	166	127
Tax refund		120,000	-	-	-
Tax paid		(3,292,217)	(2,729,982)	(15,630)	(400)
Net cash from/(used in) operating activities		6,465,753	11,405,069	(504,268)	(447,586)

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

	Note	Group		Company	
		2022 RM	2021 RM	2022 RM	2021 RM
INVESTING ACTIVITIES					
Advance to a joint venture		(182,666)	(1,727,140)	-	-
Advance to subsidiaries		-	-	(2,474,696)	(6,201,984)
(Net additional)/Net proceeds of investment in unit trusts		(1,748,994)	2,043,782	(1,759,320)	2,043,782
Investment in associates		(4,563,210)	-	-	-
Proceeds from disposal of property, plant and equipment		8,000	-	-	-
Purchase of property, plant and equipment	**C**	(17,325,497)	(13,757,052)	-	-
Dividend income received from subsidiaries		-	-	2,100,000	-
Net cash used in investing activities		(23,812,367)	(13,440,410)	(2,134,016)	(4,158,202)
FINANCING ACTIVITIES					
Repayment of term loans	**A**	(1,516,850)	(1,002,533)	-	-
Repayment of lease liabilities	**A**	(22,095)	(7,128)	-	-
Advance from subsidiaries	**A**	-	-	2,220,913	3,552,640
Proceeds from subscription of shares by non-controlling interests		735,030	60,000	-	-
Drawdown of term loans	**A**	23,449,952	-	-	-
Dividend paid		(1,520,653)	-	(1,520,653)	-
Interest paid		(650,122)	(114,648)	-	-
Net cash from/(used in) financing activities		20,475,262	(1,064,309)	700,260	3,552,640
CASH AND CASH EQUIVALENTS					
Effect of exchange translation differences on cash and cash equivalents		(27,599)	15,659	-	-
Net changes		3,128,648	(3,099,650)	(1,938,024)	(1,053,148)
At beginning of financial year		6,649,069	9,733,060	2,149,531	3,202,679
At end of financial year	19	9,750,118	6,649,069	211,507	2,149,531

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

NOTES TO STATEMENTS OF CASH FLOWS

A. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Group	1.1.2022 RM	Additions RM	Lease modification RM	Cash flows RM	31.12.2022 RM
Lease liabilities	175,924	175,400	(2,169)	(22,095)	327,060
Term loans	6,100,001	-	-	21,933,102	28,033,103
Total liabilities from financing activities	6,275,925	175,400	(2,169)	21,911,007	28,360,163

	1.1.2021 RM	Lease modification RM	Cash flows RM	31.12.2021 RM
Lease liabilities	272,050	(88,998)	(7,128)	175,924
Term loans	7,102,534	-	(1,002,533)	6,100,001
Total liabilities from financing activities	7,374,584	(88,998)	(1,009,661)	6,275,925

Company	1.1.2022 RM	Utilisation for employees' share scheme RM	Cash flows RM	31.12.2022 RM
Subsidiaries	3,652,640	(298,562)	2,220,913	5,574,991

	1.1.2021 RM	Cash flows RM	31.12.2021 RM
Subsidiaries	100,000	3,552,640	3,652,640

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

NOTES TO STATEMENTS OF CASH FLOWS (CONT'D)

B. CASH OUTFLOWS FOR LEASES AS A LEASEE

Group	2022 RM	2021 RM
Included in net cash from operating activities:		
Payment relating to short-term leases	428,880	11,200
Payment relating to low value leases	168	2,346
Included in net cash from financing activities:		
Interest paid in relation to lease liabilities	16,445	18,624
Payment of lease liabilities	22,095	7,128
Total cash outflows for leases	467,588	39,298

C. PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

Group	2022 RM	2021 RM
Total additions	17,500,897	13,757,052
Purchase through lease arrangements	(175,400)	-
Total cash outflows for leases	17,325,497	13,757,052

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

NOTES TO THE FINANCIAL STATEMENTS – 31 DECEMBER 2022

1. GENERAL INFORMATION

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

The principal activity of the Company is that of investment holding.

The information on the name, place of incorporation, principal activities, and percentage of issue share capital held by the Company in the subsidiaries are as disclosed in Note 12 to the financial statements.

There have been no significant changes in the nature of the principal activities of the Company and of its subsidiaries during the financial year.

The registered office of the Company is located at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur.

The principal place of business of the Company is located at Lot 8942, Jalan Telok Gong, 42000 Pelabuhan Klang, Selangor Darul Ehsan.

The financial statements of the Group and of the Company were authorised for issuance by the Board of Directors in accordance with a resolution of the Directors on 16 March 2023.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

2.1 Statement of compliance

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

2.2 Basis of measurement

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

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group and the Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)

2.2 Basis of measurement (cont'd)

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

- 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 their fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to their fair value measurement is unobservable.

For the purpose of fair value disclosures, the Group and the Company have determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy as explained above.

2.3 Functional and presentation currency

The financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency and all values are rounded to the nearest RM except when otherwise stated.

2.4 MFRSs

2.4.1 Adoption of new standards/amendments/improvements to MFRSs

The Group and the Company have consistently applied the accounting policies set out in Note 3 to all periods presented in these financial statements.

At the beginning of the current financial year, the Group and the Company adopted new standards/amendments/improvements to MFRSs which are mandatory for the financial periods beginning on or after 1 January 2022.

Initial application of the new standards/amendments/improvements to the MFRSs did not have material impact to the financial statements.

2.4.2 Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's and the Company's financial statements are disclosed below. The Group and the Company intend to adopt these new and amended standards and interpretations, if applicable, when they become effective in the respective financial period.

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

MFRS 17*	Insurance Contracts
Amendments to MFRS 17*	Insurance Contracts
Amendments to MFRS 17*	Insurance Contracts: Initial Application of MFRS 17 and MFRS 9 - Comparative Information
Amendments to MFRS 4*	Insurance Contracts: Extension of the Temporary Exemption from Applying MFRS 9
Amendments to MFRS 101	Presentation of Financial Statements: Classification of Liabilities as Current or Non-current
Amendments to MFRS 101	Presentation of Financial Statements: Disclosure of Accounting Policies
Amendments to MFRS 108	Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates
Amendments to MFRS 112	Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

2. **BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)**

2.4 **MFRSs (cont'd)**

2.4.2 **Standards issued but not yet effective (cont'd)**

Amendments to MFRSs effective for annual for annual periods beginning on or after 1 January 2024

Amendments to MFRS 16	Leases: Lease Liabilities in a Sale and Leaseback
Amendments to MFRS 101	Presentation of Financial Statements: Non-current Liabilities with Covenants

Amendments to MFRSs effective for a date yet to be confirmed

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

* Not applicable to the Group's and the Company's operation

The initial application of the above standards, amendments and interpretations are not expected to have any material impact to the financial statements of the Group and of the Company upon its first adoption.

2.5 **Significant accounting estimates and judgements**

The preparation of financial statements for the Group and the Company requires the use of certain judgements, estimates and assumptions. Accounting estimates and judgements are being constantly reviewed against historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances. However, because of uncertainty in determining future events and its impact, actual result could differ from the estimates reported.

Information about significant judgements, estimates and assumption that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below.

2.5.1 **Key sources of estimation uncertainty**

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

Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their useful life. However, significant judgement is involved in estimating the useful life and residual value of property, plant and equipment which are subjected to technological development and level of usage. Therefore, residual values of these assets and future depreciation charges may vary.

2. **BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)**

2.5 **Significant accounting estimates and judgements (cont'd)**

2.5.1 **Key sources of estimation uncertainty (cont'd)**

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash-generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow ("DCF") model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill of the Group.

Provision for expected credit losses ("ECLs") of financial assets

Credit losses are the difference between all contractual cash flows the Group and the Company is due and the cash flows that it actually expects to receive. An ECL is the probability-weighted estimate of credit losses which requires the Group's and the Company's judgement. The ECLs are discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for grouping of various customer segments that have similar loss patterns such as geography, customer type and rating, and coverage by letters of credit and other forms of credit insurance.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed rates, forecast economic conditions and ECLs are a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default rate in the future.

Fair value measurement and valuation processes

Significant judgement is involved in determining the appropriate valuation techniques and inputs for fair value measurements where active market quotes are not available.

In estimating the fair value of financial asset or financial liability, the Group and the Company use market-observable data to the extent it is available. Management makes maximum use of market inputs, and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in measuring the financial assets and financial liabilities. Where Level 1 inputs are not available, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the end of the reporting date.

The Group measures its investment property at fair value with changes in fair value being recognised in statements of profit or loss. The Directors of the Group estimate the fair value based on the valuation report done by the Group during the financial year to determine fair values adjusted for recent transaction prices in the market of properties with similar condition and location.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

2. **BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)**

2.5 **Significant accounting estimates and judgements (cont'd)**

2.5.1 **Key sources of estimation uncertainty (cont'd)**

Leases - Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs when available and is required to make certain entity-specific estimates.

Income taxes/Deferred tax liabilities

Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets

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

Assumptions about the generation of future taxable profits depend on the management's estimates of future cash flows. These depend on estimates of future production and sales volume, operating costs, capital expenditure, dividends and other capital management transactions. Judgement is also required about the application of income tax legislation. These judgements and assumptions are subject to risks and uncertainties, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets recognised in the statements of financial position and the amount of unrecognised tax losses and unrecognised temporary differences.

2.5.2 **Significant management judgements**

The followings are significant management judgements in applying the accounting policies of the Group and of the Company that have the most significant effect on the financial statements.

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

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

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

2. **BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (CONT'D)**

2.5 **Significant accounting estimates and judgements (cont'd)**

2.5.2 **Significant management judgement (cont'd)**

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

The Group included the renewal period as part of the lease term for leases with shorter non-cancellable period. The Group typically exercises its option to renew for these leases because there will be a significant negative effect on production if a replacement asset is not readily available. The renewal periods for leases with longer non-cancellable periods are not included as part of the lease term as these are not reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

Property lease classification - Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all of the fair value of the commercial property, that it retains substantially all the risks and rewards incidental to ownership of these properties and accounts for the contracts as operating leases.

Deferred tax assets

The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in which the Group operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by the management based on the specific facts and circumstances.

3. **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied to financial statements for the periods presented, unless otherwise stated.

3.1 **Basis of consolidation**

The consolidated financial statements incorporate the audited financial statements of the Company and all its subsidiaries controlled by the Company made up to the end of the financial year. Control is achieved when the Company has power over the investee, is exposed, or has rights to variable returns from its involvement with the investee, and has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

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

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual agreements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.1 Basis of consolidation (cont'd)

Consolidation of subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company losses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All significant intercompany transactions and balances are eliminated on consolidation.

3.1.1 Non-controlling interests

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company. It is presented separately in the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position, separate from equity attributable to owners of the Company.

Losses attributable to non-controlling interests in a subsidiary are allocated to non-controlling interests even though it may result in deficit to non-controlling interests.

3.2 Business combinations

Acquisitions of the subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred. At acquisition date, the identifiable assets acquired and liabilities assumed are recognised at their fair value, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with MFRS 112 Income Taxes and MFRS 119 Employee Benefits respectively;
- Liabilities or equity instruments related to the share-based payment arrangements of the acquire or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with MFRS 2 Share-based Payment at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with MFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

3.3 Associates and joint venture

Associate is entity in which the Group has significant influence, but no control, over their financial and operating policies.

A joint venture is a type of joint arrangement whereby the parties have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group's investments in its associates and joint venture are accounted for using the equity method. Under the equity method, investments in an associate or a joint venture are carried in the statements of financial position at cost plus post acquisition changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The share of the result of an associate or a joint venture is reflected in profit or loss. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, where there has been a change recognised directly in the equity of an associate or a joint venture, the Group recognises its share of any changes and discloses this, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

3. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.3 Associates and joint venture (cont'd)

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statements of profit or loss and other comprehensive income outside operating profit and represents profit or loss after tax of the joint venture.

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

The financial statements of the associate and joint venture are prepared as of the same reporting period as the Company. Where necessary, adjustments are made to bring the accounting policies of the associate or joint venture in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investments in associate or joint venture. The Group determines at each end of the reporting period whether there is any objective evidence that the investments in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and their carrying value, then recognises the amount in the "share of profit of investments accounted for using the equity method" in profit or loss.

Upon loss of significant influence over the associate or joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

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

In the Group's separate financial statements, investments in associate and joint venture are stated 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.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.4 **Revenue recognition**

The Group and the Company recognise revenue from contracts with customers for goods or services based on the five-step model as set out in this standard:

i. Identify contracts with a customer. A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria that must be met.

ii. Identify performance obligations in the contract. A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer either a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer to the customer.

iii. Determine the transaction price. The transaction price is the amount of consideration to which the Group and the Company expect to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

iv. Allocate the transaction price to the performance obligations in the contract. For a contract that has more than one performance obligation, the Group and the Company allocate transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group and the Company expect to be entitled in exchange for satisfying each performance obligation.

v. Recognise revenue when (or as) the Group and the Company satisfy a performance obligation. An asset is transferred when (or as) the customer obtains control of the asset.

The Group and the Company satisfy a performance obligation and recognise revenue over time if the Group's and the Company's performance:

i. Do not create an asset with an alternative use to the Group and to the Company and have an enforceable right to payment for performance completed to date; or

ii. Create or enhance an asset that the customer controls as the asset is created or enhanced; or

iii. Provide benefits that the customer simultaneously receives and consumes as the Group and the Company perform the obligation.

For performance obligations where any one of the above conditions not met, revenue is recognised at a point in time at which the performance obligation is satisfied.

When the Group and the Company satisfy a performance obligation by delivering the promised goods or services, it creates a contract based on asset on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised, this gives rise to a contract liability.

Revenue is measured at fair value of consideration received or receivable. The followings describe the performance obligation in contracts with customers:

3.4.1 **Sales of goods and rendering of services**

The Group provides services on waste management which includes the provision of waste recovery and recycling services and rental of recycled products. Revenue from providing services is recognised at point of time when the services are rendered at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services. Some services include multiple deliverables, such as the sales of the chemical products and services. It is accounted for as a separate performance obligation. In this case, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. The revenue from sales of goods is recognised at a point in time, which is typically on delivery of the goods. Goods are sold when the customer obtains control of the asset. All the contracts are completed at the adoption date. The revenue is recognised net of any related rebates, discounts and tax.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.4 **Revenue recognition (cont'd)**

3.4.2 **Sale of electricity through solar energy generation**

The Group sells electricity generated through its self-constructed and leased solar plant under a renewable energy power purchase agreement which ranged from 15 to 25 years (2021: 21 years). The revenue recognised at point of time when the services are rendered at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services. Revenue is recognised upon delivery of electricity by Kilowatt-hour to the customers' grid and acceptance by the customer. The revenue is recognised net of any related rebates, discounts and tax.

3.4.3 **Revenue from other sources**

Dividend income

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

Interest income

Interest income is recognised as it accrues using the effective interest method in profit or loss except for interest income arising from temporary investment of borrowings taken specifically for the purpose of obtaining a qualifying asset which is accounted for in accordance with the accounting policy on borrowing costs.

Rental income

Revenue from rental of investment properties and property, plant and equipment is recognised on accrual basis over the lease terms.

Consultation income

Consultation income is recognised when the right to receive payment is established and to the extent that is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

3.5 **Foreign currency transaction and balance**

In preparing the financial statements of the Group and of the Company, transactions in currencies other than the functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.6 **Tax expense**

Tax expense comprises current tax and deferred tax but exclude taxes arising from business combinations and items recognised directly in equity or other comprehensive income. Current and deferred tax are recognised as expense or income in the profit or loss.

3.6.1 **Current tax**

Current tax is the expected tax payable or receivable on the taxable income or loss for the financial year, using tax rates enacted or substantively enacted by the reporting date, and any adjustment to tax payable in respect of previous financial years. Tax payable (recoverable) for current and prior financial years is recognised as liability (or asset) to the extent that it is unpaid (or refundable).

3.6.2 **Deferred tax**

Deferred tax is recognised using liability method for temporary differences between carrying amount of an asset or liability in the statements of financial position and its tax base at reporting date. However, deferred tax on temporary differences arising from the initial recognition of goodwill and initial recognition of assets and liabilities in a transaction that is not a business combination is not recognised because they affect neither accounting nor taxable profit or loss.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Where investment property is carried at their fair value in accordance with the accounting policy set out in the financial statements, the amount of deferred tax recognised is measured using the tax rates that would apply on the sale of those assets at their carrying value at the reporting date. In all other cases, the amount of deferred tax recognised is measured based on the realisation or settlement of the carrying amount of the assets and liabilities, using tax rate enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are not discounted.

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

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

3.7 **Employee benefits**

3.7.1 **Short-term employee benefits**

Wages, salaries, bonuses and social security contribution are recognised as expenses in the financial year, in which associated services are rendered by employees of the Group and of the Company. Short-term accumulating compensated absences such as paid annual leave are recognised when employees' entitlement to future compensated absences increases. Other short-term non-accumulating compensated absences such as sick leave are recognised as and when it occurred.

3.7.2 **Defined contribution plan**

Defined contribution plan is post-employment benefit plan under which the Group and the Company pay fixed contributions into separate entities of funds and will have no legal or constructive obligation to pay further contribution if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years.

Such contributions are recognised as expenses in profit or loss as incurred. As required by law, the Group and the Company make such contributions to the Employees Provident Fund ("EPF").

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3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.7 **Employee benefits (cont'd)**

3.7.3 **Employees share grant plan**

Eligible employees of the Group and of the Company received remuneration in the form of share grant as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the grant at the date on which the grant is granted.

3.8 **Property, plant and equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and to the Company and the cost of the item can be measured reliably.

Cost includes expenditures that are directly attributable to the acquisition of the assets and any other costs directly attributable to bring the asset to working condition for its intended use, cost of replacing component parts of the assets, and the present value of the expected cost for the decommissioning of the assets after their use. All other repair and maintenance costs are recognised in profit or loss as incurred.

Freehold land and capital work-in-progress are not depreciated. Other property, plant and equipment are depreciated on the straight-line method to write-off the cost of the various assets over their estimated useful lives at the following annual rates:

Leasehold land	52 to 99 years
Freehold building	2%
Leasehold buildings	1% - 2%
Office equipment, furniture and fittings and renovation	10% - 20%
Factory equipment and electrical installation	5% - 20%
Motor vehicles	20%
Computers	20% - 40%

Capital work-in-progress consists of buildings, plant and machinery and factory equipment under construction/installation for intended use as production facilities. The amount is stated at cost and includes capitalisation of interest incurred on borrowings related to property, plant and equipment under construction/installation until the property, plant and equipment are ready for their intended use. Assets under construction/installation are not depreciated until they are completed and ready for their intended use.

The estimated useful lives, residual values and depreciation method of property, plant and equipment are reviewed at the end of each reporting period, with the effect of any changes in estimates accounted for prospectively.

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gain or loss arising on disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset, and is recognised in profit or loss.

The property, plant and equipment are also subject to impairment. Refer to the accounting policies in Note 3.12 in the financial statements.

3.9 **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

3.9.1 **Group as a lessee**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.9 **Leases (cont'd)**

3.9.2 **Right-of-use assets**

The Group recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Leasehold land	52 to 99 years
Office equipment	5 years
Factory equipment and electrical installation	21 years
Motor vehicle	5 years

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 3.12 in the financial statements.

On the Statements of Financial Position, right-of-use assets have been included in property, plant and equipment.

3.9.3 **Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

3.9.4 **Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases. It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

3.9.5 **Group as a lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statements of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.10 **Investment property**

Investment property, comprising long-term leasehold land and building, is held for long-term rental yields or for capital appreciation or both, and is not occupied by the Group.

Investment property which is owned is measured initially at cost. Subsequently, investment property is measured at fair value with any changes therein recognised in profit or loss for the period in which it arises. The deferred tax impact arising from changes in fair value will also be recognised in profit or loss.

On disposal of an investment property, or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal, it shall be derecognised from the statements of financial position. The difference between the net disposal proceeds and the carrying amount is recognised in profit or loss.

3.11 **Goodwill on consolidation**

Goodwill on consolidation represents the excess of the cost of acquisition of subsidiary companies over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary companies at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU") expected to benefit from the synergies of the combination. CGU to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

The recoverable amount of the CGU is determined from a value-in-use calculation. The key assumptions for the value-in-use calculation are those regarding the discount rate, growth rates and expected changes to selling prices and direct costs during the period. Management estimates the discount rate using pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

The growth rates and changes in selling prices and direct costs are based on expectations of future changes in the market. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by Directors for the next five years.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3.12 **Impairment of non-financial assets excluding goodwill**

At the end of each reporting period, the Group and the Company review the carrying amounts of their non-financial assets excluding goodwill to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group and the Company estimate the recoverable amount of the CGU to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.13 **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instruments of another entity.

3.13.1 **Financial assets**

3.13.1.1 **Initial recognition and measurement**

At initial recognition, financial assets are classified and subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit or loss ("FVTPL").

In order for a financial asset to be classified and measured at amortised cost or FVTOCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's and the Company's business model for managing financial assets refers to how they manage their financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at FVTOCI are held with a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group and the Company commit to purchase or sell the asset.

3.13.1.2 **Subsequent measurement**

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

- Financial assets at amortised cost (debt instruments);
- Financial assets at FVTOCI with recycling of cumulative gains and losses (debt instruments);
- Financial assets designated at FVTOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at FVTPL.

The Group and the Company only have financial assets at amortised cost and FVTPL on their statements of financial position.

(i) Financial assets at amortised cost

Financial assets at amortised cost are subsequently measured using effective interest ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's and the Company's financial assets at amortised cost include trade and most of the other receivables, amounts owing by subsidiaries, amounts owing by a joint venture and an associate and cash and bank balances.

(ii) Financial assets at FVTPL

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

This category includes equity investments which the Group and the Company had not irrevocably elected to classify at fair value through OCI. Dividends on equity investments are recognised as other income in the profit or loss when the right of payment has been established.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.13 **Financial instruments (cont'd)**

3.13.1 **Financial assets (cont'd)**

3.13.1.3 **Impairment of financial assets**

The Group and the Company recognise an allowance for ECLs on financial assets measured at amortised costs. ECLs are a probability-weighted estimate of credit losses.

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

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

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

The Group estimates the ECLs on trade receivables using a provision matrix with reference to historical credit loss experience.

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

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

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

3.13.2 **Financial liabilities**

3.13.2.1 **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

3.13.2.2 **Subsequent measurement**

For purposes of subsequent measurement, financial liabilities are classified in two categories:

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

The Group and the Company only have financial liabilities at amortised cost on their statements of financial position.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.13 **Financial instruments (cont'd)**

3.13.2 **Financial liabilities (cont'd)**

3.13.2.2 **Subsequent measurement (cont'd)**

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the profit or loss.

The Group's and the Company's financial liabilities at amortised cost include trade and other payables, amount owing to subsidiaries and term loans.

3.13.3 **Financial guarantee contracts**

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

Fair value arising from financial guarantee contracts are classified as deferred income and is amortised to profit or loss using a straight-line method over the contractual period or when there is no specified contractual period, recognised in profit or loss upon discharge of the guarantee. When settlement of a financial guarantee contract become probable, an estimate of the obligation is made. If the carrying value of the financial guarantee contract is lower than the obligation, the carrying value is adjusted to the obligation amount and accounted for as a provision.

3.13.4 **Derecognition**

A financial asset or part of it is derecognised when, and only when the contractual rights to the cash flows from the financial asset have expired or control of the asset is not retained or substantially all of the risk and rewards of ownership of the financial asset are transferred to another party. If the Group and the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group and the Company recognise its retained interest in the asset and associated liability for amounts it may have to pay. If the Group and the Company retain substantially all the risks and rewards of ownership of transferred assets, the Group and the Company continue to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in the profit or loss.

The Group and the Company derecognise a financial liability when their contractual obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3.13.5 **Offsetting of financial instruments**

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

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.14 **Inventories**

Inventories are valued at the lower of cost (determined on the "first-in, first-out" basis) and net realisable value. The cost of recycled products comprises the original purchase price plus cost incurred in bringing the inventories to their present location.

Net realisable value is the estimated selling price in the ordinary course of business less selling and distribution costs and all other estimated costs to completion.

Write-down to net realisable value and inventory losses are recognised as an expense when it occurred and any reversal is recognised in the profit or loss in the period in which it occurs.

3.15 **Cash and cash equivalents**

Cash and cash equivalents comprise of cash in hand and bank balances which are readily convertible to known amount of cash and are not subject to risk of significant changes in value.

3.16 **Non-current asset held for sale**

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

Classification of the asset as held for sale occurs only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary and the sale must be highly probable. Management must be committed to a plan to sell the assets which are expected to qualify for recognition as a completed sale within one year from the date of classification. Action required to complete the plan should indicate that it is unlikely that significant changes to the plan will be made or the plan will be withdrawn.

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

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

Property, plant and equipment once classified as held for sale are not amortised or depreciated.

3.17 **Equity, reserves and distribution to owners**

Ordinary shares are equity instruments and they are contracts evidencing residual interest in the assets of the Company after deducting all of its liabilities.

Interim dividends are simultaneously proposed and declared, because the constitution of the Company grants the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised directly as a liability when they are proposed and declared.

Final dividends proposed by the Directors are not accounted for in shareholders' equity as an appropriation of retained earnings, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Retained earnings include all current and prior financial years retained earnings.

All transactions with owners of the Company are recorded separately within equity.

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.18 **Treasury shares**

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

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

The shares cancelled and the adjustments made to share capital or reserves should be shown as a movement in equity.

3.19 **Provisions**

Provisions are made when the Group and the Company have a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount can be made.

Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to a present value where the effect is material.

At the end of each reporting period, provisions are reviewed by the Directors and adjusted to reflect the current best estimate. The provisions are reversed if it is no longer probable that the Group and the Company will be required to settle the obligations.

3.20 **Contingencies**

3.20.1 **Contingent liabilities**

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is not recognised in the statements of financial position and disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3.20.2 **Contingent assets**

When an inflow of economic benefit of an asset is probable where it arises from past events and where existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity, the asset is not recognised in the statements of financial position but is being disclosed as a contingent asset. When the inflow of economic benefit is virtually certain, then the related asset is recognised.

3.21 **Borrowing costs**

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets.

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

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

3. **SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**

3.22 **Related parties**

A related party is a person or entity that is related to the Group and to the Company and they could be:

(a) A person or a close member of that person's family is related to the Group if that person:

(i) Has control or joint control over the Group; or
(ii) Has significant influence over the Group; or
(iii) Is a member of the key management personnel of the Company, or the Group;

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group.
(ii) The entity is an associate or joint venture of the Group.
(iii) Both the Group and the entity are joint ventures of the same third party.
(iv) The Group is a joint venture of a third entity and the other entity is an associate of the same third entity.
(v) The entity is a post-employment benefit plan for the benefits of employees of either the Group or an entity related to the Group.
(vi) The entity is controlled or jointly-controlled by a person identified in (a) above.
(vii) A person identified in (a)(i) above has significant influence over the entity or is a member of the key management personnel of the entity.
(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group.

A related party transaction is a transfer of resources, services or obligations between the Group and the Company and its related party, regardless of whether a price is charged.

3.23 **Segment reporting**

An operating segment is a component of the Group that engages in business activities from which it earns revenues and incurs expenses, including revenues and expenses related to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Executive Directors to determine the resources to be allocated to the segment and to assess its performance.

Segment results that are reported to the Executive Directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprised mainly of corporate assets, head office expenses, and tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the financial year to acquire property, plant and equipment, prepaid lease payments and capital work-in-progress.

3.24 **Earnings per share**

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares.

Basic EPS is calculated by dividing the Group's profit attributable to owners of the Company over the weighted average number of ordinary shares in issue during the financial year.

Diluted EPS is determined by adjusting the profit attributable to owners of the Company and the weighted average number of ordinary shares in issue, for the dilutive effects of all potential ordinary shares, which comprise convertible notes and share options granted to employees, if any.

4. REVENUE

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Revenue from contract with customers	30,389,925	28,058,742	-	-
Revenue from other sources				
- dividend income from subsidiaries	-	-	2,100,000	-
- rental income	1,072,044	675,983	-	-
	31,461,969	28,734,725	2,100,000	-

4. **REVENUE (CONT'D)**

Disaggregation of revenue from contracts with customers

Revenue from contracts with customers is disaggregated by major products and timing of revenue recognition in the following table:

	Recovery and recycling services RM	Manufacturing RM	Trading RM	Renewable energy RM	Total RM
Group					
2022					
Major products/service lines					
Recovery and recycling of scheduled waste	28,073,616	-	-	-	28,073,616
Trading of chemicals and other products	-	-	27,095	-	27,095
Solar power purchase	-	-	-	2,289,214	2,289,214
	28,073,616	-	27,095	2,289,214	30,389,925
Timing of revenue recognition					
At a point in time	28,073,616	-	27,095	2,289,214	30,389,925
2021					
Major products/service lines					
Recovery and recycling of scheduled waste	27,434,644	-	-	-	27,434,644
Trading of chemicals and other products	-	-	47,217	-	47,217
Manufacturing of chemical products	-	4,890	-	-	4,890
Solar power purchase	-	-	-	571,991	571,991
	27,434,644	4,890	47,217	571,991	28,058,742
Timing of revenue recognition					
At a point in time	27,434,644	4,890	47,217	571,991	28,058,742

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5. PROFIT/(LOSS) BEFORE TAX

Profit/(Loss) before tax is arrived at after the following charges/(credits):

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Auditors' remuneration related to:				
Grant Thornton Malaysia PLT				
- Statutory Audit	132,300	115,000	38,000	36,000
- Assurance-related services	6,800	5,000	6,800	5,000
Grant Thornton Taxation Sdn Bhd				
- Other services	38,500	35,000	8,000	8,000
Interest expenses:				
- Lease liabilities	16,445	18,624	-	-
- Term loans	516,852	-	-	-
Interest income:				
- Bank	(3,821)	(1,141)	(166)	(127)
- Joint venture	(246,559)	(141,915)	-	-
Realised loss/(gain) on foreign exchange	227,687	(60,311)	-	-
Rental income	(26,400)	(26,400)	-	-
Consultant income	(1,575,204)	-	-	-
Unrealised loss/(gain) on foreign exchange	27,599	(15,659)	-	-

6. INCOME TAX EXPENSE

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Current tax:				
Current year	1,852,481	2,976,456	-	-
(Over)/under provision in prior financial year	(78,095)	(445,652)	15,690	-
	1,774,386	2,530,804	15,690	-
Deferred tax (Note 25):				
Current year	1,473,000	(456,000)	-	-
Under provision in prior financial year	-	61,000	-	-
	1,473,000	(395,000)	-	-
	3,247,386	2,135,804	15,690	-

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

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6. **INCOME TAX EXPENSE (CONT'D)**

A numerical reconciliation of income tax expense applicable to profit/(loss) before tax at the applicable statutory income tax rate to income tax expense at the effective income tax rate is as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Profit/(Loss) before tax	12,987,596	8,291,630	1,688,906	(354,032)
Tax at the statutory income tax rate of 24%	3,117,023	1,989,991	405,337	(84,968)
Tax effects of:				
Non-deductible expenses	1,322,964	656,220	162,725	239,798
Income not subject to tax	(1,120,746)	(241,915)	(568,062)	(154,830)
Movement of deferred tax assets not recognised	6,240	116,160	-	-
(Over)/Under provision in prior financial year:				
- Current tax	(78,095)	(445,652)	15,690	-
- Deferred tax	-	61,000	-	-
	3,247,386	2,135,804	15,690	-

Revision Solar Sdn. Bhd. ("RSSB") and Klasik Aktif Sdn. Bhd. ("KASB"), the wholly-owned subsidiaries of EFS MYSolar Sdn. Bhd. ("EFS"), were granted pioneer status under the Promotion of Investment Act, 1986 for a period of 5 years from 3 April 2014 to 2 April 2019 by the Malaysian Industrial Development Authority for the renewable energy services. By virtue of the RSSB's and KASB's pioneer status, 100% of the RSSB's and KASB's statutory business income is to be exempted from income tax. Based on existing tax law, any dividends declared and proposed out of tax-exempted profits will be exempted from income tax in the hands of the shareholder.

KASB was granted an extended period of 5 years from 3 April 2019 to 2 April 2024 by the Malaysian Industrial Development Authority for the renewable energy services. By virtue of its pioneer status, 100% of the statutory business income is to be exempted from income tax. Based on existing tax law, any dividends declared and proposed out of tax-exempted profits will be exempted from income tax in the hands of the shareholder.

As mentioned in Note 3 to the financial statements, the unutilised business losses and unabsorbed capital allowance which would give rise to deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the unutilised business losses and unabsorbed capital allowance can be utilised. As of the end of the reporting period, the estimated unutilised business losses and unabsorbed capital allowance for which the related deferred tax assets have not been recognised in the financial statements due to uncertainty of their realisation are as follows:

	Group	
	2022 RM	2021 RM
Others	192,000	360,000
Unutilised business losses		
- expiry by year of assessment 2028	1,748,000	1,748,000
- expiry by year of assessment 2029	88,000	68,000
- expiry by year of assessment 2030	5,000	5,000
- expiry by year of assessment 2031	73,000	73,000
- expiry by year of assessment 2032	40,000	-
Unabsorbed capital allowance	4,035,000	3,901,000
	6,181,000	6,155,000

The unabsorbed capital allowance does not expire under current tax legislation. Any amounts not utilised upon expiry period of the above year assessment will be disregarded

7. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Staffs' remuneration				
Salary, wages and other emoluments	8,252,217	5,606,228	-	-
Defined contribution plan	859,863	453,332	-	-
Social security contribution	51,413	30,584	-	-
Employees' share scheme - employee benefit expenses	298,562	-	-	-
Others benefits	350,261	398,004	-	-
	9,812,316	6,488,148	-	-
Directors' remuneration				
Executive Directors:				
Paid by the Company:				
Fees	60,000	60,000	60,000	60,000
Other emoluments	17,900	18,600	17,900	18,600
	77,900	78,600	77,900	78,600
Paid by the subsidiaries:				
Other emoluments	2,276,950	2,056,600	-	-
Defined contribution plan	355,184	316,407	-	-
Employees' share scheme - employee benefit expenses	119,416	-	-	-
Social security contribution	346	593	-	-
	2,751,896	2,373,600	-	-
Non-executive Directors:				
Paid by the Company:				
Fees	120,000	107,000	120,000	107,000
Other emoluments	29,400	28,000	29,400	28,000
	149,400	135,000	149,400	135,000
	2,979,196	2,587,200	227,300	213,600
Total remuneration	12,791,512	9,075,348	227,300	213,600

The number of Directors of the Company whose total remuneration during the financial year falls within the following bands are as follows:

	Number of Directors	
	2022	2021
Executive Directors:		
Above RM150,000	4	4
Non-executive Directors:		
Below RM150,000	3	4

8. **EARNINGS PER SHARE**

Earnings per share are calculated by dividing the profit for the financial year by the weighted average number of ordinary shares in issue during the financial year, excluding treasury shares as follows:

	Group	
	2022	**2021**
Basic		
Profit for the financial year attributable to owners of the Company (RM)	9,392,519	6,225,086
Weighted average number of ordinary shares in issue (unit)	253,442,196	252,763,646
Basic earnings per share (sen)	3.71	2.46

Diluted

There are no dilutive potential ordinary shares. Accordingly, diluted earnings per share is not presented.

9. **PROPERTY, PLANT AND EQUIPMENT**

Group	Freehold land RM	Leasehold land RM	Freehold building RM	Leasehold buildings RM	Office equipment, furniture and fittings and renovation RM	Factory equipment and electrical installation RM	Motor vehicles RM	Computers RM	Capital work-in-progress RM	Total RM
Cost										
As of 1 January 2021	870,968	22,869,187	733,377	15,206,483	2,037,505	27,969,140	5,985,184	590,778	26,291,013	102,553,635
Additions	-	-	-	-	8,709	33,516	69,400	23,776	13,621,651	13,757,052
Borrowing costs capitalised at 3.16% per annum	-	-	-	-	-	-	-	-	96,024	96,024
Lease modification	-	-	-	-	-	(88,998)	-	-	-	(88,998)
Written off	-	-	-	-	-	-	-	-	(182,295)	(182,295)
Reclassifications	-	-	-	-	4,750	1,006,152	-	-	(1,010,902)	-
As of 31 December 2021	870,968	22,869,187	733,377	15,206,483	2,050,964	28,919,810	6,054,584	614,554	38,815,491	116,135,418
Additions	-	-	-	62,080	301,084	251,058	563,786	19,254	16,303,635	17,500,897
Borrowing costs capitalised at 3.57% per annum	-	-	-	-	-	-	-	-	116,825	116,825
Disposal	-	-	-	-	-	(90,230)	(326,633)	-	-	(416,863)
Lease modification	-	-	-	-	-	(2,169)	-	-	-	(2,169)
Expiration of lease liability	-	-	-	-	(26,029)	-	-	-	-	(26,029)
Written off	-	-	-	-	-	-	-	-	(5,442)	(5,442)
Reclassifications	-	-	-	571,532	330,320	24,607,648	42,400	-	(25,551,900)	-
Transfer to asset held for sale	-	(2,940,000)	-	(2,155,402)	-	-	-	-	-	(5,095,402)
As of 31 December 2022	870,968	19,929,187	733,377	13,684,693	2,656,339	53,686,117	6,334,137	633,808	29,678,609	128,207,235

9. **PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

Group (cont'd)	Freehold land RM	Leasehold land RM	Freehold building RM	Leasehold buildings RM	Office equipment, furniture and fittings and renovation RM	Factory equipment and electrical installation RM	Motor vehicles RM	Computers RM	Capital work-in-progress RM	Total RM
Accumulated depreciation										
As of 1 January 2021	-	2,535,140	273,657	1,792,664	1,399,422	18,813,383	4,947,498	530,169	-	30,291,933
Charge for the financial year	-	343,987	14,667	272,848	168,481	2,211,836	364,389	54,796	-	3,431,004
As of 31 December 2021	-	2,879,127	288,324	2,065,512	1,567,903	21,025,219	5,311,887	584,965	-	33,722,937
Charge for the financial year	-	343,985	14,667	274,320	186,142	2,604,188	362,074	25,995	-	3,811,371
Disposal	-	-	-	-	-	(73,086)	(303,603)	-	-	(376,689)
Expiration of lease liability	-	-	-	-	(26,029)	-	-	-	-	(26,029)
Transfer to assets held for sale	-	(662,768)	-	(472,250)	-	-	-	-	-	(1,135,018)
As of 31 December 2022	-	2,560,344	302,991	1,867,582	1,728,016	23,556,321	5,370,358	610,960	-	35,996,572

9. **PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

Group (cont'd)	Freehold land RM	Leasehold land RM	Freehold building RM	Leasehold building RM	Office equipment, furniture and fittings and renovation RM	Factory equipment and electrical installation RM	Motor vehicles RM	Computers RM	Capital work-in-progress RM	Total RM
Accumulated impairment loss										
As of 1 January 2021, 31 December 2021 and 31 December 2022	-	-	-	-	-	628,254	-	-	-	628,254
Net carrying amount										
As of 31 December 2022	870,968	17,368,843	430,386	11,817,111	928,323	29,501,542	963,779	22,848	29,678,609	91,582,409
As of 31 December 2021	870,968	19,990,060	445,053	13,140,971	483,061	7,266,337	742,697	29,589	38,815,491	81,784,227

9. **PROPERTY, PLANT AND EQUIPMENT (CONT'D)**

As at the reporting date, leasehold buildings and land with net carrying amount amounting to RM10,883,418 and RM10,403,285 (2021: RM12,832,840 and RM12,865,894) have been pledged as security for term loans facility disclosed in Note 24 to the financial statements. The Group is not allowed to pledge these assets as security for other borrowings or to sell it to another entity.

The accumulated impairment loss was based on the review of the estimated recoverable amounts of the assets of whose profitability were significantly below acceptable levels as determined by the Group.

Leased assets

The net carrying amount of right-of-use assets are as below:

	2022		2021	
	Carrying amount RM	Depreciation RM	Carrying amount RM	Depreciation RM
Leasehold land	17,368,842	343,985	19,990,060	343,987
Office equipment	29,893	4,844	4,337	5,207
Factory equipment and electrical installation	121,745	16,492	134,159	7,733
Motor vehicles	148,048	19,553	-	-
	17,668,528	384,874	20,128,556	356,927

As at the reporting date, the unexpired lease periods of the said leasehold land ranged from 45 years to 90 years (2021: 46 years to 91 years).

During the financial year, there are addition of right-of-use assets amounted to RM175,400 (2021: RMNil), transfer of right-of-use assets to non-current asset held for sale amounted to RM2,277,232 (2021: RMNil) and lease modification amounted to RM2,169 (2021: RM88,998).

10. **INVESTMENT PROPERTY**

	Group	
	2022 RM	2021 RM
Fair value of investment property:		
At beginning of financial year	16,110,000	16,110,000
Gain on change in fair value recognised in profit or loss	2,890,000	-
At end of financial year	19,000,000	16,110,000

Investment property of the Group comprises a parcel of leasehold land with a building erected thereon. The said land has a leasehold tenure of 99 years expiring on 25 May 2065.

The fair value of the investment property of the Group was estimated at RM19,000,000 (2021: RM16,110,000) by an independent and qualified external property valuer during the financial year.

The following are recognised in profit or loss in respect of investment property:

	Group	
	2022 RM	2021 RM
Rental income	1,072,044	675,983
Direct operating expenses:		
- Income generating investment property	47,154	47,218

10. INVESTMENT PROPERTY (CONT'D)

The fair value measurement of the Group's investment property is classified as Level 3 fair value item for the purposes of fair value hierarchy disclosures. The relevant information is as below:

Description	Fair value as at the reporting date	Valuation techniques	Significant unobservable inputs	Range
The subject entitlement - long term leasehold land located in Jalan Kuchai Lama	RM19,000,000 (2021:RM16,110,000)	Sales transaction comparison based on similar location and condition	Estimated transaction price per square foot	RM395 - RM1,258 per square foot (2021: RM316 - RM637 per square foot)

11. GOODWILL ON CONSOLIDATION

The aggregate carrying amounts of goodwill allocated to each unit are as follows:

	Group 2022 RM	2021 RM
Recovery and recycling services operations	583,937	583,937
Solar power purchase	1,015,772	1,015,772
	1,599,709	1,599,709

Goodwill acquired in business combinations is allocated, at acquisition date, to CGU that are expected to benefit from that business combination.

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The recoverable amount of the CGU is determined from value-in-use calculation. The key assumptions for the value-in-use calculation are those regarding the discount rate, growth rates and expected changes to selling prices and direct costs during the period. The Directors estimate discount rate using pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the CGU. The growth rates and changes in selling prices and direct costs are based on expectations of future changes in the market.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the Directors covering a five-years period based on the following key assumptions:

	Growth rate 2022 %	2021 %	Discount rate 2022 %	2021 %
Recovery and recycling services operations	6.00	3.60	6.93	9.05
Solar power purchase	-	-	6.34	6.36

Sensitivity to change in assumption

With regards to the assessment of value-in-use of the CGU, the Directors believe that no reasonably possible change in any of the above key assumptions would cause the carrying values of the CGU to materially differ from the recoverable amounts.

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12. INVESTMENT IN SUBSIDIARIES

12.1 Investment in subsidiaries

	Company 2022 RM	Company 2021 RM
Unquoted shares, at cost	44,862,682	44,862,682
Less: Accumulated impairment loss	(250,000)	(250,000)
	44,612,682	44,612,682

Details of the direct and indirect subsidiaries, which principal place of business are all in Malaysia, are as follows:

Name of companies	Proportion of ownership interest and voting rights held by the Company 2022 %	2021 %	Principal activities
Direct subsidiaries:			
Tex Cycle Sdn. Bhd. ("TCSB")	100	100	Recovery and recycling of scheduled waste.
Metro Koats Technology Sdn. Bhd. ("MKTSB")	100	100	Manufacturing and marketing of chemical products.
Metro Envy Sdn. Bhd. ("MESB")	100	100	Rental of investment property.
TC Chemical Sdn. Bhd. ("TCCSB")	100	100	Trading of chemicals and other products.
Indirect subsidiaries:			
Held through TCSB			
- Tex Cycle (P2) Sdn. Bhd. ("TCP2SB")	100	100	Recovery and recycling of scheduled waste.
- EFS MYSolar Sdn. Bhd. ("EFS")	70	70	To carry on the business in the renewable energy industry.
- Pakar B2E Sdn. Bhd. ("PB2ESB")	60	60	Development of renewable energy power plant, procurement and processing of biomass solid fuel for renewable energy generation, trading and/or export the by products obtained from the process.
- Lestari G2E Sdn. Bhd. ("LG2ESB")	100	100	Development of renewable energy power plant, procurement and processing of biogas solid fuel for renewable energy generation, trading and/or export the by products obtained from the process.
- Tex Evolusi Waste Management Sdn. Bhd. ("TEWM")*	51	-	Treatment and disposal of non-hazardous waste, remediation activities and other waste management services.

12. **INVESTMENT IN SUBSIDIARIES (CONT'D)**

12.1 **Investment in subsidiaries (cont'd)**

Details of the direct and indirect subsidiaries, which principal place of business are all in Malaysia, are as follows (cont'd):

Name of companies	Proportion of ownership interest and voting rights held by the Company 2022 %	2021 %	Principal activities
Held through EFS			
- Revision Solar Sdn. Bhd. ("RSSB")	100	100	Provision of equipment and consultancy services related to renewable energy.
- Klasik Aktif Sdn. Bhd. ("KASB")	100	100	Provision of equipment and consultancy services related to renewable energy.
Held through LG2ESB			
- TC Plus Energy Sdn. Bhd. ("TC Plus")*	70	-	Wholesale of a variety of goods without any particular specialisation, treatment and disposal of non-hazardous waste and operation of generation facilities that produce electric energy.

* TEWM and TC Plus are newly incorporated on 6 January 2022 and 15 July 2022 respectively, and the financial statements were not audited in prior financial year.

Incorporation of a new subsidiary

On 6 January 2022, the Company's wholly-owned subsidiary, TCSB, incorporated a wholly-owned subsidiary in Malaysia with cash subscription of RM1, namely TEWM. The principal activity of the subsidiary is treatment and disposal of non-hazardous waste, remediation activities and other waste management services.

During the financial year, TEWM increased its share capital to 500,000 by issuance of 499,999 new ordinary shares to the investors. TCSB subscribed for an additional 254,999 ordinary shares of TEWM for a total consideration of RM254,999 on 15 February 2022. As a result, the effective equity interest in TEWM has reduced from 100% to 51%.

Furthermore, TEWM increased its share capital to 1,500,000 on 20 October 2022 by issuance of another 1,000,000 new ordinary shares. TCSB subscribed for an additional 510,000 ordinary shares of TEWM for a total consideration of RM510,000.

On 15 July 2022, the Company's wholly-owned subsidiary, LG2ESB, incorporated a 70% owned subsidiary in Malaysia with cash subscription of RM70, namely TC Plus. The principal activity of the subsidiary is wholesale of a variety of goods without any particular specialisation, treatment and disposal of non-hazardous waste and operation of generation facilities that produce electric energy.

12. **INVESTMENT IN SUBSIDIARIES (CONT'D)**

12.2 **Non-controlling interests in subsidiaries**

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:

	EFS RM	PB2ESB RM	TC PLUS RM	TEWM RM	Total RM
Group **2022**					
NCI percentage of ownership interest and voting interest (%)	30%	40%	30%	49%	
Carrying amount of NCI	669,528	356,316	(1,910)	712,046	1,735,980
Profit/(Loss) allocated to NCI	375,799	(3,213)	(1,941)	(22,954)	347,691
Total comprehensive income/(loss) allocated to NCI	375,478	(3,213)	(1,941)	(22,954)	347,370

12. INVESTMENT IN SUBSIDIARIES (CONT'D)

12.2 Non-controlling interests in subsidiaries (cont'd)

The summary of financial information before intra-group elimination for the Group's subsidiaries that have material NCI is as below:

	EFS RM	PB2ESB RM	TC PLUS RM	TEWM RM	Total RM
2022					
Summary of financial position					
Non-current assets	30,943,651	2,519,428	-	-	33,463,079
Current assets	5,170,595	2,581	10,700	1,456,955	6,640,831
Non-current liabilities	(24,846,000)	-	-	-	(24,846,000)
Current liabilities	(9,036,487)	(1,631,219)	(17,069)	(3,800)	(10,688,575)
Net assets/(liabilities)	2,231,759	890,790	(6,369)	1,453,155	4,569,335
Summary of financial performance					
Revenue	2,289,214	-	-	-	2,289,214
Profit/(Loss)/Total comprehensive profit/(loss) for the financial year	1,252,663	(8,033)	(6,469)	(46,845)	1,191,316
Summary of cash flows					
Net cash from/(used in) operating activities	1,872,023	(730,726)	(14,269)	(1,229,888)	(102,860)
Net cash (used in)/from investing activities	(15,489,258)	344	-	-	(15,488,914)
Net cash from financing activities	18,155,627	422,660	14,269	1,500,000	20,092,556
Net cash inflows/(outflows)	4,538,392	(307,722)	-	270,112	4,500,782

12. **INVESTMENT IN SUBSIDIARIES (CONT'D)**

12.2 **Non-controlling interests in subsidiaries (cont'd)**

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:

	EFS RM	PB2ESB RM	Total RM
Group			
2021			
NCI percentage of ownership interest and voting interest (%)	30%	40%	
Carrying amount of NCI	294,050	359,530	653,580
Loss allocated to NCI	(64,940)	(4,320)	(69,260)

The summary of financial information before intra-group elimination for the Group's subsidiaries that have material NCI is as below:

	EFS RM	PB2ESB RM	Total RM
2021			
Summary of financial position			
Non-current assets	16,373,444	2,519,428	18,892,872
Current assets	219,014	310,303	529,317
Non-current liabilities	(3,232,552)	-	(3,232,552)
Current liabilities	(12,379,740)	(1,930,908)	(14,310,648)
Net assets	980,166	898,823	1,878,989
Summary of financial performance			
Revenue	571,991	-	571,991
Loss/Total comprehensive loss for the financial year	(216,468)	(10,801)	(227,269)
Summary of cash flows			
Net cash from operating activities	550,353	1,915,931	2,466,284
Net cash used in investing activities	(11,227,052)	(2,169,105)	(13,396,157)
Net cash from financing activities	9,689,587	-	9,689,587
Net cash outflows	(987,112)	(253,174)	(1,240,286)

13. INVESTMENT IN ASSOCIATES

	Group 2022 RM	Group 2021 RM
Unquoted shares	4,563,210	-
Share of post-acquisition reserve	(10,936)	-
Foreign translation reserve	(1,070)	-
	4,551,204	-

Details of the associates are as follows:

Name of companies	Principal place of business	Proportion of ownership interest and voting power held by the Group 2022 %	Proportion of ownership interest and voting power held by the Group 2021 %	Principal activities
Held through EFS - EFS MYSolar (Thailand) Co. Ltd. ("EFST")*#	Thailand	49	-	Design, supply and installation of solar photovoltaic energy generating system and related service.
Held through LG2ESB - GLT BP Power Sdn. Bhd. ("GLT")*#	Malaysia	30	-	Construction of renewable energy facilities from renewable resources and to provide the investment into such facilities for the purpose of generating electrical power to be sold to the national grid.

* Associates not audited by Grant Thornton Malaysia PLT.
# The companies have not commenced its business operation as at 31 December 2022.

13. **INVESTMENT IN ASSOCIATES (CONT'D)**

The summarised financial information for the associate is as follows:

	EFST RM	GLT RM
Financial position as at 31 December 2022		
Non-current assets	4,207,676	31,051,518
Current assets	127,200	1,052,088
Current liabilities	(4,224,463)	(31,170,716)
Net assets	110,413	932,890
Summary of financial performance for the financial year ended 31 December 2022		
Loss for the financial year	16,403	9,662
Other comprehensive loss for the financial year	2,184	-
Total comprehensive loss	18,587	9,662
Reconciliation of net assets to carrying amount as at 31 December 2022		
Group's share of net assets	54,103	279,867
Goodwill	-	4,217,234
Carrying amount in the statement of financial position	54,103	4,497,101
Group's share of results for the financial year ended 31 December 2022		
Group's share of loss for the financial year	8,037	2,899
Group's share of other comprehensive loss for the financial year	1,070	-
Group's share of total comprehensive loss	9,107	2,899

<u>Contingent liabilities and capital commitments</u>

The associates did not have any contingent liabilities and capital commitments as at 31 December 2022.

14. **INVESTMENT IN A JOINT VENTURE**

	Group	
	2022 RM	2021 RM
Unquoted shares	1,574,280	1,574,280
Share of post-acquisition reserve	(1,625,454)	(1,625,454)
Foreign translation reserve	51,174	51,174
	-	-

The Group has 50% interest in Culzean W2E Ltd. ("Culzean"), a private limited company incorporated and domiciled in United Kingdom who is in the business of production of electricity.

14. **INVESTMENT IN A JOINT VENTURE (CONT'D)**

Details of the subsidiaries of Culzean, which are all incorporated in United Kingdom, are as follows:

Name of companies	Proportion of ownership interest and voting power held by the Group 2022 %	2021 %	Principal activities
Held through Culzean			
Barbican Power Ltd.	50	50	Trade of electricity.
Paddington Power Ltd.	-	50	Trade of electricity.
Holborn Energy Ltd.	50	50	Trade of electricity and gas through mains.

On 25 February 2022, Culzean disposed its subsidiary, Paddington Power Ltd. for a consideration of RM529,260.

The summarised financial information for the joint venture is as follows:

	Group 2022 RM	2021 RM
Financial position as at 31 December		
Non-current assets	740,715	1,351,709
Current assets	351,910	824,764
Current liabilities	(4,503,611)	(4,011,076)
Net liabilities	(3,410,986)	(1,834,603)
Summary of financial performance for the financial year ended 31 December		
Loss for the financial year	(1,727,266)	(2,136,348)
Other comprehensive income for the financial year	150,883	31,750
Total comprehensive loss	(1,576,383)	(2,104,598)
Group's share of results for the financial year ended 31 December		
Group's share of loss for the financial year	-	(150,872)
Group's share of other comprehensive income for the financial year	-	15,875
Group's share of total comprehensive loss	-	(134,997)

<u>Unrecognised share of losses</u>

The Group has not recognised losses totalling RM1,705,493 (2021: RM917,302) and cumulatively RM2,622,795 (2021: RM917,302) since the Group's share of losses had exceeded interest in the joint venture.

<u>Contingent liabilities and capital commitments</u>

The joint venture did not have any contingent liabilities and capital commitments as at 31 December 2022 and 31 December 2021.

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15. **INVENTORIES**

	Group	
	2022 RM	**2021 RM**
Finished goods	282,812	209,280
Recognised in profit and loss:		
Inventories recognised in cost of sales	950,616	1,167,711

16. **TRADE AND OTHER RECEIVABLES**

Trade receivables represent amounts receivable for provision of waste recovery and recycling services, rental of recycled products and sales of goods. The credit period granted to customers ranges from cash term to 150 (2021: cash term to 150) days.

16.1 **Trade receivables**

The Group always measures the loss allowance for trade receivables at an amount equal to 12-months ECLs. The ECLs on trade receivables are estimated using a provision matrix by reference to past default experience of the receivables.

	Group	
	2022 RM	**2021 RM**
Trade receivables	6,167,859	9,370,953
Less: ECLs allowance	(777,232)	(1,711,186)
	5,390,627	7,659,767

The closing balance of the trade receivables loss allowance is as follows:

	2022 RM	**2021 RM**
ECLs allowance as at 1 January	1,711,186	1,133,520
ECLs allowance recognised	-	577,666
ECLs allowance reversed	(933,954)	-
ECLs allowance as at 31 December	777,232	1,711,186
Bad debts written off	364,072	-
Bad debts written back	(73,354)	-

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16. **TRADE AND OTHER RECEIVABLES (CONT'D)**

16.1 **Trade receivables (cont'd)**

Analysis of trade receivables as of the end of the financial year are:

Group	**ECLs**	**Gross RM**	**ECLs allowance RM**	**Net RM**
2022				
Within term	1.894%	3,024,211	57,286	2,966,925
Past due				
- 1 - 30 days	4.207%	1,640,258	69,004	1,571,254
- 31 - 60 days	6.157%	315,731	19,441	296,290
- 61 - 90 days	8.806%	370,450	32,622	337,828
- 91 - 120 days	11.621%	167,580	19,475	148,105
- 121 - 365 days	30.674%	91,158	27,962	63,196
- More than 365 days	98.741%	558,471	551,442	7,029
		6,167,859	777,232	5,390,627
2021				
Within term	1.764%	4,130,976	72,884	4,058,092
Past due				
- 1 - 30 days	4.432%	1,542,879	68,388	1,474,491
- 31 - 60 days	6.250%	908,210	56,761	851,449
- 61 - 90 days	8.909%	290,737	25,902	264,835
- 91 - 120 days	16.813%	66,911	11,250	55,661
- 121 - 365 days	13.687%	1,106,709	151,470	955,239
- More than 365 days	100.000%	1,324,531	1,324,531	-
		9,370,953	1,711,186	7,659,767

16.2 **Other receivables**

	Group		**Company**	
	2022 RM	**2021 RM**	**2022 RM**	**2021 RM**
Non-trade receivables	4,396,748	217,554	-	-
Refundable deposits	1,830,222	778,402	1,000	1,000
Prepayments	273,216	208,033	700	700
	6,500,186	1,203,989	1,700	1,700

In prior year, included in refundable deposits of the Group are amount of RM200,000 pledged to a bank for bank guarantee facilities.

Included in other receivables is an amount of RM4,095,053 (2021: RMNil) due from an associate. The amount is unsecured, interest free and repayable on demand.

Included in refundable deposits is an amount of RM65,000 (2021: RM65,000) being a deposit paid to acquire a new company.

During the financial year, the Group entered into a Sublease Agreement to rent a parcel of land. Included in refundable deposits is an amount of RM1,038,906 (2021: RMNil) being a deposit paid to rent the said property.

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17. INVESTMENT IN UNIT TRUSTS

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
Fair value:				
At beginning of financial year	11,101,532	13,080,540	8,542,661	10,605,124
Additions	10,805,418	6,521,921	10,805,418	5,471,921
Dividend income from investment	113,814	466,131	78,662	414,030
Net gain on disposal	188,249	171,409	188,262	165,723
Fair value loss	(388,807)	(572,766)	(178,759)	(598,434)
Disposal	(9,056,424)	(8,565,703)	(9,046,098)	(7,515,703)
At end of financial year	12,763,782	11,101,532	10,390,146	8,542,661

Investment in unit trusts is managed by a local financial institution, where approximately 69.8% to 99.8% (2021: 69.8% to 99.8%) of the unit trust's net asset value will be invested in medium to long-term government bonds, private debt securities and fixed income instruments.

Investment in unit trusts is valued with reference to the latest unit price as of the reporting date as advised by the investment manager. As the fair value derived from quoted prices in active markets, the fair value of the Group's and of the Company's investment in unit trusts is classified as Level 1.

18. AMOUNT OWING BY/(TO) SUBSIDIARIES AND A JOINT VENTURE

The amount owing by/(to) subsidiaries is non-trade in nature, unsecured, non-interest bearing and repayable on demand.

The amount owing by a joint venture is non-trade in nature, unsecured, non-interest bearing and repayable on demand except for an amount of RM3,858,300 (2021: RM3,428,595) which is unsecured, bears interest ranging from 5% to 6% (2021: 5% to 6%) per annum and repayable on demand.

The currency exposure profile of amount owing by a joint venture is as follows:

	Group	
	2022 RM	2021 RM
Ringgit Malaysia ("RM")	-	480
Great Britain Pound ("GBP")	3,858,300	3,428,595
	3,858,300	3,429,075

19. CASH AND BANK BALANCES

The currency exposure profile of cash and bank balances is as follows:

	Group		Company	
	2022 RM	2021 RM	2022 RM	2021 RM
RM	9,223,323	6,099,029	211,507	2,149,531
United States Dollar ("USD")	61,079	57,977	-	-
GBP	465,716	492,063	-	-
	9,750,118	6,649,069	211,507	2,149,531

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20. NON-CURRENT ASSET HELD FOR SALE

	Group	
	2022 RM	2021 RM
Asset classified as held for sale		
Leasehold land and buildings	3,960,384	-

On 5 September 2022, TCSB has planned and entered into Offer To Purchase to dispose its leasehold lands and buildings for a consideration of RM19,000,000. The consideration will be settled in cash and the proceeds will be utilised for future working capital purpose. The proposed disposal is expected to be completed by end of April 2023.

21. SHARE CAPITAL AND TREASURY SHARES

	Group and Company			
	Number of shares		Amount	
	2022 Unit	2021 Unit	2022 RM	2021 RM
Issued and fully paid with no par value:				
Ordinary shares:				
At the beginning of financial year	256,189,496	256,189,496	26,386,904	26,386,904
Fair value loss on employees' share scheme	-	-	(4,110)	-
At end of financial year	256,189,496	256,189,496	26,382,794	26,386,904
Treasury shares:				
At the beginning of financial year	3,425,850	3,425,850	1,354,224	1,354,224
Utilisation for employees' share scheme	(678,550)	-	(302,672)	-
At end of financial year	2,747,300	3,425,850	1,051,552	1,354,224

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company's residual assets. In respect of the Company's treasury shares that are held by the Company, all rights are suspended until those shares are reissued.

On 25 February 2022, the Company utilised 678,550 units of its treasury shares for distribution of 678,550 units of shares for employees' share scheme.

As at the reporting date, the Company held 2,747,300 (2021: 3,425,850) treasury shares out of its 256,189,496 (2021: 256,189,496) issued ordinary shares. The treasury shares are held in accordance with Section 127(6) of the Companies Act 2016.

22. FOREIGN EXCHANGE TRANSLATION RESERVE

The foreign exchange translation reserve is used to record foreign currency exchange differences arising from the translation of the financial statements of foreign operation whose functional currencies are different from the Group's presentation currency.

23. LEASE LIABILITIES

	Group	
	2022	2021
	RM	RM
Minimum lease payments		
- Within 1 year	59,064	25,228
- Between 2 to 5 years	225,644	105,750
- More than 5 years	155,688	157,098
	440,396	288,076
Less: Interests in suspense	(113,336)	(112,152)
Present value of lease liabilities	327,060	175,924
Present value of lease liabilities		
- Within 1 year	39,855	11,140
- Between 2 to 5 years	169,819	46,114
- More than 5 years	117,386	118,670
	327,060	175,924

The terms of leases are ranging from 5 to 21 (2021: 5 to 21) years. The effective borrowing rates ranged from 3.96% to 8.30% (2021: 4.49% to 8.30%) per annum. Interest rates are fixed at the inception of the lease agreement.

The expenses relating to payments not included in the measurement of lease liabilities is as follows:

	Group	
	2022	2021
	RM	RM
Short-term leases	428,880	11,200
Lease of low value leases	168	2,346

24. TERM LOANS

	Group	
	2022	2021
	RM	RM
Current		
Secured:		
Term loans	2,843,610	1,016,707
Non-current		
Secured:		
Term loans	25,189,493	5,083,294
	28,033,103	6,100,001

24. **TERM LOANS (CONT'D)**

The details of term loans are as follows:

	Effective interest rate		Securities
Term loan (I)	3.57% (2021: 3.16%) p.a.	(i)	Leasehold buildings and land as mentioned in Note 9 to the financial statements; and
		(ii)	Corporate guarantee by the Company and a third party.
Term loan (II)	4.29% (2021: Nil%) p.a.	(i)	A registered open all monies first party specific debenture by way of forced and floating charge over the equipment.
		(ii)	Corporate guarantee by the Company.

In 2018, the Group obtained a term loan amounting to RM10,000,000 ("Term loan (I)") from a licensed bank for capital expenditures purposes. The term loan bears interest at effective cost of fund plus 1% per annum and is repayable by 120 monthly instalments.

In 2022, the Group obtained term loans amounting to RM23,449,952 ("Term loan (II)") from a licensed bank for capital expenditures purposes. The term loan bears interest at effective cost of fund plus 1.25% per annum and is repayable by 120 to 180 monthly instalments.

The term loans' interest expense has been capitalised in capital work-in-progress is amounted to RM116,825 (2021: RM96,024).

25. **DEFERRED TAX LIABILITIES**

The movements during the financial year relating to deferred tax liabilities are as follows:

	Group	
	2022 RM	**2021 RM**
At beginning of financial year	1,663,000	2,058,000
Recognised in profit or loss (Note 6)	1,473,000	(395,000)
At end of financial year	3,136,000	1,663,000

The deferred tax liabilities are made up of tax effect on temporary differences arising from:

	Group	
	2022 RM	**2021 RM**
Property, plant and equipment	3,747,000	2,271,656
Investment property	1,414,000	1,125,000
Trade receivables	(91,000)	(277,000)
Lease liabilities	(47,000)	(43,000)
Unutilised business losses	(85,000)	(182,418)
Unutilised pioneer losses	(35,000)	(184,000)
Unabsorbed capital allowance	(1,767,000)	(1,047,238)
	3,136,000	1,663,000

26. TRADE AND OTHER PAYABLES

26.1 Trade payables comprise amounts outstanding for trade purchases. The credit period granted to the Group for trade purchases ranged from 30 to 60 days (2021: 30 to 60 days).

26.2 **Other payables**

	Group		Company	
	2022 RM	**2021 RM**	**2022 RM**	**2021 RM**
Non-trade payables	2,348,522	4,782,460	5,121	-
Refundable deposits	401,902	401,902	-	-
Accrued expenses	1,961,788	1,455,571	62,000	56,500
	4,712,212	6,639,933	67,121	56,500

Included in non-trade payables of the Group consist of amount due to NCI amounted to RM18,919 (2021: RM1,436,006). The amount is unsecured, non-interest bearing and is repayable on demand.

27. DIVIDENDS

	Group and Company	
	2022 RM	**2021 RM**
<u>In respect of the financial year ended 31 December 2022</u>		
First interim single tier dividend of 0.60 sen per ordinary share, declared on 17 November 2022 and paid on 22 December 2022	1,520,653	-

28. RELATED PARTY DISCLOSURES

Related party transactions

During the financial year, significant transactions undertaken are as follows:

	Group		Company	
	2022 RM	**2021 RM**	**2022 RM**	**2021 RM**
Dividend income received from subsidiaries	-	-	2,100,000	-
Consultation income from a non-controlling interest	1,575,204	-	-	-
Employees' share scheme granted to employees and Directors	298,562	-	-	-
Purchase of property, plant and equipment from a non-controlling interest	15,444,411	11,206,136	-	-

Related party balances

Outstanding balances arising from related party transactions are disclosed in Notes 18 and 26 to the financial statements.

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28. **RELATED PARTY DISCLOSURES (CONT'D)**

Compensation of key management personnel

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company either directly or indirectly and entity that provides key management personnel services to the Group and the Company.

The key management personnel include the Directors of the Company and certain members of senior management of the Group. The remuneration of key management personnel (excluding Directors whose remuneration are disclosed in Note 7 to the financial statements) during the financial year is as follows:

	Group	
	2022 RM	2021 RM
Salary, wages and other emoluments	1,795,049	1,322,540
Defined contribution plan	193,753	160,908
Other benefits	6,784	10,147
	1,995,586	1,493,595

29. **FINANCIAL INSTRUMENTS**

Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

(a) Financial assets and financial liabilities measured at amortised cost ("AC"); and
(b) Financial assets designated as fair value through profit or loss ("FVTPL").

	Carrying amount RM	AC RM	FVTPL RM
Group			
2022			
Financial assets			
Trade receivables	5,390,627	5,390,627	-
Other receivables	6,226,970	6,226,970	-
Investment in unit trusts	12,763,782	-	12,763,782
Amount owing by a joint venture	3,858,300	3,858,300	-
Cash and bank balances	9,750,118	9,750,118	-
	37,989,797	225,226,015	12,763,782
Financial liabilities			
Trade payables	14,906	14,906	-
Other payables	4,712,212	4,712,212	-
Term loans	28,033,103	28,033,103	-
	32,760,221	32,760,221	-

29. **FINANCIAL INSTRUMENTS (CONT'D)**

Categories of financial instruments (cont'd)

The table below provides an analysis of financial instruments categorised as follows (cont'd):

(a) Financial assets and financial liabilities measured at amortised cost ("AC"); and
(b) Financial assets designated as fair value through profit or loss ("FVTPL").

	Carrying amount RM	AC RM	FVTPL RM
Group (cont'd)			
2021			
Financial assets			
Trade receivables	7,659,767	7,659,767	-
Other receivables	995,956	995,956	-
Investment in unit trusts	11,101,532	-	11,101,532
Amount owing by a joint venture	3,429,075	3,429,075	-
Cash and bank balances	6,649,069	6,649,069	-
	29,835,399	18,733,867	11,101,532
Financial liabilities			
Trade payables	5,788	5,788	-
Other payables	6,639,933	6,639,933	-
Term loans	6,100,001	6,100,001	-
	12,745,722	12,745,722	-
Company			
2022			
Financial assets			
Other receivables	1,000	1,000	-
Investment in unit trusts	10,390,146	-	10,390,146
Amount owing by a subsidiary	8,683,394	8,683,394	-
Cash and bank balances	211,507	211,507	-
	19,286,047	8,895,901	10,390,146
Financial liabilities			
Other payables	67,121	67,121	-
Amount owing to subsidiaries	5,574,991	5,574,991	-
	5,642,112	5,642,112	-
2021			
Financial assets			
Other receivables	1,000	1,000	-
Investment in unit trusts	8,542,661	-	8,542,661
Amount owing by a subsidiary	6,208,698	6,208,698	-
Cash and bank balances	2,149,531	2,149,531	-
	16,901,890	8,359,229	8,542,661
Financial liabilities			
Other payables	56,500	56,500	-
Amount owing to subsidiaries	3,652,640	3,652,640	-
	3,709,140	3,709,140	-

29. **FINANCIAL INSTRUMENTS (CONT'D)**

Financial risk management objectives and policies (cont'd)

The operations of the Group and of the Company are subject to a variety of financial risks, including credit risk, liquidity risk, interest rate risk, foreign currency risk and other price risk. The Group and the Company have formulated a financial risk management framework whose principal objective is to minimise the Group's and the Company's exposure to risks and/or costs associated with the financing, investing and operating activities of the Group and of the Company.

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activities are set out as follows:

29.1 **Credit risk**

Credit risk refers to the risk that a counterparty will default in its contractual obligations resulting in financial loss to the Group and to the Company. The Group and the Company adopt the policy of dealing with customers of appropriate standing to mitigate credit risk and customers who wish to trade on credit terms are subject to credit evaluation. Receivables are monitored on an ongoing basis to mitigate risk of bad debts. For other financial assets, the Group and the Company adopt the policy of dealing with reputable institutions.

29.1.1 **Exposure to credit risk**

Maximum exposure of the Group and of the Company to credit risk is represented by the carrying amount of financial assets recognised in the statements of financial position.

The Group and the Company continuously monitor credit standing of customers and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. External credit ratings and/or reports on customers and other counterparties may also be used.

The Group's and the Company's management considers that all the above financial assets that are not impaired or past due for each of the reporting dates under review are of good credit quality. None of the Group's and the Company's financial assets are secured by collateral or other credit enhancements.

29.1.2 **Credit risk concentration**

In respect of trade and most of the other receivables, the Group and the Company are not subjected to significant credit risk exposure to a single counterparty or a group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various industries and geographical areas. Based on historical information about customer default rates, management considers the credit quality of trade receivables that are past due but not impaired to be good.

29.1.3 **Trade receivables**

An impairment analysis performed at each reporting date using a provision of matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns.

Information regarding the Group's exposure to credit risk and ECLs for trade receivables are disclosed in Note 16 to the financial statements.

29.1.4 **Other receivables**

The Group and the Company are not subjected to any significant credit risk exposure to any single counterparty or a group of counterparties having similar characteristics.

29. **FINANCIAL INSTRUMENTS (CONT'D)**

Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activities are set out as follows (cont'd):

29.1 **Credit risk (cont'd)**

29.1.5 **Intercompany loans and advances**

The maximum exposure to credit risk is represented by their carrying amounts in the statements of financial position.

The Group and the Company provide advances to subsidiaries, unsecured loans and advances to a joint venture and monitors the results of the related subsidiaries and a joint venture regularly.

As at the end of the reporting date, there was no indication that the loans and advances to the related subsidiaries and a joint venture are not recoverable.

29.1.6 **Cash and bank balances**

The credit risk for cash and cash equivalents is considered negligible, since the counterparty or a group of counterparties having similar characteristics.

29.1.7 **Financial guarantees**

The Company provides secured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The maximum exposure to credit risk is as disclosed in to financial statements as at the reporting date. The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries. As at the end of the reporting date, there was no indication that the subsidiaries would default on repayment.

29.2 **Liquidity risk**

Liquidity risk refers to the risk that the Group and the Company will encounter difficulty in meeting its obligations as and when they fall due. The Group and the Company are exposed to liquidity risk arising from payables, loans and borrowings and it maintains a level of cash and cash equivalents and bank credit facilities deemed adequate by management to ensure it has sufficient liquidity to meet its obligations as and when they fall due.

29.2.1 **Analysis of financial liabilities by remaining contractual maturity period**

The summary of the maturity profile based on contractual undiscounted repayment obligations of non-derivative financial liabilities are as follow:

	Current	**Non-current**	
	Within 1 year RM	**1 to 5 years RM**	**More than 5 years RM**
Group			
2022			
Non-derivative financial liabilities			
Lease liabilities	59,064	225,644	155,688
Term loans	4,230,896	15,332,875	17,228,972
Trade payables	14,906	-	-
Other payables	4,712,212	-	-
Total undiscounted financial liabilities	9,017,078	15,558,519	17,384,660

29. **FINANCIAL INSTRUMENTS (CONT'D)**

Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activities are set out as follows (cont'd):

29.2 **Liquidity risk (cont'd)**

29.2.1 **Analysis of financial liabilities by remaining contractual maturity period (cont'd)**

The summary of the maturity profile based on contractual undiscounted repayment obligations of non-derivative financial liabilities are as follow (cont'd):

	Current	**Non-current**	
	Within 1 year RM	**1 to 5 years RM**	**More than 5 years RM**
Group (cont'd)			
2021			
Non-derivative financial liabilities			
Lease liabilities	25,228	105,750	157,098
Term loans	1,311,017	4,727,327	1,124,207
Trade payables	5,788	-	-
Other payables	6,639,933	-	-
Total undiscounted financial liabilities	7,981,966	4,833,077	1,281,305
Company			
2022			
Non-derivative financial liabilities			
Other payables	67,121	-	-
Amount owing to subsidiaries	5,574,991	-	-
Total undiscounted financial liabilities	5,642,112	-	-
Financial guarantee*	28,033,103	-	-
2021			
Non-derivative financial liabilities			
Other payables	56,500	-	-
Amount owing to subsidiaries	3,652,640	-	-
Total undiscounted financial liabilities	3,709,140	-	-
Financial guarantee*	6,100,001	-	-

* This exposure is included in liquidity risk for illustration only. No financial guarantee was called upon by the holders as at the end of the reporting date.

The above amounts reflected the contractual undiscounted cash flows of the financial liabilities, which may differ from carrying values of the liabilities at the end of the financial year.

29. **FINANCIAL INSTRUMENTS (CONT'D)**

Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activities are set out as follows (cont'd):

29.3 **Interest rate risk**

Interest rate risk is caused by changes in market interest rate resulting in fluctuation in fair value or future cash flow of financial instruments of the Group. The Group's interest rate management objective is to manage interest expenses consistent with maintaining an acceptable level of exposure to interest rate fluctuation.

The Group's borrowings at variable interest rates are exposed to the risk of change in cash flow due to changes in interest rate. Investment in equity securities and short-term receivables and payables are not significantly exposed to interest rate risk.

29.3.1 **Interest rate sensitivity analysis**

The Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. Other borrowings are at fixed interest rates. The following is interest rate profile of the significant interest-bearing financial instruments, based on carrying amounts as at the reporting date:

	Group	
	2022 RM	2021 RM
Fixed rate instruments		
Financial asset		
Amount owing by a joint venture	3,858,300	3,428,595
Financial liability		
Lease liabilities	(327,060)	(175,924)
Net financial asset	3,531,240	3,252,671
Floating rate instrument		
Financial liability		
Term loans	(28,033,103)	(6,100,001)

Fair value sensitivity analysis for fixed rate instrument

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for floating rate instruments

The following illustrates the sensitivity of profit to a reasonably possible change in interest rates of +/-25 (2021: +/-25) basis points ("bp"). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the average market interest rate for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variables are held constant.

	Group Effect on profit/equity for the financial year	
	25bp increase RM	25bp decrease RM
2022	(70,083)	70,083
2021	(15,250)	15,250

29. **FINANCIAL INSTRUMENTS (CONT'D)**

Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activities are set out as follows (cont'd):

29.4 **Foreign currency risk (cont'd)**

The Group is exposed to foreign currency risk on amount owing by a joint venture and cash and bank balances denominated in currency other than functional currencies of the Group's respective entities. The currencies giving rise to this risk are primarily United States Dollar ("USD") and Great Britain Pound ("GBP").

Carrying amounts of the Group's exposure to foreign currency risk are as follows:

	USD RM	GBP RM
Group		
2022		
Amount owing by a joint venture	-	3,858,300
Cash and bank balances	61,079	465,716
Net exposure	61,079	4,324,016
2021		
Amount owing by a joint venture	-	3,428,595
Cash and bank balances	57,977	492,063
Net exposure	57,977	3,920,658

29.4.1 **Foreign currency sensitivity analysis**

A 5% (2021: 5%) change in the exchange rates at the reporting period is deemed possible. Both of these percentages have been determined based on average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the Group's foreign currency denominated financial instruments held at each reporting date.

The following table illustrates the sensitivity of profit or loss with regards to the Group's financial assets and the RM/USD and RM/GBP exchange rate assuming all other things being equal.

If the RM had strengthened against the USD and GBP then the impact would be as follows:

	Effect on profit for the financial year	
	USD RM	GBP RM
Group		
2022	3,046	216,201
2021	2,899	196,033

If the RM had weakened against the USD and GBP and others, then the impact on profit for the financial year would be the opposite.

Exposures to foreign exchange rates vary during the financial year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

29. **FINANCIAL INSTRUMENTS (CONT'D)**

Financial risk management objectives and policies (cont'd)

The main areas of financial risks faced by the Group and the Company and the policies of the Group and of the Company in respect of the major areas of treasury activities are set out as follows (cont'd):

29.5 **Other price risk sensitivity analysis**

The Group and the Company are exposed to equity price risk due to fluctuation in prices of quoted securities under investments in unit trust. The movements in quoted price of these securities are monitored continuously.

An increase or decrease of 1% (2021: 1%) in the prices of the quoted securities would result in an increase or decrease of RM127,638 (2021: RM111,015) and RM103,901 (2021: RM85,427) to the profit or loss of the Group and of the Company.

Fair values of financial assets and financial liabilities

The fair values of financial instruments refer to the amounts at which the instruments could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction. Fair values have been arrived at based on prices quoted in an active, liquid market or estimated using certain valuation techniques such as discounted future cash flows based upon certain assumptions. Amounts derived from such methods and valuation techniques are inherently subjective and therefore do not necessarily reflect the amounts that would be received or paid in the event of immediate settlement of the instruments concerned.

On the basis of the amounts estimated from the methods and techniques as mentioned in the preceding paragraph, the carrying amounts of the various financial assets and financial liabilities reflected on the statements of financial position approximate their fair values.

The methodologies used in arriving at of fair values of the principal financial assets and financial liabilities of the Group and of the Company are as follows:

- **Cash and bank balances, trade and other receivables, trade and other payables and indebtedness with subsidiaries, a shareholder, an associate and a joint venture:** The carrying amounts are considered to approximate the fair values as they are either within the normal credit terms or they have short-term maturity period.

- **Other financial assets:** The fair value of investment in unit trusts is calculated based on net asset value provided by the fund manager.

- **Lease liabilities:** The fair value of lease payables is determined by estimating future cash flows on a borrowing-by-borrowing basis, and discounting these future cash flows using an interest rate which takes into consideration the Group's incremental borrowing rate at year end for similar types of debt arrangements.

- **Term loans:** As the term loans were obtained from licensed financial institutions at the prevailing market rate, the carrying values of these financial liabilities approximates its fair values.

29. **FINANCIAL INSTRUMENTS (CONT'D)**

Fair values of financial assets and financial liabilities (cont'd)

Fair value measurements recognised in the statements of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

	Level 1 RM	Total RM
Group		
31 December 2022		
Financial asset at FVTPL:		
Investment in unit trusts	12,763,782	12,763,782
31 December 2021		
Financial asset at FVTPL:		
Investment in unit trusts	11,101,532	11,101,532
Company		
31 December 2022		
Financial asset at FVTPL:		
Investment in unit trusts	10,390,146	10,390,146
31 December 2021		
Financial asset at FVTPL:		
Investment in unit trusts	8,542,661	8,542,661

There were no transfers between Levels 1 and 2 during the financial year.

30. **SEGMENT INFORMATION**

Business segment

Segment information is presented in respect of the Group's business segments, which reflect the Group's internal reporting structure that are regularly reviewed by the Group's chief operating decision maker for the purposes of allocating resources to the segment and assessing its performance.

For management purposes, the Group is organised into the following operating divisions:

Business segments	Descriptions
Investment holding	Investment activities in investment property and unquoted securities held by the Group on a long-term basis
Recovery and recycling services	Provision of waste recovery and recycling services, and rental of recycled products
Manufacturing	Manufacturing and marketing of chemical products
Trading	Trading of chemicals and other products
Renewable energy	Provision of equipment and consultancy services related to renewable energy
Others	Rental of investment property

The Group has aggregated certain operating segments to form a reportable segment due to the similar nature and operational characteristics of the products.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which, in certain respects as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

30. **SEGMENT INFORMATION (CONT'D)**

Business segment (cont'd)

Group 2022	Investment holding RM	Recovery and recycling services RM	Manufacturing RM	Trading RM	Renewable energy RM	Others RM	Eliminations RM	Total RM
Revenue								
External revenue	-	28,073,616	-	27,095	2,289,214	1,072,044	-	31,461,969
Inter-segment revenue (a)	2,100,000	-	-	-	-	-	(2,100,000)	-
Total revenue	2,100,000	28,073,616	-	27,095	2,289,214	1,072,044	(2,100,000)	31,461,969
Results								
Finance costs								(533,297)
Finance income								250,380
Depreciation								(3,811,371)
Share of loss of equity- accounted associates								(10,936)
Other non-cash income (b)								3,038,034
Income tax expense								(3,247,386)
Segment profit (c)								10,023,127
Assets								
Additions to non-current assets (d)								24,942,101
Segment assets (e)								153,088,618
Liabilities								
Segment liabilities (f)								4,727,118

30. **SEGMENT INFORMATION (CONT'D)**

Business segment (cont'd)

Group (cont'd) 2021	**Investment holding RM**	**Recovery and recycling services RM**	**Manufacturing RM**	**Trading RM**	**Renewable energy RM**	**Others RM**	**Eliminations RM**	**Total RM**
Revenue								
External revenue	-	27,434,644	4,890	47,217	571,991	675,983	-	28,734,725
Inter-segment revenue (a)	-	-	-	-	-	-	-	-
Total revenue	-	27,434,644	4,890	47,217	571,991	675,983	-	28,734,725
Results								
Finance costs								(18,624)
Finance income								143,056
Depreciation								(3,431,004)
Share of loss of equity- accounted joint venture								(150,872)
Other non-cash expense (b)								(1,317,068)
Income tax expense								(2,135,804)
Segment profit (c)								6,031,394
Assets								
Additions to non-current assets (d)								13,757,052
Segment assets (e)								128,146,939
Liabilities								
Segment liabilities (f)								6,645,721

30. **SEGMENT INFORMATION (CONT'D)**

Business segments (cont'd)

Notes to the nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements:

(a) Inter-segment revenue are eliminated on consolidation.

(b) Other non-cash (expenses)/income consist of the following items as presented in the respective notes to the financial statements:

	2022 RM	2021 RM
Reversal of/(Allowance for) impairment loss on receivables	933,954	(577,666)
Bad debts written off	(364,072)	-
Change in fair value of investment property	2,890,000	-
Fair value loss on investment in unit trusts	(388,807)	(572,766)
Property, plant and equipment written off	(5,442)	(182,295)
Unrealised (loss)/gain on foreign exchange	(27,599)	15,659
	3,038,034	(1,317,068)

(c) The following items are added to/(deducted from) segment profit to arrive at "Profit after tax" presented in the consolidated statement of profit or loss and other comprehensive income:

	2022 RM	2021 RM
Segment profit	10,023,127	6,031,394
Finance income	250,380	143,056
Finance costs	(533,297)	(18,624)
Profit after tax	9,740,210	6,155,826

(d) Additions to non-current assets other than financial instruments and deferred tax assets consist of:

	2022 RM	2021 RM
Property, plant and equipment	17,500,897	13,757,052
Investment in associates	4,551,204	-
Investment property	2,890,000	-
	24,942,101	13,757,052

30. SEGMENT INFORMATION (CONT'D)

Business segments (cont'd)

Notes to the nature of adjustments and eliminations to arrive at amounts reported in the consolidated financial statements (cont'd):

(e) The following items are added to segment assets to arrive at total assets reported in the consolidated statement of financial position:

	2022 RM	2021 RM
Segments assets	153,088,618	128,146,939
Goodwill on consolidation	1,599,709	1,599,709
Investment in associates	4,551,204	-
Tax recoverable	1,779,907	382,076
Total assets	161,019,438	130,128,724

(f) The following items are added to segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position:

	2022 RM	2021 RM
Segments liabilities	4,727,118	6,645,721
Lease liabilities	327,060	175,924
Term loans	28,033,103	6,100,001
Deferred tax liabilities	3,136,000	1,663,000
Total liabilities	36,223,281	14,584,646

(g) It was not practicable to separate out the segment results for its business segments as the Directors of the Company are of the opinion that excessive costs could be incurred.

Geographical information

All revenue and non-current assets are earned and held in Malaysia.

Major customer

There is no major customer with revenue equal or more than 10% of the Group's revenue during the current and prior financial year.

31. CAPITAL MANAGEMENT

The primary objective of the Group's and the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The capital structure of the Group and of the Company comprises a mixture of issued capital, retained earnings and external borrowings.

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

Under the requirement of Bursa Malaysia Guidance Note No. 3, the Group is required to maintain consolidated shareholders' equity equal to or not less than 25% of the issued and paid-up capital (excluding treasury shares). The Group has complied with this requirement.

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2022

32. CAPITAL COMMITMENTS

As of the end of the reporting date, the Group has the following capital commitments:

	Group	
	2022 **RM**	**2021** **RM**
Authorised and contracted for		
- Purchase of property, plant and equipment	1,990,743	4,333,457
Authorised but not contracted for		
- Purchase of property, plant and equipment	-	312,480

33. OPERATING LEASE ARRANGEMENTS

The Group has entered into a commercial property lease on its investment property. This lease is non-cancellable and has a remaining lease term of between 1 to 3 years. The lease contract contains market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

Future minimum rental income to be earned by the Group from its investment property under this non-cancellable operating lease are as follow:

	2022 **RM**	**2021** **RM**
Within 1 year	303,060	744,088
Between 2 to 5 years	50,820	276,000
	353,880	1,020,088

ANALYSIS OF SHAREHOLDINGS AS AT 31 MARCH 2023

SHARE CAPITAL

Total Number of Issued Shares	:	256,189,496 Shares
Class of Shares	:	Ordinary Shares
Voting Rights	:	Every member of the Company, present in person or by proxy, shall have on a show of hands, one (1) vote or on a poll, one (1) vote for each share held

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Holders	%	No. of Holdings	%
Less than 100	34	1.62	1,182	negligible
100 to 1,000	196	9.36	96,246	0.04
1,001 to 10,000	939	44.84	5,245,550	2.07
10,001 to 100,000	733	35.00	25,842,781	10.20
100,001 to less than 5% of issued shares	190	9.07	123,386,295	48.68
5% and above of issued shares	2	0.10	98,870,142	39.01
Total	**2,094**	**100.00**	**253,442,196**	**100.00**

** The number of 253,442,196 ordinary shares was arrived at after deducting 2,747,300 treasury shares retained by the Company from the issued share capital of 256,189,496 ordinary shares as per the Record of Depositors.*

STATEMENT OF DIRECTORS' SHAREHOLDINGS

	< ----- Direct ----- >		< ----- Indirect ----- >	
Name of Directors	**No. of Shares**	**%**	**No. of Shares**	**%**
Ho Siew Choong	12,862,204	5.08	88,194,138*	34.80
Periasamy A/L Sinakalai	10,597,997	4.18	88,478,388^	34.91
Ho Siew Cheong	6,841,297	2.70	86,007,938#	33.94
Ho Siew Weng	3,788,245	1.50	86,604,188##	34.17
Alagasan A/L Varatharajoo	50,000	0.02	-	-
Chan Jee Peng	-	-	-	-
Francis Xavier A/L A.A. Gomez	-	-	-	-

Notes:

* *Deemed* interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016, his spouse's and his children's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

^ Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016, his spouse's and his child's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016.

Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016 and his spouse's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

ANALYSIS OF SHAREHOLDINGS AS AT 31 MARCH 2023

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS

	< ----- Direct ----- >		< ----- Indirect ----- >	
Name of Directors	**No. of Shares**	**%**	**No. of Shares**	**%**
Can Cycle Sdn. Bhd.	86,007,938	33.94	-	-
Ho Siew Choong	12,862,204	5.08	88,127,138*	34.80
Periasamy A/L Sinakalai	10,597,997	4.18	88,478,388^	34.91
Ho Siew Cheong	6,841,297	2.70	86,007,938#	33.94
Ho Siew Weng	3,788,245	1.50	86,604,188##	34.17

Notes:

* Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016, his spouse's and his children's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

^ Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016, his spouse's and his child's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016.

Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016 and his spouse's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

ANALYSIS OF SHAREHOLDINGS AS AT 31 MARCH 2023

THIRTY (30) LARGEST SHAREHOLDERS AS AT 31 MARCH 2023

No.	Name of Shareholders	No. of Shares	%
1	Can Cycle Sdn Bhd	86,007,938	33.94
2	Ho Siew Choong	12,862,204	5.08
3	Periasamy A/L Sinakalai	10,597,997	4.18
4	Ho Siew Cheong	6,397,297	2.52
5	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chai Yee Wah (M09)	4,993,100	1.97
6	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ooi Chen Seng	3,855,500	1.52
7	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Sim Shiau Tyng	3,150,000	1.24
8	Ho Mah Lee @ Ho Chwee Keng	3,144,500	1.24
9	Ho Siew Weng	2,801,395	1.11
10	Ho Siew Kee	2,756,505	1.09
11	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ong Kah Hoe (MY1325)	2,500,000	0.99
12	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Liew Jor Ho	2,500,000	0.99
13	Southern Realty Resources Sdn Bhd	2,500,000	0.99
14	Chuah Kooi Peng	2,289,600	0.90
15	Lee Yuen Kong	2,216,700	0.87
16	Yusseri Bin Said	2,025,195	0.80
17	Chuang Shiao Ye	1,908,750	0.75
18	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chu Kerd Yee	1,810,000	0.71
19	Goh Phaik Lim	1,700,000	0.67
20	Melissa Shamini A/P Periasamy	1,502,000	0.59
21	English Hotbreads (Sel.) Sdn Bhd	1,500,000	0.59
22	Lee Kim Choy	1,471,600	0.58
23	How Hoe Choon	1,409,400	0.56
24	Maybank Nominees (Tempatan) Sdn Bhd Maybank Private Wealth Management For Philip A/L K.O.Kunjappy (PW-M00774)(420784)	1,400,000	0.55
25	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chu Yi Pei (MF00144)	1,250,000	0.49
26	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yoong Kok Wah (E-TCS/PJA)	1,200,000	0.47
27	HSBC Nominees (Asing) Sdn Bhd J.P. Morgan Securities PLC	1,199,800	0.47
28	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ho Siew Kee (MCF0 PJ-CL)	1,177,270	0.46
29	M&A Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Soh Choh Piau (M&A)	1,159,200	0.46
30	CGS-CIMB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lee Kim Choy (MY3468)	1,110,000	0.44
	Total	170,395,951	67.22

List of Property As at 31 December 2022

Location	Description/ Existing Use	Land Area (Square Metres)	Built-up Area (Square Metres)	Approximate Age of Building	Tenure	Net Book Value @ 31 December 2022 RM	Year of Acquisition	Last Date of Valuation
Tex Cycle Sdn. Bhd.								
No. 8 Jalan TPK 2/3 Taman Perindustrian Kinrara 47100 Puchong, Selangor (PT No 24401, HSM 23155 Mukim and District of Petaling, Selangor)	Double storey factory/Storage facility	2,108.29	1,100	25 years	99 years leasehold up to 18 January 2093	1,803,199	1999	N/A
No. 7, Jalan TPK 2/4 Taman Perindustrian Kinrara 47100 Puchong, Selangor (PT No 24405, HSM 23159, Mukim and District of Petaling, Selangor)	Double storey fully enclosed factory/Storage facility	1,980.34	1,980.34	25 years	99 years leasehold up to 18 January 2093	2,157,187	2002	N/A
Metro Koats Technology Sdn. Bhd. No. 13 Jalan BP 4/1 Pusat Perindustrian Bukit Puchong Bandar Bukit Puchong 47100 Puchong, Selangor (PT 43325, HSD 128758, Mukim and District of Petaling, Selangor)	Single storey factory with a double storey office building/MKT's headquarters, manufacturing and storage facility	2,033	550	19 years	Freehold	1,301,354	2003	N/A

List of Properties (cont'd)
As at 31 December 2022

Location	Description/ Existing Use	Land Area (Square Metres)	Built-up Area (Square Metres)	Approximate Age of Building	Tenure	Net Book Value @ 31 December 2022 RM	Year of Acquisition	Last Date of Valuation
Metro Envy Sdn. Bhd. Lot 35604, Jalan Kuchai Lama 58200 Kuala Lumpur (PN 1433, Lot 35604, Mukim and District of Kuala Lumpur, State of Wilayah Persekutuan)	Triple storey factory cum office building/Rented to third party^	3,783	3,668.65	27 years	99 years leasehold up to 25 May 2065	19,000,000	2005	2022
TC Chemical Sdn. Bhd. Lot 8942, Jalan Telok Gong 42000 Klang, Selangor (PT No. 8942, HSM 1528, Mukim Klang, Selangor)	Single storey detached factory/Recycling and storage facility	11,913	8,861.20	16 years	99 years leasehold up to 28 January 2068	6,565,241	2011	N/A
Lot 8960, Jalan Telok Gong 42000 Klang, Selangor (PT No. 8960, HSM 52664, Mukim Klang, Selangor)	Single storey detached factory/Recycling and storage facility	19,906	8,199.16	8 years	99 years leasehold up to 26 February 2112	14,286,498	2012	N/A
Tex Cycle (P2) Sdn. Bhd. Lot 8941, Jalan Telok Gong 42000 Klang, Selangor (PT No. 8941, HSM 1388, Mukim Klang, Negeri Selangor)	Vacant land with three (3) units of single storey house	11,559	N/A	N/A	99 years leasehold up to 17 December 2067	8,334,213	2017	N/A

^ Rented for RM89,337 per month. Pursuant to the tenancy agreements, the tenants covenant at all times to keep the demised premises and the appurtenances thereof including the doors plate glass and other windows fixtures fastenings wires waste water drain and other pipes and sanitary and water apparatus therein in good and substantial repair and condition throughout the tenancy period (damage by fire and such other shall be irrecoverable in consequence of any act or default of the tenant their servants or agents only excepted) and to renew and replace from time to time all fixtures fittings and appurtenances in the demised premises and the aforesaid court which may become or be beyond repair at any time during or at the expiration be sooner determination of the tenancy period

SHARE BUY-BACK STATEMENT

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to take, you should consult your stockbroker, solicitor, accountant, banker or other professional adviser immediately.

Bursa Malaysia Securities Berhad has not perused the contents of this Share Buy-Back Statement ("Statement") prior to its issuance and takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Statement:

"Act"	The Companies Act, 2016 as amended from time to time and any re-enactment thereof
"AGM"	Annual General Meeting
"Articles"	Articles of Association of Tex Cycle, as amended from time to time
"Board"	The Board of Directors of Tex Cycle
"Bursa Securities"	Bursa Malaysia Securities Berhad
"Code"	Malaysian Code on Take-Over and Mergers, 2010
"Director"	Shall have the same meaning given in Section 2 (1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of the Company, its subsidiary or holding company or a Chief Executive Officer of the Company, its subsidiary or holding company
"EPS"	Earnings Per Share
"Issued Share Capital"	256,189,496 ordinary shares in Tex Cycle (including 2,747,300 bought back and retained by the Company as treasury shares)
"Listing Requirements"	ACE Market Listing Requirements of Bursa Securities
"Major Shareholder"	A person who has an interest or interests in one (1) or more voting shares in the company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: (a) equal to or more than 10% of the aggregate of the nominal amounts of all the voting shares in the company; or (b) equal to or more than 5% of the aggregate of the nominal amounts of all the voting shares in the company where such person is the largest shareholder of the company. For the purpose of this definition, "interest in shares" shall have the meaning given in Section 8 of the Act. A Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company.

SHARE BUY-BACK STATEMENT

"NA"	Net Assets
"Person Connected"	In relation to a Director or a Major Shareholder, means such person who falls under any one (1) of the following categories: (a) a family member of the Director or Major Shareholder; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary; (c) a partner of the Director, Major Shareholder or a partner of a Person Connected with that Director or Major Shareholder; (d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (g) a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act; (h) a body corporate in which the Director, Major Shareholder or Persons Connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or (i) a body corporate which is a related corporation.
"Proposed Renewal of Shareholders' Mandate for Share Buy-Back / Proposed Share Buy-Back"	A proposal of the Company to grant its Directors a general mandate to exercise the authority to carry out a share buy-back of its own shares up to a maximum of 10% of its Issued Share Capital (excluding treasury shares)
"Purchased Shares"	Shares purchased pursuant to the Proposed Share Buy-Back
"RM" or "Sen"	Ringgit Malaysia and sen respectively
"Shares"	Issued ordinary shares in Tex Cycle
"Tex Cycle" or "the Company"	Tex Cycle Technology (M) Berhad (Registration No: 200401004116 (642619-P))
"Tex Cycle Group"	Tex Cycle and its subsidiaries
"Treasury Shares"	The Tex Cycle Share purchased by the Company that can be retained, distributed as dividend or resold and/or subsequently cancelled
"Statement"	The Statement in relation to proposed renewal of authority to purchase its own shares by the Company

SHARE BUY-BACK STATEMENT

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR PURCHASE OF OWN SHARES BY THE COMPANY ("Proposed Share Buy-Back Renewal")

1. INTRODUCTION

On 16 March 2023, the Board had announced that the Company proposes to seek the approval of the shareholders to purchase its Shares of up to ten percent (10%) of its issued share capital at any point in time at the forthcoming AGM.

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back would become valid immediately upon the passing of the ordinary resolution and will expire at the conclusion of the next AGM of the Company unless renewed by ordinary resolution passed at that meeting or earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting or expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first.

The purpose of this Statement is to provide you with details of the Proposed Renewal of Shareholders' Mandate for Share Buy-Back and to seek your approval for the Ordinary Resolution to be tabled at the forthcoming AGM.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK RENEWAL

The Board had, during the Eighteenth AGM held on 18 May 2022 obtained its shareholders' approval to purchase up to 10% of the total number of issued shares of the Company as quoted on Bursa Malaysia Securities Berhad ("Bursa Securities") as at the point of purchase. In accordance with the Listing Requirements of Bursa Securities ("the Listing Requirements") governing the purchase of own shares by a listed company, the aforesaid approval will continue in force until the conclusion of the forthcoming Nineteenth AGM of the Company.

The Board proposes to seek approval from the shareholders for a renewal of authorisation to enable Tex Cycle to purchase up to 10% of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase.

The Proposed Share Buy-Back Renewal shall be effective upon the passing of the resolution in the forthcoming Nineteenth AGM of Tex Cycle until:

(i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
(iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever is occur first.

2.1 Maximum Number or Percentage of Shares to be Acquired

As at 31 March 2023, the total issued shares of Tex Cycle comprising 256,189,496 ordinary shares ("Tex Cycle Shares").

Assuming no further Tex Cycle shares are issued, a total of up to 25,618,949 Tex Cycle Shares may be purchased pursuant to the Proposed Share Buy-Back Renewal.

SHARE BUY-BACK STATEMENT

2.2 Treatment of Tex Cycle Shares Purchased

2.2.1 In accordance with Section 127 of the Companies Act, 2016 ("the Act"), the Board may, at its discretion, deal with any of Tex Cycle Shares so purchased in the following manner:

(i) to cancel Tex Cycle Shares so purchased; or
(ii) to retain Tex Cycle Shares so purchased as treasury shares where the Board may:

a. distribute all or part of the treasury shares as share dividends to the shareholders of Tex Cycle;
b. resell all or part of the treasury shares in accordance with the Listing Requirements;
c. transfer all or part of the treasury shares for purposes of or under an employees' share scheme;
d. transfer all or part of the treasury shares as purchase consideration; or

in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any relevant authority for the time being in force and that the authority to deal with the purchased Tex Cycle Shares shall continue to be valid until all the purchased Tex Cycle Shares have been dealt with by the Board.

2.2.2 The Board intends to retain the purchased Tex Cycle Shares as treasury shares, or cancel the purchased Tex Cycle Shares or a combination of both. Nonetheless, the Board will explore other manner as permitted under Section 127 of the Act taking into best interest of the Company.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK RENEWAL

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back will enable the Tex Cycle Group to utilise its surplus financial resources to purchase the Shares of the Company to stabilise the supply and demand of its Shares in the open market and thereby support its fundamental value. Should Tex Cycle Shares be cancelled, either immediately or subsequently after being held as Treasury Shares, the Proposed Renewal of Shareholders' Mandate for Share Buy-Back is expected to improve the EPS of Tex Cycle Group and benefit the Shareholders of the Company.

The Purchased Shares, which are held as Treasury Shares may be realised with potential gain without affecting the total issued and paid-up capital of the Company. In the event the Treasury Shares are distributed as share dividends, it serves as a reward to the Shareholders of the Company.

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back is not expected to have any potential material disadvantage to the Company and its Shareholders, as it will be exercised only after in-depth consideration of the financial resources of the Tex Cycle Group and of the resultant impact on its Shareholders. The Directors in exercising any decision on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back will be mindful of the interest of the Company and its Shareholders.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK RENEWAL

4.1 Potential Advantages

The potential advantages of the Proposed Share Buy-Back Renewal are as follows:

(i) Allows the Company to take preventive measures against speculations, particularly when its Tex Cycle Shares are undervalued which would in turn stabilise the market price of Tex Cycle Shares and hence, enhance investors' confidence;
(ii) Allow the Company flexibility in attaining its desired capital structure in terms of the debt and equity composition and the size of equity; and
(iii) If the treasury shares are distributed as dividends by the Company, it may then serve to reward the shareholders of the Company.

SHARE BUY-BACK STATEMENT

4.2 Potential Disadvantages

The potential disadvantages of the Proposed Share Buy-Back Renewal are as follows:

(i) The Proposed Share Buy-Back Renewal will reduce the financial resources of the Group and may result in the Group foregoing better investment opportunities that may emerge in future; and
(ii) As the Proposed Share Buy-Back Renewal can only be made out of retained profits of the Company, it may result in the reduction of financial resources available for distribution to shareholders in the immediate future.

Nevertheless, the Proposed Share Buy-Back Renewal is not expected to have any potential material disadvantage to the Company and the shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact.

5. FUNDING

The maximum amount of funds to be allocated by the Company for the Proposed Share Buy-Back Renewal shall not exceed the retained earnings of the Company.

Based on the latest audited financial statements of Tex Cycle as at 31 December 2022, the Company's audited accumulated retained earnings is RM97,678,000.00. Meanwhile, based on the unaudited financial statements as at 31 December 2022, the Company's unaudited accumulated retained earnings is RM97,678,000.00.

The funding for the Proposed Share Buy-Back Renewal will be made from internally generated funds of the Company. The Proposed Share Buy-Back Renewal will reduce the cash flow of the Company by an amount equivalent to the purchase price of Tex Cycle Shares and the actual number of Tex Cycle Shares bought-back. Therefore, the Company will ensure that sufficient funds are available to effect the Proposed Share Buy-Back Renewal. There is no restriction on the type of funds which may be utilised for the Proposed Share Buy-Back Renewal so long as it is backed by an equivalent amount of the retained earnings of the Company.

SHARE BUY-BACK STATEMENT

6. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors, Substantial Shareholders and persons connected to the Directors and/or Substantial Shareholders (as defined in the Listing Requirements of Bursa Securities) have any direct or deemed interest in the Proposed Renewal of Shareholders' Mandate for Share Buy-Back and resale of Treasury Shares (if any).

The effect of the Proposed Share Buy-Back Authority on the shareholdings of the Directors and Existing Major Shareholders of Tex Cycle based on the Register of Directors' Shareholdings and Register of Substantial Shareholders as at 31 March 2023 assuming the Proposed Share Buy-Back Authority is carried out in full by Tex Cycle are as follows:

Directors' Shareholdings

	Before the Proposed Share Buy-Back				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
Directors	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**
Ho Siew Choong	12,862,204	5.075	88,194,138*	34.799	12,862,204	5.578	88,194,138*	38.250
Periasamy A/L Sinakalai	10,597,997	4.182	88,478,388^	34.911	10,597,997	4.596	88,478,388^	38.374
Ho Siew Cheong	6,841,297	2.699	86,007,938#	33.936	6,841,297	2.967	86,007,938#	37.302
Ho Siew Weng	3,788,245	1.495	86,604,188##	34.171	3,788,245	1.643	86,604,188##	37.561
Alagasan A/L Varatharajoo	50,000	0.020	-	-	50,000	0.022	-	-
Chan Jee Peng	-	-	-	-	-	-	-	-
Francis Xavier A/L A.A. Gomez	-	-	-	-	-	-	-	-

Notes:

** Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016, his spouse's and his children's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.*

^ Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016, his spouse's and his child's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

 # Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016.

Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016 and his spouse's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

SHARE BUY-BACK STATEMENT

Substantial Shareholders' Shareholdings

	Before the Proposed Share Buy-Back				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
Directors	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**
Can Cycle Sdn. Bhd.	86,007,938	33.936	-	-	86,007,938	37.302	-	-
Ho Siew Choong	12,862,204	5.075	88,194,138*	34.799	12,862,204	5.578	88,194,138*	38.250
Periasamy A/L Sinakalai	10,597,997	4.182	88,478,388^	34.911	10,597,997	4.596	88,478,388^	38.374
Ho Siew Cheong	6,841,297	2.699	86,007,938#	33.936	6,841,297	2.967	86,007,938#	37.302
Ho Siew Weng	3,788,245	1.495	86,604,188##	34.171	3,788,245	1.643	86,604,188##	37.561

Notes:

** Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016, his spouse's and his children's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.*

^ Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016, his spouse's and his child's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

[#] Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016.

[##] Deemed interested by virtue of his interests in Can Cycle Sdn. Bhd. pursuant to Section 8(4) of the Companies Act, 2016 and his spouse's direct shareholdings in Tex Cycle by virtue of Section 59(11)(c) of the Companies Act, 2016.

7. PUBLIC SHAREHOLDING SPREAD

As at 31 March 2023, the public shareholding spread of the Company based on the Issued Share Capital (excluded treasury shares) was 50.51%. Assuming the Proposed Renewal of Shareholders' Mandate for Share Buy-Back of 10% of the total issued and paid-up share capital of the Company is carried out in full, and the number of Tex Cycle Shares held by the substantial shareholders, Directors and persons connected to the substantial shareholders and/or Directors remain unchanged, the public shareholding spread of the Company would reduce to approximately 45.61%. However, the Company will ensure that it will not purchase its own Shares which will result in Tex Cycle's public shareholding spread falling below the minimum requirement of 25%.

8. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK RENEWAL

The effects of the Proposed Share Buy-Back Renewal are presented below based on the assumption that the implementation of the Proposed Share Buy-Back Renewal and the purchased Tex Cycle Shares are further to be cancelled.

SHARE BUY-BACK STATEMENT

8.1 Share Capital

Assuming the Proposed Renewal Shareholders' Mandate for Share Buy-Back is carried out in full by the Company, the maximum number of shares that the Company can cancel is limited to 25,618,949 shares. The proforma effect on the issued and paid-up share capital of Tex Cycle of such a cancellation of shares is summarised below:

	No. of Shares
Issued and Paid-Up Share Capital as at 31 March 2023	256,189,496
Less: Maximum number of Shares that may be cancelled	(25,618,949)
Reduced Issued and Paid-Up Share Capital in the event that the Purchased Shares are cancelled	230,570,547

However, the Proposed Renewal of Shareholders' Mandate for Share Buy-Back will have no effect on the issued and paid-up share capital of Tex Cycle if all the Shares are to be retained as Treasury Shares, resold or distributed to the Shareholders.

8.2 NA and EPS

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back may increase or decrease the NA per Share of Tex Cycle depending on the purchase price in comparison to the NA per Share of Tex Cycle at the time that the purchase is made. Assuming Tex Cycle Shares purchased are cancelled, the Proposed Renewal of Shareholders' Mandate for Share Buy-Back will reduce the consolidated NA per Share if the purchase price exceeds the audited consolidated NA per Share at the time of purchase and conversely would increase the consolidated NA per Share if the purchase price is less than the audited consolidated NA per Share at the time of purchase.

If the purchased Tex Cycle Shares are kept as Treasury Shares, the NA per Tex Cycle Share would decrease unless the cost per share of the Treasury Shares purchased is below the NA per Share at the relevant point in time. This is due to the requirement for Treasury Shares to be carried at cost and be offset against equity, resulting in a decrease in the NA of the Company.

The effect on the EPS of Tex Cycle Group will depend on the purchase prices of the Shares, the opportunity cost and the number of Shares purchased.

8.3 Working Capital

The Working Capital of Tex Cycle Group will be reduced to the extent of the amount of funds utilised for the purchases of the Shares but is not expected to have a material adverse effect on the Working Capital of Tex Cycle Group.

Similarly, the Working Capital of Tex Cycle Group will increase to the extent of the amount of funds obtained from the resale of the Shares so purchased which are retained as Treasury Shares.

8.4 Dividends

For the financial year ended 31 December 2022, the Company has declared an interim single-tier tax exempt dividend of RM0.006 per share on 17 November 2022 and paid on 22 December 2022.

The Proposed Renewal of Shareholders' Mandate for Share Buy-Back is not expected to adversely affect the Company's ability to pay dividends because the amount of dividends to be paid will be less owing to a lesser number of Shares qualifying for dividends after the Shares Buy-Back regardless of whether the Shares so purchased are retained as Treasury Shares or are cancelled. However, if the Shares so purchased are retained as Treasury Shares, they can be used for subsequent payment of dividends in the form of share dividends.

SHARE BUY-BACK STATEMENT

9. IMPLICATIONS RELATING TO THE CODE IN RELATION TO THE PROPOSED SHARES BUY-BACK

Based on the Register of Substantial Shareholders as at 31 March 2023, the substantial shareholder of the Company, namely Can Cycle Sdn. Bhd. has a shareholding of 86,007,938 Tex Cycle Shares, through its direct shareholdings, representing approximately 33.94% equity interest in Tex Cycle. The Board does not anticipate any implication relating to the Code on Tex Cycle and its Shareholders in the event the Proposed Share Buy-Back Authority of up to ten percent (10%) of the issued and paid-up capital of the Company is carried out in full.

10. PREVIOUS PURCHASE, RESALE, CANCELLATION AND/OR TRANSFER OF TREASURY SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS

Information on the Tex Cycle Shares purchased during the financial year ended 31 December 2022 is set out on page 142 of the 2022 Annual Report of the Company.

11. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of Tex Cycle Shares as traded on Bursa Securities for the past 12 months from April 2022 to March 2023 are as follows:

	High RM	Low RM
2022		
April	0.525	0.450
May	0.505	0.450
June	0.475	0.445
July	0.450	0.430
August	0.455	0.425
September	0.440	0.425
October	0.445	0.405
November	0.440	0.400
December	0.430	0.405
2023		
January	0.840	0.400
February	0.845	0.765
March	0.830	0.685
Last transacted market price of Tex Cycle Shares on 15 March 2023 being the day prior to the date of announcement of the Proposed Share Buy-Back.		0.730
Last transacted market price of Tex Cycle Shares on 8 April 2023 being the latest practicable date prior to printing of this Statement.		0.785

(Source : Bursa Malaysia)

12. MAJOR SHAREHOLDER'S AND DIRECTORS' INTERESTS

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of the Company as a consequence of the Proposed Share Buy-Back Renewal, none of the Directors and/or Major Shareholder of Tex Cycle and/or persons connected to them, has any interest, direct and indirect, in the Proposed Share Buy-Back Renewal or resale of treasury shares, if any.

SHARE BUY-BACK STATEMENT

13. DIRECTORS' RECOMMENDATION

The Directors, having considered all aspects of the Proposed Share Buy-Back Renewal, are of the opinion that the Proposed Share Buy-Back Renewal is in the best interest of the Company. Accordingly, the Directors recommend that the shareholders of Tex Cycle vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back Renewal to be tabled at the forthcoming Nineteenth AGM.

Appendix I

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board of Tex Cycle who, individually and collectively, accept full responsibility for the accuracy of the information contained in this Statement and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. DOCUMENT FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of Tex Cycle at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, during normal business hours from the date of this Statement to the date of the Nineteenth AGM:

(a) Constitution of the Company; and

(b) Audited consolidated financial statements of Tex Cycle for the financial years ended 31 December 2021 and 31 December 2022.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of the Company will be will be held fully virtual and entirely via Remote Participation and Electronic Voting ("RPEV") facilities and broadcasted live from Tex Cycle Technology (M) Berhad, Conference Room 2, Lot 8942, Jalan Telok Gong, Pelabuhan Klang, 42000 Selangor Darul Ehsan (Broadcast Venue) on Wednesday, 17 May 2023 at 10.00 a.m. ("Nineteenth AGM"), for the following purposes:-

AGENDA

ORDINARY BUSINESS

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

2. To approve the Directors' fees and allowances to the Directors of up to RM300,000.00 from Nineteenth AGM until the next Annual General Meeting. **Ordinary Resolution 1**

3. To re-elect the following Directors who are retiring by rotation in accordance with Clause 97 of the Company's Constitution:-

   (a) Mr. Ho Siew Cheong **Ordinary Resolution 2**

   Mr. Alagasan A/L Varatharajoo who also retires by rotation in accordance with Clause 97 of the Company's Constitution, has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the Nineteenth Annual General Meeting of the Company.

4. To re-appoint Grant Thornton Malaysia PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**

SPECIAL BUSINESS

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

5. **Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 4**

   "**THAT** subject always to the Companies Act 2016 ("Act"), Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad ("Bursa Securities") **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company. **Please refer to Explanatory Note 2**

   AND FURTHER THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company".

NOTICE OF ANNUAL GENERAL MEETING

6. **Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

Ordinary Resolution 5

Please refer to Explanatory Note 3

THAT subject to the Companies Act 2016 ("Act"), the Company's Constitution, the ACE Market Listing Requirements of Bursa Securities ("AMLR") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/or hold up to ten percent (10%) of the total number of issued shares of the Company ("Proposed Share Buy-Back") 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 best interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

a) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to the conditions; or
b) the expiration of the period within which the next Annual General Meeting is required by law to be held; or
c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting

whichever occur first but not so as to prejudice to the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

7. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board
TEX CYCLE TECHNOLOGY (M) BERHAD

WONG YOUN KIM
Company Secretary

Kuala Lumpur

Dated this 18th day of April, 2023

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. The 19th AGM will be conducted virtually through live streaming and online remote voting via Remote Participation and Voting (RPV) facilities to be provided by the appointed share registrar for this AGM, Boardroom Share Registrars Sdn Bhd (Boardroom) via https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC - D6A357657). Please follow the procedures provided in the Administrative Notes for the AGM in order to register, participate and vote remotely via the RPV facilities.

2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 and the Company's Constitution which require the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue.

3. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.

4. A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.

5. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

6. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.

7. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

8. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.

9. The duly completed Form of Proxy must be deposited at the registered office of the Company at Acclime Corporate Services Sdn Bhd, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

10. **General Meeting Record of Depositors**

    For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 10 May 2023. Only a depositor whose name appears on the Record of Depositors as at 10 May 2023 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.

11. **There will be no gift vouchers given for Shareholders/Proxy Holders who attend and/or participate in the Nineteenth AGM.**

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Item 1 of the Agenda - Audited Financial Statement for the Financial Year Ended 31 December 2022**

   The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

2. **Ordinary Resolution 5 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

   The proposed Resolution 4 under item 5 above, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

   This general mandate is a renewal of the mandate that was obtained at the Eighteenth AGM held on 18 May 2022. The renewal of this general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/ or acquisitions. As at the date of this notice of meeting, no shares have been issued pursuant to the general mandate granted at the Eighteenth AGM of the Company.

   The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

3. **Ordinary Resolution 6 - Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

   The proposed Resolution 6 under item 6 above is to seek the authority for the Company to purchase its own shares up to 10% of the total number of issued shares of the Company on Bursa Securities. For further information on the Proposed Renewal of Shareholders' Mandate for Share Buy-Back, please refer to the Statement to Shareholders which is included in the Company's 2022 Annual Report.

NOTICE OF ANNUAL GENERAL MEETING

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. The Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Director at the Nineteenth Annual General Meeting of the Company are :-

   (a) Mr. Ho Siew Cheong (Clause 97 of the Company's Constitution)

   The Board of Directors, taking into the recommendation of Nomination Committee, supported the above-mentioned Directors of their re-election as Director or continuing in office as Independent Non-Executive Director at the Nineteenth Annual General Meeting of the Company.

   Based on the assessment and evaluation conducted by the Nomination Committee, the retiring Director met the performance criteria required of an effective and a high-performance Board. In addition, all the Independent Non-Executive Directors have also provided annual declaration/confirmation of independence respectively.

   The profiles of the above Directors who are seeking re-election and/or continuing in office as Independent Non-Executive Directors are set out in the Profile of Directors as disclosed on Pages 4 to 5 of the Annual Report.

   The details of the above Directors' interest in the securities of the Company are stated on Page 161 of the Annual Report.

2) Details of the general mandate for issue of securities in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 are set out in the Explanatory Note 2 of the Notice of AGM.

PROXY FORM

I/We ....
(FULL NAME IN BLOCK LETTERS)

of ....
(FULL ADDRESS)

....

being a member/members of **TEX CYCLE TECHNOLOGY (M) BERHAD**, hereby appoint the following person(s) or failing him, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Nineteenth Annual General Meeting of the Company to be held fully virtual and entirely via Remote Participation and Electronic Voting ("RPEV") facilities and broadcasted live from Tex Cycle Technology (M) Berhad, Conference Room 2, Lot 8942, Jalan Telok Gong, Pelabuhan Klang, 42000 Selangor Darul Ehsan (Broadcast Venue) on Wednesday, 17 May 2023 at 10.00 a.m. ("Nineteenth AGM") and any adjournment thereof:-

Name of Proxy, NRIC No. & Address	No. of Shares to be represented by Proxy
1. Name : NRIC No. : Address : Hp number: Email:	
2. Name : NRIC No. : Address : Hp number: Email:	

NO.	RESOLUTIONS		FOR	AGAINST
1.	Approval of Directors' fees and allowances to the Directors of up to RM300,000.00 from Nineteenth AGM until the next Annual General Meeting.	*Ordinary Resolution 1*		
2.	Re-election of Mr. Ho Siew Cheong	*Ordinary Resolution 2*		
3.	Re-appointment of Grant Thornton Malaysia PLT as Auditors	*Ordinary Resolution 3*		
4.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	*Ordinary Resolution 4*		
5.	Proposed Renewal of Shareholders' Mandate for Share Buy-Back	*Ordinary Resolution 5*		

Please indicate with an "X" in the appropriate boxes on how you wish your vote to be cast on the Resolutions specified in the Notice of Meeting. Unless voting instructions are indicated in the space above, the proxy will vote as he/she thinks fit.

Number of shares ____________________

CDS A/C No. ____________________

....
Date

....
Signature of Shareholder

1. The 19th AGM will be conducted virtually through live streaming and online remote voting via Remote Participation and Voting (RPV) facilities to be provided by the appointed share registrar for this AGM, Boardroom Share Registrars Sdn Bhd (Boardroom) via https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC - D6A357657). Please follow the procedures provided in the Administrative Notes for the AGM in order to register, participate and vote remotely via the RPV facilities.
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6. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
7. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act, 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
8. *A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.*
9. The duly completed Form of Proxy must be deposited at the registered office of the Company at Acclime Corporate Services Sdn Bhd, Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
10. *For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Clause 62 of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 10 May 2023. Only a depositor whose name appears on the Record of Depositors as at 10 May 2023 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.*
11. *There will be no gift vouchers given for Shareholders/Proxy Holders who attend and/or participate in the Nineteenth AGM.*

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STAMP

The Company Secretary

TEX CYCLE TECHNOLOGY (M) BERHAD (642619-P)
c/o
Acclime Corporate Services Sdn Bhd
Level 5, Tower 8, Avenue 5, Horizon 2
Bangsar South City
59200 Kuala Lumpur
Malaysia

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